



Ref: BSL: SECL: 18

27th September, 2018

**To,
Department of Corporate Services,
BSE Ltd.,
25th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai 400 001**

**To,
The Manager,
National Stock Exchange of India Ltd.
5th Floor, Exchange Plaza
Bandra (E), Mumbai-400 051**

Scrip Code: 503722

Symbol" BANSWRAS"

Dear Sir/Madam,

Sub: Annual Report for the financial year 2017-18

Pursuant to Regulation 34 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report of 42nd Annual General Meeting of the company which was held on 24th September, 2018, for the financial year 2017-18.

We request you to kindly take the same on record.

Thanking You,

Yours Faithfully

For BANSWARA SYNTEX LIMITED

(H.P. KHARWAL)

COMPANY SECRETARY & COMPLIANCE OFFICER



Encl: a/a

**BANSWARA SYNTEX LIMITED
CORPORATE OFFICE**

5th Floor, Gopal Bhawan, 199, Princess Street, Mumbai - 400 002

Tel : +91 22 66336571-76 | Fax : +91 22 2206 4486

Email : info@banswarafabrics.com

REGISTERED OFFICE & MILLS

Industrial Area, Dahod Road, Banswara - 327 001 (Rajasthan)

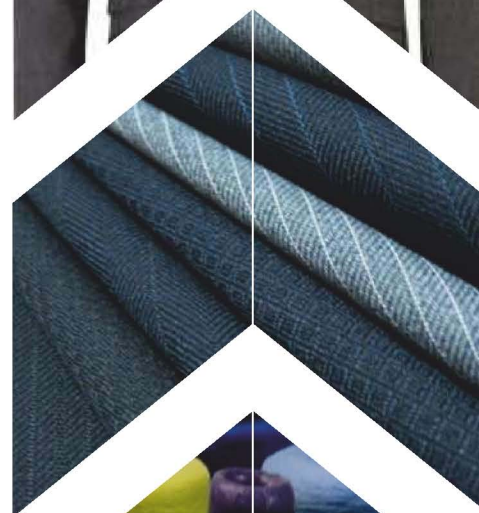
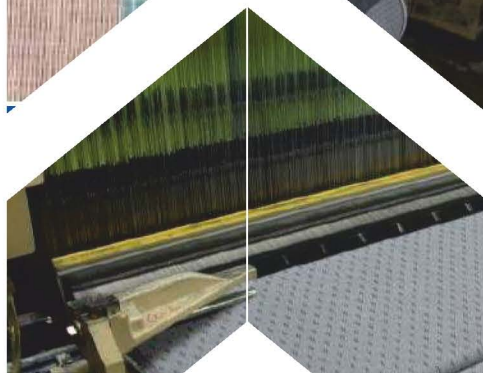
Tel : +91 2962 240690 - 93, 257576 - 81

Email : info@banswarafabrics.com

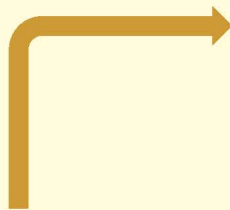
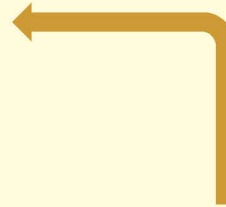
An ISO 9001:2008 Company | CIN : 1243023RJ1976PLC01684 | www.banswarasyntex.com

Banswara Syntex Limited

42nd
Annual Report
2017-18



The Value Chain of Company's Products



COMPANY INFORMATION
BOARD OF DIRECTORS

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

EXECUTIVES

Shri J. K. Rath, President
 Smt. Kavita Soni, Sr. Vice President (CSR)
 Shri Prashant Joshi, Sr. Vice President (Fabrics)
 Shri Rahul Bhaduria, Sr. Vice President (Garments)

CHIEF FINANCIAL OFFICER

Shri J. K. Jain, Joint President & CFO

COMPANY SECRETARY & COMPLIANCE OFFICER

Shri H.P. Kharwal

AUDITORS

M/s K. G. Somani & Co.
 3/15, Asaf Ali Road, New Delhi - 110002

BANKERS

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

REGISTRAR & SHARE TRANSFER AGENT

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

OFFICES
REGISTERED OFFICE

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

HEAD/MARKETING OFFICE

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

DELHI OFFICE

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

JAIPUR OFFICE

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

PLANTS
Banswara Unit

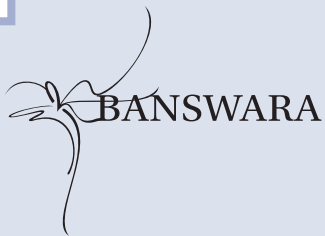
(Spinning, Weaving & Finishing),
 Industrial Area, Dahod Road
 BANSWARA -327001 (Rajasthan)

Daman Unit (Garment)

- 98/3,Village Kadaiya
 Nani Daman
 DAMAN -396 210 (U.T)
- Survey No. 713/1 ,713/2 ,713/3 ,725/2 &
 725/1, Village Dabhel , Nani Daman,
 DAMAN -396 210 (U.T)

Surat Unit (Garment)

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



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QUALITY POLICY

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

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

NOTICE OF 42nd ANNUAL GENERAL MEETING

NOTICE is hereby given that 42nd Annual General Meeting ("AGM") of the shareholders of Banswara Syntex Limited will be held on Monday, the 24th day of September, 2018 at 4.00 P.M. at its Registered Office at Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327001 (Rajasthan) to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon, and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and Auditors' report thereon.
2. To declare final dividend on Equity Share for the financial year ended 31st March, 2018.
3. To appoint a Director in place of Shri Rakesh Mehra, Whole Time Director (DIN: 00467321), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

4. To ratify the payment of Remuneration to the Cost Auditors for the Financial Year 2018-19.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the payment of the remuneration of ₹ 2,00,000/- (Rupees Two Lakhs only) plus GST and reimbursement of actual out of pocket expenses to M/s. K.G. Goyal & Co., Cost Accountants (Firm Registration No.000017) who were appointed by the Board of Directors of the Company, as "Cost Auditors" to conduct the audit of the cost records maintained by the Company for Financial Year ending on 31st March, 2019, be and is hereby ratified.

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

5. Re-appointment of Shri Kamal Kishore Kacholia (DIN: 00278897) as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Shri Kamal Kishore Kacholia (DIN: 00278897), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for further second term of 5 (five) years with effect from 1st April, 2019 to 31st March, 2024.

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

6. Re-appointment of Shri P. Kumar (DIN: 00179074) as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Shri P. Kumar (DIN: 00179074), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible for re-appointment, be and is hereby re-appointed

as an Independent Director of the Company to hold office for further term of 5 (five) years with effect from 1st April, 2019 to 31st March, 2024.

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

7. Re-appointment of Shri D. P. Garg (DIN: 00003068) as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Shri D. P. Garg (DIN: 00003068) Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for further term of 5 (five) years with effect from 1st April, 2019 to 31st March, 2024.

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

8. Re-appointment of Shri Vijay Mehta (DIN: 00057151) as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s)

thereto or re-enactment(s) thereof for the time being in force), Shri Vijay Mehta (DIN: 00057151), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for further term of 5 (five) years with effect from 1st April, 2019 to 31st March, 2024.

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

9. Re-appointment of Dr. S. B. Agarwal (DIN: 00524452) as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Dr. S. B. Agarwal (DIN: 00524452), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for further term of 5 (five) years with effect from 1st April, 2019 to 31st March, 2024.

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

10. Re-appointment of Shri Vijay Kumar Agarwal (DIN: 00108710) as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Shri Vijay Kumar Agarwal (DIN: 00108710), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for further term of 5 (five) years with effect from 1st April, 2019 to 31st March, 2024.

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

By order of the Board

Sd/-

(H.P. KHARWAL)

COMPANY SECRETARY

Place: Mumbai

Dated: 13th August, 2018

Registered Office

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

NOTES:

1. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the ensuing Annual General Meeting (Hereinafter referred to as "MEETING"/ "AGM") is appended hereto. The relevant details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is annexed herewith.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM (IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, FILLED, SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Corporate Members intending to send their authorized representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. A copy of Audited Financial Statements (standalone and consolidated) for the year ended 31st March, 2018 together with the Board's and Auditor's Report thereon are enclosed herewith and Members are requested to bring their copies of the Annual Report to the Meeting.
5. Members/ Proxies/ Authorize representatives attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the Meeting's venue.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
7. The Register of Members and Shares Transfer Books of the Company shall remain closed from 18th September, 2018 to 24th September, 2018 (both days inclusive) in connection with the payment of dividend for the financial year 2017-18.

8. Members holding shares in physical form can avail the nomination facility as permitted under Section 72 of the Companies Act, 2013 by filing Form No. SH-13, if a member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Members holding shares in physical form are requested to obtain the nomination forms from the Company's Registrar and Share Transfer Agents. Members holding shares in electronic form may obtain the nomination forms from their respective depository participants. Both the forms are also available on the website of the Company at www.banswarasyntex.com under 'Investors' section.
9. Members are requested to address all their correspondence including demat applications, request for share transfers, intimation of change of address and other correspondence to the Company's Registrar and Share Transfer Agent "RTA": -
Computech Sharecap Limited,
 147, Mahatma Gandhi Road, Fort,
 Mumbai – 400001 (Maharashtra),
 Phone: +91 22 22635000/01 Fax: +91 22 22635005
 E-mail: helpdesk@computechsharecap.in;
 Website: www.computechsharecap.com
 Members are requested to quote their Regd. Folio Number / DP and Client ID Nos. in all their correspondence with the Company or its RTA.
10. Non-Resident Indian Members are requested to inform RTA of the Company in case of any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch name, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank Account Details by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN and Bank Account Details to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN and Bank Account details to the Company's RTA.
12. Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to RTA, for consolidation into single folio and further requested to dematerialize their physical holdings.
13. To support the "Green initiative" and pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail address either with the Company or with the Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2017-18 are being sent in the permitted mode. The Annual Report for the Financial Year 2017-18 alongwith AGM Notice is available at the website of the Company at www.banswarasyntex.com under 'Financials' Section.
14. The Securities and Exchange Board of India (SEBI), has mandated that - "except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository, vide its notification no. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018
 Accordingly, the members are requested to note that request for transfer of shares held in physical form will not be processed w.e.f. 5th December, 2018 and it shall be mandatory to demat the securities for getting the shares transferred.
 View of above context having regard to the difficulties experienced by the shareholder in disposing of the shares held in physical form and to mitigate hardship caused to them, the company is providing KYC Form for furnishing PAN and Bank details and procedure for mandatory dematerialization under notification as above mention.
15. Payment of dividend, upon declaration by the shareholders at the forthcoming Annual General Meeting, will be made within 30 days of the date of declaration i.e. 24th September, 2018 as under:-
 - a. To all those beneficial owner holding shares in electronics form, as per the beneficial ownership data as may be made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Limited (CDSL) as on 17th September, 2018.
 - b. To all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company, before the closing hours on 17th September, 2018.

16. Members holding shares in physical form are advised to furnish, on or before 17th September, 2018 particulars of their bank account, if changed, to the Company to incorporate the same in the dividend warrants. In case of payments to the shareholders holding shares in dematerialized form, particulars of bank account registered with their depository participants will be considered by the Company to incorporate the same in the dividend warrants.
17. The Company has declared dividends for the Financial Years 2009-10 to 2016-17. It has also declared interim dividends for the Financial years 2009-10 and 2010-11. The shareholders who have, so far, not encashed the dividend warrants for the year 2011-12 to 2016-17, are hereby informed to encash their dividend warrants by surrendering the same, in original, to the Company and getting demand drafts issued in lieu thereof/ get the same credited in their account by NEFT.

As per the provisions of the Companies Act, 1956 and 2013 respectively, the unpaid dividend after the expiry of seven years from the date of declaration will be transferred to Investors' Education and Protection Fund (IEPF).

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

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules
18. National Automated Clearing House (NACH): To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided NACH facility to the members for the remittance of dividend. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agents Computech Sharecap Limited in the form being forwarded with the Annual Report.
19. The documents referred to in the proposed resolutions are available for inspection by members at the Registered Office of the Company during working hours between 10.00 A.M. and 1.00 P.M. except on holidays up to the date of this AGM.
20. Queries, if any, on accounts and operations may please be sent to the Company at least 7 days in advance of the Annual General Meeting so that the answers can be made available at the meeting.
21. 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.
22. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on 17th September, 2018.
23. CS Manoj Maheshwari, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting and polling process to be carried out at this AGM in a fair and transparent manner.
24. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (As Amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, "SEBI (LODR)" the Company is also offering remote e-voting facility to the Members to enable them to cast their votes electronically at the 42nd Annual General Meeting (AGM) from a place other than the venue of the AGM. Please note that remote e-voting is optional and not mandatory. The facility for voting through polling paper shall be made available at the AGM & members who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM. Shareholders who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
25. The Scrutinizer, after scrutinizing the votes cast at the meeting through polling paper and remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company, www.banswarasyntex.com and on the website of CDSL, www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

26. E-voting Facility.

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

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

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 9:00 A.M. on 20th September, 2018 and ends at 5:00 P.M. on 23rd September, 2018. 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. 17th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The share holders should logon to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

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

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

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for Banswara Syntex Ltd. on which you choose to vote.

- xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Note for Non – Individual Shareholders and Custodians Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (a) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (b) The voting period begins at 9:00 A.M. on 20th September, 2018 and ends at 5:00 P.M. on 23rd September, 2018. 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. 17th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- 27. The facility for voting through polling paper shall be made available at the AGM & members who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM.
- 28. The route map showing the direction to reach the venue of AGM is attached at the end of the Notice of AGM.
- 29. The Company has designated two exclusive email IDs viz hpkharwal@banswarasyntex.com and helpdesk@computechsharecap.in to enable investors to register their complaints/ queries, if any.

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

ITEM NO. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s K.G. Goyal & Co., (Registration No. 000017), 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 Act read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Audit and Records) Rules 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought, by passing an Ordinary Resolution as set out in Item No. 4 of the Notice, for ratification of the remuneration of ₹ 2,00,000/- plus GST and reimbursement of out of pocket expenses at actuals payable to the Cost Auditor for the financial year ending 31st March, 2019.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

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

Item no. 5 to 10

Shri Kamal Kishore Kacholia (DIN:00278897), Shri P. Kumar (DIN:00179074), Shri D. P. Garg (DIN: 00003068), Shri Vijay Mehta (DIN: 00057151), Dr. S. B. Agarwal (DIN:00524452), and Shri Vijay Kumar Agarwal (DIN:00108710), were appointed as Independent Directors on the Board, pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, by the Members of the Company in the 38th AGM held on 22nd September, 2014.

They will hold office as an Independent Directors of the Company for a period of five consecutive years, upto 31st March, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Board, on the basis of methodology for effective evaluation of performance and recommendation of the Nomination and Remuneration Committee, consider their background and experience and contributions made by them, their continued association would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors for further term of 5 (five) consecutive years on the Board of the Company.

Accordingly, it is proposed to re-appoint Shri Kamal Kishore Kacholia, Shri P. Kumar, Shri D. P. Garg, Shri Vijay Mehta, Dr. S. B. Agarwal and Shri Vijay Kumar Agarwal as Independent Directors of the Company, not liable to retire by rotation and to hold office for further term of 5 (five) consecutive years on the Board of the Company with effect from 1st April, 2019 to 31st March, 2024, and accordingly they given their (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualifications of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 (as amended).

Since the proposed re-appointing Independent Director In the opinion of the Board fulfil the conditions for re-appointment as Independent Directors as specified in the Act and the "SEBI (LODR)" hence they are independent from the management.

Details of Directors whose re-appointment as Independent Directors are proposed at Item **No. 5 to 10** are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the "SEBI (LODR)" and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Shri Kamal Kishore Kacholia, Shri P. Kumar, Shri D. P. Garg, Shri Vijay Mehta Dr. S. B. Agarwal and Shri Vijay Kumar Agarwal are interested in the resolutions set out respectively at Item No. 5 to 10 of the Notice with regard to their respective re-appointments.

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 these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations (as amended).

The Board recommends the Special Resolutions set out at Item No. 5 to 10 of the Notice for approval by the members.

DETAILS / PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE 42nd AGM AS PER REGULATION 36(3) OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2

Name of the Director	Independent Directors						Director Retiring by Rotation
	Shri Kamal Kishore Kacholia	Shri P. Kumar	Shri D. P. Gang	Shri Vijay Mehta	Dr. S.B. Agarwal	Shri Vijay Kumar Agarwal	
DIN	00278897	00179074	00003068	00057151	00524452	00108710	00467321
Date of Birth	01.02.1950	23.08.1957	24.12.1947	26.03.1953	12.07.1938	15.01.1950	19.11.1957
Qualification (s)	He holds a degree in Chemical Engineering & Masters in Business Administration from western Reserve University, OHIO, USA	He holds a degree in Master of Arts, CAIIB	He is graduate in Mech. Engineering from university of Delhi & has done Masters in Industrial Engineering from Illinois Institute of technology, Chicago, USA	He holds degree in Bachelor of commerce and LLB.	He is M. Com, M.A. (Eco.) LL.B. FCA, Ph. D.	He is Engineer from VITI.	Fellow Member of Institute of Chartered Accountants of India
Relationships between the Directors inter-se	NIL	NIL	NIL	NIL	NIL	NIL	1. Shri R. L. Toshniwal Father-in-Law 2. Shri Ravindra Kumar Toshniwal - Brother-in-Law 3. Shri Shaleen Toshniwal Brother-in-Law
Experience & nature of expertise in specific functional areas	He had been engaged with various R&D projects for US Army, Navy, EPA, NASA etc.	Various project appraisal, financing, monitoring and recoveries during working in Banking sector.	He has expertise in Projects execution, implementation, monitoring and import and export trade.	He has expertise in Stock Market & Finance.	He has been a pioneer in the textile industry.	He has expertise in Projects relating to Engineering.	More than 30 Years Experience in textile Industries, Ex-Chairman of The Synthetic & Rayon Textile Export Promotion Council (SREPC), and Looking after the commercial and financial activities besides export sales of yarn and Automotive Fabric Business
Name of the Companies in which directorship held as on 31.03.2018	1. NTB International Pvt. Ltd. 2. NTB Bowsmith Irrigation Ltd. 3. Shaleen Syntex Limited 4. Banswara Syntex Limited	1. N.R. Agarwal Industries Ltd. 2. Banswara Syntex Limited	1. Garuda Cortex Shades Ltd. 2. Anika Shipping Agency Pvt. Ltd. 3. Banswara Syntex Limited	1. Melcom Securities Ltd. 2. Melcom Capital Markets Ltd. 3. Melcom Commodity Brokers Ltd 4. Melcom Infrastructure Projects Ltd. 5. Banswara Syntex Limited 6. IKMA Infoway Pvt. Ltd	1. Melcom Securities Ltd. 2. Melcom Capital Markets Ltd. 3. Melcom Commodity Brokers Ltd 4. Melcom Infrastructure Projects Ltd. 5. Banswara Syntex Limited 6. IKMA Infoway Pvt. Ltd.	1. Ravil Creative Infrastructure Ltd. 2. Creative Garments Pvt. Ltd. 3. Creative Anti Corrosion Pvt. Ltd. 4. Apperal Media Pvt. Ltd. 5. GCI Intertrade Pvt. Ltd. 6. Creative Global Services Pvt. Ltd. 7. Syntex Garment Pvt. Ltd 8. Element Seven Garments & Textiles Pvt. Ltd. 9. Ravil Boleadia Creative Developers India Pvt. Ltd. 10. Banswara Syntex Limited	1. Banswara Syntex Limited 2. Moonline Trading Co. Pvt. Ltd. 3. Excel Pack Pvt. Ltd. 4. TESCA Textile & Seat Components (India) Pvt. Ltd. (Formerly known as Treves Banswara Pvt. Ltd.)
Member of the Committee of Board of other companies	NIL	NR AGARWAL IND. LTD. :- 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship Committee 4. Executive Committee	NIL	NIL	TECHNOCRAFT INDUSTRIES (INDIA) LTD.:- 1. Audit Committee 2. Nomination & Remuneration Committee	NIL	NIL
No. of Shares held in the Company	NIL	NIL	NIL	NIL	NIL	NIL	6,061
Remuneration sought to be paid/bst drawn Terms and conditions of re-appointment"	only seating fees is being provided	only seating fees is being provided	only seating fees is being provided	only seating fees is being provided	only seating fees is being provided	only seating fees is being provided	Not Applicable
The number of Meetings of the Board attended during the year	Same as approved by the shareholders in the Annual General Meeting held on 22 nd September, 2014	Same as approved by the shareholders in the Annual General Meeting held on 22 nd September, 2014	Same as approved by the shareholders in the Annual General Meeting held on 22 nd September, 2014	Same as approved by the shareholders in the Annual General Meeting held on 22 nd September, 2014	Same as approved by the shareholders in the Annual General Meeting held on 22 nd September, 2014	Same as approved by the shareholders in the Annual General Meeting held on 22 nd September, 2014	Not Applicable
Chairmanship of Committees in other Boards	NIL	3 Committees NR AGARWAL IND. LTD. :- 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship Committee	NIL	NIL	1 Committee TECHNOCRAFT INDUSTRIES (INDIA) LTD. :- Nomination & Remuneration Committee	NIL	Not Applicable

By order of the Board

Place: Mumbai

Dated: 13th August, 2018

Registered Office

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

Sd/-
(H.P. KHARWAL)

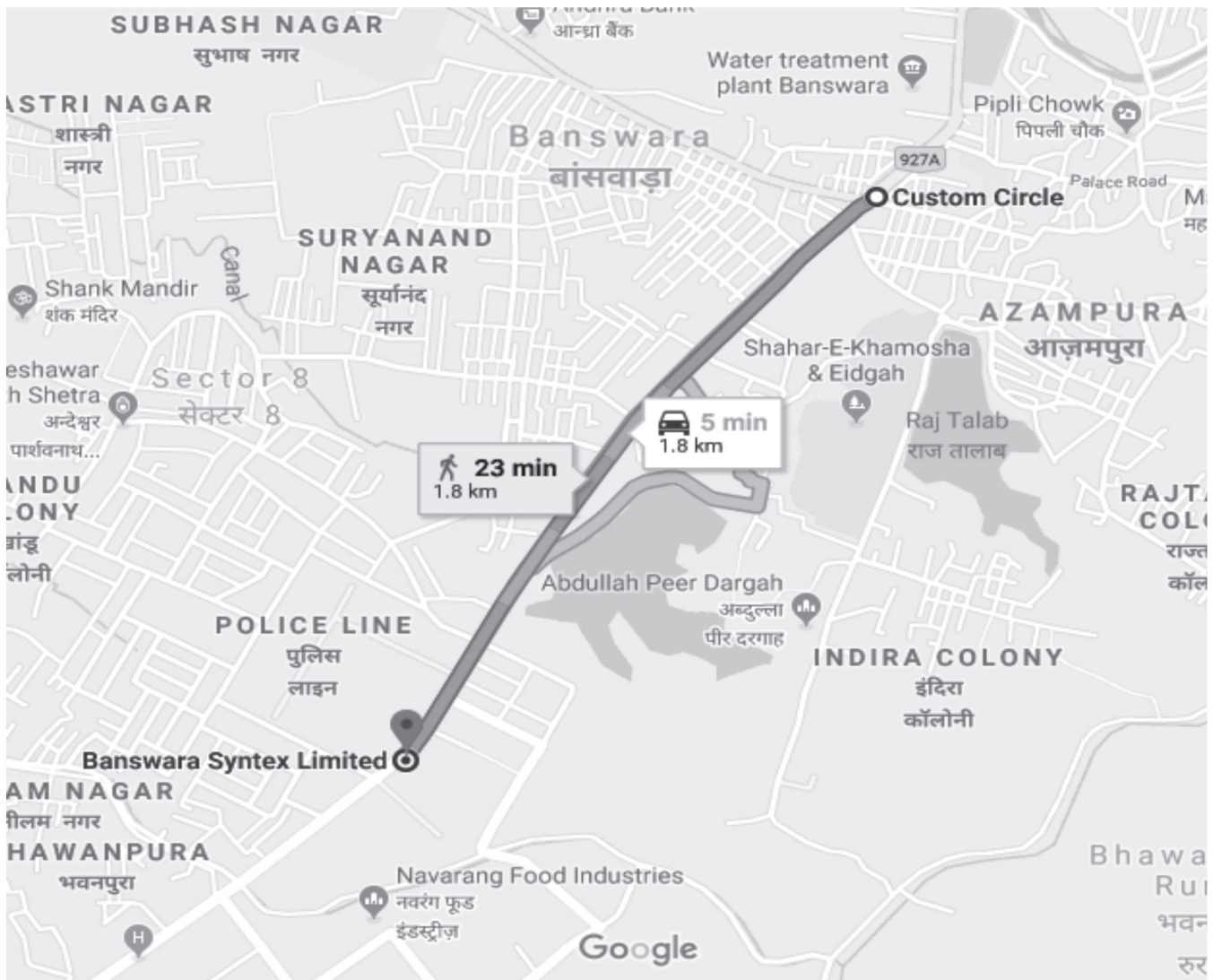
COMPANY SECRETARY

ROUTE MAP TO THE AGM VENUE

Venue : Banswara Syntex Limited

Industrial Area, Dahod Road, Post Box No. 21, Banswara - 327001 (Rajasthan)

Day, Date & Time: Monday, September 24, 2018 at 4:00 P.M.



To view the route map in your smartphone/tabs, please scan this QR Code with your camera-enabled smartphone /tabs. If you do not have QR Code scanner, you may download the same from your appstore



Directors' Report

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 42nd Annual Report of the Company together with its Audited Financial Statements for the year financial ended 31st March, 2018.

(₹ in Lakhs)

Financial review	Current year 2017-18	Previous year 2016-17
Gross Income	1,29,508	1,25,449
Net Income	1,29,299	1,24,433
Profit before interest, depreciation & tax	12,756	14,608
Profit before depreciation & tax	6,843	8,305
Less: Depreciation	5,757	5,763
Profit before tax	1,086	2,542
Tax Expenses	295	643
Profit after Tax	792	1,899
Other comprehensive Income	194	(28)
Total comprehensive Income	985	1,871
Dividend on Equity Shares (for 2017-18 proposed)	171	171
Tax on Dividend	35	35
Earnings per share (₹) : Basic	4.63	11.09
Diluted	4.63	11.09

Operations & state of affairs

The production of yarn during 2017-18 has been 298 lakh kgs. as against 302 lakh kgs. during 2016-17, while the production of fabric was 349 lakh mtrs. during 2017-18 as against 342 lakh mtrs. during 2016-17. The garment production has increased by 9.35% from 36.15 lakh Pieces to 39.42 lakh pieces over the period.

Your Company's net income from operations during 2017-18 has been ₹ 1293 crore as against ₹ 1244 crore during 2016-17.

The profit before interest, depreciation and tax (PBITD) during 2017-18 is ₹ 127 crore as against ₹ 146 crore during 2016-17. The profit before depreciation and tax (PBDT) has been ₹68 crore as against ₹83 crore during 2016-17. The post tax net profit of the Company during 2017-18 was at ₹ 7.92 crore.

The basic and diluted EPS for the year 2017-18 is ₹4.63 as against ₹11.09 for the year 2016-17.

Your Company has charged depreciation on property, plant and equipment as per the provisions of Schedule II of the Companies Act, 2013.

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

The Company has prepared its Financial Statements as per applicable provisions of Ind-AS (Indian Accounting Standards) for the year 2017-18.

Exports

During the year, the export turnover of the Company has been ₹ 570 crore as against ₹ 568 crore during 2016-17. The 44 % share of export turnover in the net income for the year 2017-18, has been maintained at same level as previous year.

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

Dividend

Your Directors are pleased to recommend dividend of ₹1/- per equity share i.e. @ 10% (previous year ₹1/- per share) for the financial year 2017-18. The total dividend payout on equity shares for the year will absorb ₹ 1.71 crore (previous year - ₹1.71 crore) with outgo of ₹0.35 crore by way of tax on dividend (previous year - ₹0.35 crore).

The dividend, when paid, will be charged to Profit & Loss account of financial year 2017-18 in compliance of amended provisions of Ind-AS 10.

The Company has transferred unclaimed Dividend amount upto the year 2009-10 and interim dividend for 2010-11 to the IEPF.

Share capital

There has been no change in share capital of the Company during the year 2017-18.

Expansion, diversification and modernization

During the year, the Company invested ₹32.21 crore for acquisition of property, plant and equipment. As at 31st March, 2018, the capital-work-in progress stood at ₹5.36 crore and advances to the capital goods' suppliers aggregated ₹2.11 crore, as against ₹4.00 crore and ₹3.44 crore respectively at the beginning of the year.

The total production capacity of the Company as at 31st March, 2018 for yarn is 159144 ring spindles, including 21120 spindles for worsted yarn spinning, 592 Air Jet spindles, 421 shuttle less looms, 34 Air Jet jacquard looms, 10 stenters with processing capacity of 5 million mtrs. per month and 4.09 lakhs pieces of garments per month.

Subsidiaries, Joint Ventures and Associates

In accordance with the General Circular issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Statement of Profit and Loss and other documents of Joint Venture Company are not being attached with the Annual Report of the Company. However, pursuant to Section 129 of the Companies Act, 2013, the financial information of Tesca Textiles & Seat Components (India) Pvt. Ltd. (formerly Known as Treves Banswara Private

Limited), the Joint Venture Company, is disclosed in the Annual Report in compliance with the provisions of the said circular. The Company will make available the Annual Financial Statements of the Joint Venture Company and the related detailed information to any member of the Company who requests for the same. The Annual Financial Statements of the Joint Venture Company will also be kept open for inspection at the Registered Office of the Company. The Consolidated Financial Statements for financial year ended 31st March, 2018 presented by the Company include the Financial Statements of its Joint Venture Company.

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

The Company has framed a policy for determining Material Subsidiaries, which has been uploaded on the Company's weblink- http://banswarasyntex.com/financials/policy_detm_materiality.pdf

Subsidiary

During the financial years Company had no any subsidiary Company.

Joint Venture

Your Company holds 50% of the paid up share capital of Joint Venture Company i.e. Tesca Textiles & Seat Components (India) Private Limited (formerly Known as Treves Banswara Private Limited). The balance 50% of share capital is held by Treves Textiles & Seats Components, France.

During the financial year 2017-18, Tesca Textiles & Seat Components (India) Private Limited (formerly Known as Treves Banswara Private Limited) produced 5.05 Lakh mtrs. of Laminated Fabric and 250661 pcs. of Embossed Panel parts and Flex. Total turnover of this JV Company during financial year 2017-18 was ₹2506.04 lakh (previous year ₹1445 lakh) with net profit of ₹101.28 lakh as against ₹ 28 lakh in the previous year.

Associates

During the financial years Company had no any Associate Company.

Consolidated Financial Statements

In accordance with Ind-AS 110 on Consolidated Financial Statements read with Ind-AS 28 on Accounting for Investments in Associates & Joint Venture and also as per Section 129 of the Companies Act, 2013, the audited Consolidated Financial Statements are furnished in the Annual Report.

Thermal Power Plant

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

Finance

During the year 2017-18, the Company got disbursements of long term loan of ₹ 19.63 crore from Union Bank of India and ₹ 1.32 crore from IDBI Bank for acquisition of fixed assets and financing working capital requirements. The repayments of term loans made during the year aggregated ₹ 59.98 crore.

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

Contribution to Exchequer

During the year, your Company contributed ₹ 24.86 crore to the Government Exchequer by way of Excise Duty, Service Tax, Goods & Services Tax, Value Added Tax (VAT), Income Tax, Dividend Distribution Tax and other payments.

Corporate Governance/Management Discussion & Analysis Report

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

Fixed Deposits

As per the provisions of the Companies Act, 2013, the Company accepts fixed deposits from members of the Company as approved by the shareholders in their meeting held on 27th August, 2016. During the year 2017-18, the Company accepted deposits of ₹1777 lakh, payment made ₹529 lakh and had such deposits aggregating standing ₹2855 lakh as on 31st March, 2018. There has been no default in repayment of deposits or interest thereon and no deposit was unclaimed or matured but not paid as on 31st March, 2018. The Company has duly complied with the provisions of the Companies (Acceptance of Deposits) Rules, 2014.

The Company has obtained Credit Rating for Fixed deposits from CRISIL Rating Agency and also opened the Fixed Deposits Repayment Reserve Account with a schedule

Bank for fixed deposits maturing during the financial years 2018-19 and 2019-20.

Corporate Social Responsibility Initiatives

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

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

Risk Management

The risk assessment and minimization procedures are in place and the Board is kept regularly informed about the business risks and the steps taken to mitigate the same. The risk management is reviewed periodically by the Audit Committee and Board of Directors.

Internal Control System and its adequacy

The Company has Internal Control System commensurate with the size, scale and complexity of its operations. To maintain the objectivity and independence of the audit, the Chief Internal Auditor reports to the Audit Committee of the Board. The internal control system and its adequacy has been audited by M/s Kalani & Co., a reputed firm of Chartered Accountants, Jaipur.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

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

Vigil Mechanism/Whistle Blower Policy

The Company has adopted a Vigil Mechanism/Whistle Blower Policy to provide a mechanism to its Directors and employees to report their concerns about unethical, behavior, actual or suspected trend to Company's

Code of Conduct, During the year, no such event was reported. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism, and allows direct access to the chairperson of the audit committee in exceptional cases. The details of the policy are explained in the Corporate Governance Report and also posted on website of the Company at http://banswarasyntex.com/financials/VIGIL_MECH_WB_POLICY.pdf

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

The Company has zero tolerance policy for sexual harassment of women at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder. As required under law, an Internal Compliance Committee has been constituted for reporting and conducting inquiry into the complaints made by the victim on the harassment at the work place.

The Company has not received any complaint on sexual harassment of women at work place during the financial year 2017-18.

Directors

a) Retirement by rotation and subsequent re-appointment:

Shri Rakesh Mehra Vice Chairman of the Company is liable to retire by rotation at the ensuing AGM pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and being eligible offers himself for reappointment. Appropriate resolution for his re-appointment is being placed for the approval of the shareholders of the Company at the ensuing AGM. The Brief profile of Shri Rakesh Mehra and other related information required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been detailed in the Notice convening the 42nd AGM of your Company.

b) Re-appointment of Independent Directors:

The term of office of Shri Kamal Kishore Kacholia, Shri P. Kumar, Shri D. P. Garg, Shri Vijay Mehta, Dr. S.B. Agarwal and Shri Vijay Kumar Agarwal, as Independent Directors expires on 31st March, 2019. The Board of Directors based on performance evaluation of all the above Independent Directors, recommends their re-appointment to the shareholders for further second

term of five (5) consecutive years commencing from 1st April, 2019. Brief profile of all the above Independent Directors and other related information required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been detailed in the Notice convening the 42nd AGM of your Company.

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Independent Directors fulfill the conditions specified in Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent from Management.

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

Key Managerial Personnel

There has been no change in the Key Managerial Personnel of the Company during the year 2017-18.

Declaration of Independent Directors

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

Board Evaluation

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

The performance of individual Directors was reviewed on the basis of criteria such as the contribution of the individual Director in the Board and Committee meetings. Performance of non Independent Directors and the Board

as a whole was evaluated in a specifically convened meeting of Independent Directors followed by deliberations in Nomination and Remuneration Committee meeting taking account the view of the Executive Directors.

Separate exercises were carried out to evaluate the performance of individual Directors, including the Chairman and Whole Time Directors, on specific parameters such as attendance, contribution, independent judgment, safeguarding the interest of minority shareholders etc, in the specifically convened meetings of Independent Directors and Nomination and Remuneration Committee before consideration by the Board. The Chairpersons of the respective Committees, shared their reports with the Board. The Directors express their satisfaction on implementation of evaluation process.

Nomination and Remuneration Policy

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for appointment of Directors, Key Managerial personnel and Senior Management Staff as also their remuneration. The Nomination and Remuneration Policy is and also posted on the website of the Company at http://banswarasyntex.com/financials/NOMINATION_POLICY.pdf.

Familiarization Programme of the Independent Directors

The Familiarization programme of the Independent Directors was conducted twice during the year 2017-18. For details of the familiarization programme for Independent Directors, details are furnished in Corporate Governance Report annexed hereto as **Annexure-II**.

Related Party Transactions

All related party transactions executed during the financial year 2017-18 were carried out on an Arm's Length basis and carried out in the ordinary course of business.

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

Board Meetings

Four meetings of the Board of Directors were held during the financial year i.e. on 25th May, 2017, 8th September, 2017, 12th December, 2017 and 14th February, 2018. Frequency and quorum, etc. at these meetings were in conformity with the provisions of the Companies Act, 2013, the "SEBI (LODR)" and Secretarial Standard-1, details are furnished in Corporate Governance Report annexed hereto as **Annexure-II**.

Directors' responsibility statement

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

- (a) In the preparation of the annual accounts for the year ended 31st March, 2018, the applicable Accounting Standards have been followed and there are no material departures from the same.
- (b) The Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018 and of the profit of the Company for the year ended on that date.
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
- (d) The Directors have prepared the annual accounts of the Company for the year on a "going concern" basis.
- (e) The Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and have been operating effectively.
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and have been operating effectively.

Audit Committee

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

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

Auditors

Statutory Auditor

M/s. K. G. Somani & Co., Chartered Accountants, New Delhi (Firm Registration No. 006591N), were appointed as Statutory Auditors of the Company, for 5 years i.e. from 2017-18 to 2021-22, by the shareholders in their meeting held on 14th September, 2017. Accordingly, they hold office as the Auditors of the Company until the conclusion of the 46th Annual General Meeting. They have furnished a Certificate to the effect that they fulfill the requirements under the provisions of the Sections 139 and 141 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014.

Statutory Auditors' report

As regards the Statutory Auditors' Observations, the relevant Notes on Significant Accounting Policies, Notes on Accounts and, other disclosures are self-explanatory and, therefore, do not call for any further comments, except in the matter of non- payment of Custom Duty of ₹298.13 Lakh for which the matter is under appeal before CESTAT, Ahmedabad and at Hon'ble Rajasthan High Court, Jodhpur and non-payment of Income Tax of ₹587.61 lakh for which the matter is under appeal with CIT (Appeals), Udaipur. These liabilities will be met, if necessary, on final decisions of the respective Appellate Authorities.

Tax Auditor

As per the requirement of Section 44AB of the Income Tax Act, 1961, M/s Kalani & Company, Chartered Accountants (Registration No.000722C), Jaipur, had been appointed as Tax Auditors of the Company for the financial year 2017-18. M/s Kalani & Co. have been re-appointed for the financial year 2018-19 and their remuneration fixed as per the recommendation of the Audit Committee.

Cost Auditor

M/s. K.G. Goyal & Company, Cost Accountants (Registration No. 000017) carried out the cost audit for applicable businesses during the year. The Company has re-appointed M/s. K.G. Goyal & Company, Cost Accountants (Registration No. 000017), as Cost Auditors of the Company for the financial year 2018-19. They have furnished a Certificate to the effect that their appointment, if made, would be in accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014.

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

The Companies (Accounts) Amendment Rule, 2018 mandate the company to disclose maintenance of cost records as

specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, and accordingly such accounts and records, are made and maintained by the Company.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014, the Company had appointed V.M. & Associates (FRN: P1984RJ039200) Jaipur, a firm of Company Secretaries in practice, to undertake the secretarial audit of the Company for the financial year ended 31st March, 2018. The report of the Secretarial Audit is annexed as **Annexure-V**. As regards the auditors' observations, these are self explanatory and do not call for any comments.

On the recommendation of the Audit Committee, the Board of Directors has re-appointed V.M. & Associates as Secretarial Auditors to carry out secretarial audit for the financial year 2018-19 also.

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

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

Energy conservation, technology absorption & foreign exchange earnings and outgo

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

Insurance

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

Dematerialization of shares

In pursuance of SEBI /Stock Exchange directions, your Company has offered demat option to its esteemed shareholders so as to enable them to trade the shares in the demat form. In response, 98.22% shares have been converted into demat form up to 31st March, 2018, The stock code number in NSDL and CDSL for equity shares of the Company is ISIN – INE 629 D01012.

Particulars of employees

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

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

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

Significant and material orders passed by the Regulators or Courts

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

Extract of Annual Return

An extract of Annual Return for the financial year ended 31st March, 2018 as required under Section 92(3) of the Companies Act, 2013, in Form MGT-9 is annexed as **Annexure-IX**.

Material changes and commitments

There were no material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report which can affect the financial position of the company.

Acknowledgments

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

For and on behalf of the Board
Banswara Syntex Limited

R. L. TOSHNIWAL
CHAIRMAN
DIN: 00106933

Place: Mumbai
Dated: 13th August, 2018

Annexure-I to the Directors' Report**FORM AOC – 1**

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

PART "A": Subsidiaries: "Not Applicable"**PART "B" Associates and Joint Ventures**

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

Name of the Joint Ventures	TESCA Textiles & Seat Components (India) Pvt. Ltd. (Formerly known as Treves Banswara Pvt. Ltd.)
1. Latest Audited Balance Sheet date	31/03/2018
2. Date on which the Associate/ Joint Ventures was associated or acquired	20/01/2012
3. Shares of Associate/ Joint Ventures held by the Company on the year end in Numbers	36 Lakhs
Amount of Investment in Associates/ Joint Ventures	₹ 360 Lakhs
Extend of Holding %	50%
4. Description of how there is significant influence	N.A.
5. Reason why the associate/ Joint Venture is not consolidated	N.A.
6. Net worth attributable to shareholding as per latest Audited Balance Sheet	₹ (89.06) Lakhs
7. Profit/ Loss for the year	
i. Considered in Consolidation	₹ 49.04 Lakhs
ii. Not Considered in Consolidation	NIL

For and on behalf of the Board of Directors**For K.G. SOMANI & CO.**

Chartered Accountants
FRN - 006591N

K.G. Somani

Partner
M.No. 006238

Place : New Delhi
Dated: 30th May, 2018

R. L. Toshniwal

DIN : 00106933
Chairman

Rakesh Mehra

DIN : 00467321
Vice Chairman

Place : Mumbai
Dated : 30th May, 2018

Ravindra Kumar Toshniwal

DIN : 00106789
Managing Director

P. Kumar

DIN : 00179074
Chairman (Audit Committee)

J. K. Jain
Jt. President & CFO

H. P. Kharwal
Company Secretary

Annexure - II to the Directors' Report

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2018, in terms of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 "SEBI (LODR)".

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

I. COMPANY'S PHILOSOPHY

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

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

II. BOARD OF DIRECTORS

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

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

(a) Whole-Time Executive Directors (WTEDs)

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

(b) Non-Executive Independent Directors (NEIDs)

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

Number of Board Meetings

Four Board meetings were held during the year 2017-18 i.e. on 25th May, 2017, 8th September, 2017, 12th December, 2017 and 14th February, 2018. Frequency of and quorum etc. at these meetings were in conformity with the provisions of the Companies Act, 2013, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-1 issued by ICSI under Section 118 of Companies Act, 2013. All the Board members, Key Managerial Personnel and the Senior Management Staff have affirmed compliance with the Code of Conduct during the year ended on 31st March, 2018.

A. Composition of the Board of Directors as on 31st March, 2018 and attendance at the Board meeting during 2017-18.

Name of the Director	Category of Director	Attendance at last AGM	No. of Board meetings attended	No. of directorships in other Companies	No. of other Board Committees of which Member / Chairperson	
					Member	Chairperson
Shri R. L. Toshniwal, (Chairman) DIN: 00106933	WTED	Yes	4	1	-	-
Shri Ravindra Kumar Toshniwal (M.D.) DIN: 00106789	WTED	No	4	2	-	-
Shri Rakesh Mehra (Vice Chairman) DIN: 00467321	WTED	Yes	4	4	-	-
Shri Shaleen Toshniwal (Joint M.D.) DIN: 00246432	WTED	No	3	2	-	-
Shri P. Kumar DIN: 00179074	NEID	Yes	4	1	2	3
Shri Kamal Kishore Kacholia DIN: 00278897	NEID	No	4	3	-	-
Shri Vijay Mehta, DIN: 00057151	NEID	No	4	7	-	-
Shri. D.P. Garg, DIN: 00003068	NEID	Yes	4	2	-	-
Dr. S.B. Agarwal, DIN: 00524452	NEID	No	4	3	1	1
Shri Vijay Kumar Agarwal, DIN: 00108710	NEID	No	2	13	5	1
Dr. Vaijayanti Ajit Pandit, DIN:06742237	NEID- WD	Yes	4	10	6	1
Shri J. M. Mehta DIN:00847311	NEID	No	2	1	1	-

WTED-Whole Time Executive Director, NEID - Non-Executive Independent Director, WD-Woman Director, M.D.-Managing Director

B. Board Procedure

The members of the Board are provided with the requisite information as per provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 well before the Board meetings.

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

- Annual operating and capital expenditure budgets and periodical review thereof.
- Investment/expansion/modernization/diversification plans of the Company.
- Overall strategy and business plans.
- Approval of quarterly/half-yearly/annual results (after review by Audit Committee)
- Compliance with statutory/regulatory requirements and review of major pending legal cases.
- Show cause and demand, notice as also the materially important, prosecutions and penalties if any.
- Non-compliance of any regulatory, statutory or listing requirement and obligations to shareholders such as non-payment of dividend, delay in share transfer, etc.
- Sale of investments, subsidiaries and other assets, of material nature, which are not in normal course of business.
- Foreign exchange exposure and risks.
- Major accounting practices, provisions and write-offs/write backs.
- Transactions pertaining to acquisition/disposal of fixed assets, intellectual property rights and related parties.
- Review of working of various Committees of the Board.

- Periodical review of various Policies and compliance thereof.
- Appointment of the Statutory, Cost, Secretarial and Internal Auditors
- Issues regarding mergers and amalgamations, joint ventures, collaborations, etc. with any other Company/entity.
- Significant labour problems, if any.
- General industrial environment and developments related to Textile Industry, in particular.

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

Details of Shareholdings of Directors as on 31st March, 2018:-

Sr. No.	Name of Director	Number of shares
1.	Shri R.L. Toshniwal	15,965
2.	Shri Ravindra Kumar Toshniwal	22,48,267
3.	Shri Shaleen Toshniwal	21,25,180
4.	Shri Rakesh Mehra	6,061
5.	Shri J. M. Mehta	205

- C. During the financial year, company familiarized the directors on the Company's policies and procedures on a regular basis. Presentations/briefings were also made at the meeting of the Board of Directors/Committees by KMP's/ senior executives of the Company on industry scenario, Company's operating and financial performance, raw material scenario, industrial relations status, marketing strategies, risk management etc.

The details of familiarization programme are available on the Web-link where details of familiarisation programmes imparted to Independent Directors are furnished on the company's website viz;. www.banswarasyntex.com/financials/Fam_Prg_ID_1718.pdf

III. COMMITTEES OF THE BOARD

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

A. AUDIT COMMITTEE

OBJECTIVE:

The Audit Committee has been constituted as per Section 177 of the Companies Act, 2013, and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015. The management is responsible for the Company's internal controls and the financial reporting system/process while the statutory auditors are responsible for conducting independent audits of the Company's financial statements in accordance with the generally accepted Auditing Practices and for issuing reports based on such audits. The Audit Committee has been constituted to assist the Board in overseeing the quality and integrity of the accounting, auditing and reporting policies/practices of the Company and its compliance with the legal and regulatory requirements. The Committee, accordingly, monitors various issues which include accounting and financial reporting process of the Company, maintenance of adequate internal financial controls, audit of the Company's financial statements, appointment, independence and performance of the statutory as also the internal auditors, cost auditors, secretarial auditors and the Company's risk management policies. The Committee reviews the pending litigation cases against the Company as well as show cause notices received from various authorities. The Audit Committee also reviews the periodic Internal Auditors Report and Statutory Auditors Report, Cost Auditors' Report and Secretarial Auditors' Report.

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

COMPOSITION:

The Audit Committee comprises four Members viz. Shri Ravindra Kumar Toshniwal, Managing Director and three Independent Director viz. Shri P. Kumar (Chairman), Shri Kamal Kishore Kacholia and Dr. S. B. Agarwal, the members of the Audit Committee have the requisite financial and management expertise and hold/have held senior position in reputed organization.

MEETINGS & ATTENDANCE

Four meetings of the Committee were held during the year 2017-18 i.e. on 25th May, 2017, 8th September, 2017, 12th December, 2017 and 14th February, 2018.

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

ATTENDANCE

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

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

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

ROLE OF AUDIT COMMITTEE

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

TERMS OF REFERENCE OF AUDIT COMMITTEE:-

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

- i) Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.
- ii) Review and monitoring of the Auditors' independence and performance as also the effectiveness of audit process.
- iii) Recommendation for quantum of the payment to statutory auditors for any other services rendered by them;
- iv) Reviewing, with the management, the quarterly financial Results/statements before submission to the Board for approval.
- v) Reviewing, with the management, the annual financial statements and draft auditors' report thereon, auditors explain to give their report before submission to the Board for approval.
- vi) Approval and subsequent modification of transactions of the Company with related parties.

- vii) Scrutiny of inter-corporate loans and investments.
- viii) Valuation of undertakings or assets of the Company, wherever necessary.
- ix) Review and evaluation of internal financial controls and risk management systems.
- x) Monitoring the end use of funds raised through public offers and related matters.

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

- xi) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems including internal financial controls.
- xii) Establish and implement the Vigil Mechanism for Directors and employees to report their genuine concerns.
- xiii) Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial any statements are correct, adequate and credible;
- xiv) Review the functioning of the Whistle Blower Mechanism;
- xv) Approval of appointment of Key Managerial Personnel after assessing the qualifications, experience and background, etc. of the candidate;
- xvi) Carrying out any other function as mentioned in the terms of reference of the audit committee.
- xvii) 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.
- xviii) To discuss 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.
- xix) To discuss with internal auditors any significant findings and follow up thereof.
- xx) To review the findings of any investigations by the internal auditors in case of suspected frauds or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

B. NOMINATION AND REMUNERATION COMMITTEE

OBJECTIVE

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

COMPOSITION:

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

MEETINGS & ATTENDANCE

During the year 2017-18, one meeting of the Committee was held on 25th May, 2017.

ATTENDANCE

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

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

TERMS OF REFERENCE OF THE COMMITTEE:-

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

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

Nomination and Remuneration Policy

The Board has formulated the remuneration policy as under:

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

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

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

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

b. Structure of Remuneration for Non-Executive Independent Directors

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

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

c. Structure of Remuneration for Other Employees

A broad structure for remuneration to other employees has been framed with operational guidelines, the power for fixing the actual remuneration has been delegated to President with reporting required to Managing Director.

The details of Nomination and Remuneration are available on the Web-link http://banswarasyntex.com/financials/NOMINATION_POLICY.pdf

DETAILS OF APPOINTMENTS AND REMUNERATION PAID TO DIRECTORS FOR THE YEAR 2017-18:

- 1) Appointment and the terms thereof, of Shri R.L. Toshniwal, Chairman, have been approved for 3 (three) years from 1st January, 2018 to 31st December, 2020 in the 41st Annual General Meeting held on 14th September, 2017.
- 2) Appointment and the terms thereof, of Shri Ravindra Kumar Toshniwal, Managing Director, have been approved for 3 (three) years from 1st January, 2018 to 31st December, 2020 in the 41st Annual General Meeting held on 14th September, 2017.
- 3) Appointment and the terms thereof, of Shri Rakesh Mehra, Vice-Chairman, have been approved for 3 (three) years from 1st January, 2018 to 31st December, 2020 in the 41st Annual General Meeting held on 14th September, 2017.
- 4) Appointment and the terms thereof, of Shri Shaleen Toshniwal, Joint Managing Director, have been approved for 3 (three) years from 1st January, 2018 to 31st December, 2020 in the 41st Annual General Meeting held on 14th September, 2017.

The remuneration to Executive/Whole-Time Directors is paid as determined/recommended by Nomination and Remuneration Committee to the Board of Directors and as finally approved by the Shareholders in their meeting held on 14th September, 2017.

(i) Executive Directors

(₹ in Lakhs)

Sr. No.	Name of Director	Salary (₹)	Contribution to PF, Perquisites & other payments	Total (₹)
1.	Shri R.L. Toshniwal	88.80	37.81	126.61
2.	Shri Ravindra Kumar Toshniwal	76.50	42.60	119.10
3.	Shri Rakesh Mehra	76.50	39.66	116.16
4.	Shri Shaleen Toshniwal	67.95	36.62	104.57
	Total	309.75	156.69	466.44

(ii) Non-Executive Independent Directors

(Sitting fee paid to NEID for attending Board and other committee meetings)

(₹ in Lakhs)

Sr. No.	Name of Director	Amount (₹)
1.	Shri P. Kumar	3.30
2.	Shri Kamal Kishore Kacholia	3.00
3.	Shri Vijay Mehta	2.10
4.	Shri D.P. Garg	1.80
5.	Dr. S.B. Agarwal	3.00
6.	Shri Vijay Kumar Agarwal	0.60
7.	Dr. Vaijayanti Ajit Pandit	1.80
8.	Shri J.M. Mehta	1.50

C. STAKEHOLDERS RELATIONSHIP COMMITTEE**OBJECTIVE**

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted the Stakeholders Relationship Committee.

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

COMPOSITION:

The Stakeholders Relationship Committee comprises 3 Non-Executive Independent Directors, viz. Shri P. Kumar (Chairman), Shri Kamal Kishore Kacholia and Shri Vijay Mehta, as members.

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

MEETINGS

During the year 2017-18, one meeting of the Committee was held on 25th May, 2017.

DISPOSAL OF COMPLAINTS

Details of queries and grievances received and addressed by the Company during FY 2017-18 is given in the below Table.

No. of Complaints received during the year	5
No. of Complaints disposed off during the year	5
No. of Complaints not resolved to the satisfaction of shareholders as on 31 st March 2018	0
No. of Pending Complaints	0

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

Further confirm that all complaints were resolved to the satisfaction of shareholders.

ATTENDANCE

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

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

The terms and reference of the Committee

To review consider and resolve the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividend etc.

D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

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

During the year CSR Committee has been reconstituted by the Board of Directors on 12th December, 2017 and now Committee is comprises Shri Vijay Mehta as Chairman, Shri R.L. Toshniwal, Shri Shaleen Toshniwal, Dr. Vijayanti Ajit Pandit and Dr. S.B. Agarwal as members.

MEETINGS

During the year 2017-18, one meeting of Corporate Social Responsibility Committee was held on 25th May, 2017.

ATTENDANCE

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

Name of the Member	Meeting(s) held (No.)	Meeting(s) attended (No.)
Shri Vijay Mehta, Chairman	1	1
Shri Ravindra Kumar Toshniwal*	1	1
Shri Rakesh Mehra*	1	1
Dr. S.B Agarwal	1	1
Shri R. L. Toshniwal**	-	-
Shri Shaleen Toshniwal**	-	-
Dr. Vaijayanti Ajit Pandit**	-	-

* Shri Ravindra Kumar Toshniwal and Shri Rakesh Mehra resigned from CSR Committee in December 2017.

**Appointed as members of CSR Committee w.e.f.12.12.2017.

Terms and reference of the Committee

- To review the existing CSR policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified under schedule-VII of Companies Act, 2013
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor progress in implementation thereof.
- To approve the Annul Budget for CSR expenditure also to monitor the Budget versus actual expenditure on CSR activities.

E. MEETING OF INDEPENDENT DIRECTORS

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

IV. ANNUAL GENERAL MEETINGS

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

Financial Year	Date	Time	Venue
2014-15	12 th Sept., 2015	3.30 P.M.	Regd. Office: Indl. Area, Dahod Road, Banswara –327 001
2015-16	27 th Aug., 2016	3.00 P.M.	Regd. Office: Indl. Area, Dahod Road, Banswara –327 001
2016-17	14 th Sept., 2017	3.00 P.M.	Regd. Office: Indl. Area, Dahod Road, Banswara –327 001

Special Resolutions passed in the last 3 AGMs: The details of special resolutions passed at AGMs during last 3 years i.e. 2015, 2016 & 2017 are as under:-

Sr. No.	AGM held on	Special Resolution
1.	12 th Sept. 2015	1. Acceptance of deposit from Members and public. 2. Related Party Transactions/Contract, with Banswara Global Limited. 3. Related Party Transactions/Contract, with Treves Banswara Pvt. Limited 4. Approval of the Related Party Transactions/Contract.
2.	27 th August, 2016	1. Acceptance of deposit from Members and public. 2. Adoption of new Articles of Association of the Company

3.	14 th Sept., 2017	1. Re-appointment of Shri R.L. Toshniwal as Chairman and Whole Time Director. 2. Re-appointment of Shri Ravindra Kumar Toshniwal as Managing Director. 3. Re-appointment of Shri Rakesh Mehra as Vice-Chairman and Whole Time Director. 4. Re-appointment of Shri Shaleen Toshniwal as Jt. Managing Director.
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V. POSTAL BALLOT

During the financial year 2017-18, there was no Resolution passed through Postal Ballot.

VI. DISCLOSURES

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

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

Web-link Details of Policy on related Party transaction are furnished in the company's website viz http://banswarasyntex.com/financials/REL_PTY_TRN_POLICY.pdf

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

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

3. Whistle Blower Policy (Vigil Mechanism).

In compliance of Section 177 of the Companies Act, 2013, the Company has formulated Vigil Mechanism/ Whistle Blower Policy to develop a culture where-in it is possible for all employees to raise concern about any poor or unacceptable practice, as also to adhere to the highest standards of ethics, moral and legal and conduct of business operations. The Vigil (Whistle Blower) Mechanism provides a channel to the employees and Directors to report to the management about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or the policy. It also provides for adequate safeguards against victimization of persons who use this mechanism and direct access to the Chairman of the Audit Committee in exceptional cases. The policy is also displayed on the Company's website. i.e. http://banswarasyntex.com/financials/VIGIL_MECH_WB_POLICY.pdf

VII. MEANS OF COMMUNICATION

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

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

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

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

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

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

Interaction with Institutional investors, analysts etc.: The Company conducts regular meetings and conference calls of the Company Management with the institutional investors, analysts etc. Quarterly/annual financial results and press releases are sent to all institutional investors, analysts who are registered in the Company database, to keep them abreast of all significant developments. The investor presentations made to institutional investors or analysts are displayed on the Company's website.

VIII. GENERAL SHAREHOLDERS' INFORMATION

1. Annual General Meeting (to be held)

Date : 24th September, 2018

Time : 4:00 P.M.

Venue: Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327 001 (Rajasthan)

2. Financial Year (Tentative Calendar of events)

Financial Year: April 1, 2018 to March 31, 2019.

First Quarter Results & Limited Review

Within 45 days from the end of quarter.

Second Quarter/Half Yearly Results & Limited Review

Within 45 days from the end of quarter.

Third Quarter Results & Limited Review

Within 45 days from the end of quarter.

Fourth Quarter Audited Annual Results (2018-19)

Within 60 days from the end of year.

3 Dates of Book Closure

The register of members and share transfer books of the Company shall remain closed from 18th September, 2018 to 24th September, 2018 (both days inclusive).

4 Dividend Payment Date (Tentative)

Dividend for the year 2017-18, if approved by the shareholders, will be paid on or after 28th September, 2018.

5. Listing of Equity Shares on Stock Exchanges

The Company's Shares are listed on:

(i) BSE Limited, Mumbai (BSE)

Floor 25, P.J. Towers, Dalal Street, Mumbai- 400 001

(ii) National Stock Exchange of India Ltd., Mumbai (NSE).

"Exchange Plaza", Bandra-Kurla Complex, Bandra (E), Mumbai- 400 051

The requisite listing fees for the year 2018-19 have been paid to both the Stock Exchanges.

6. Stock Code

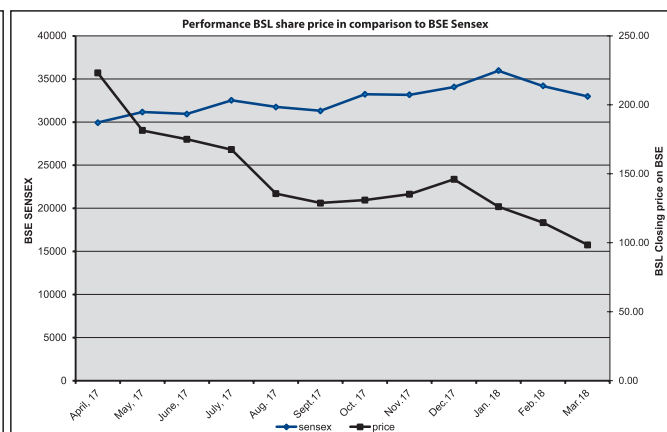
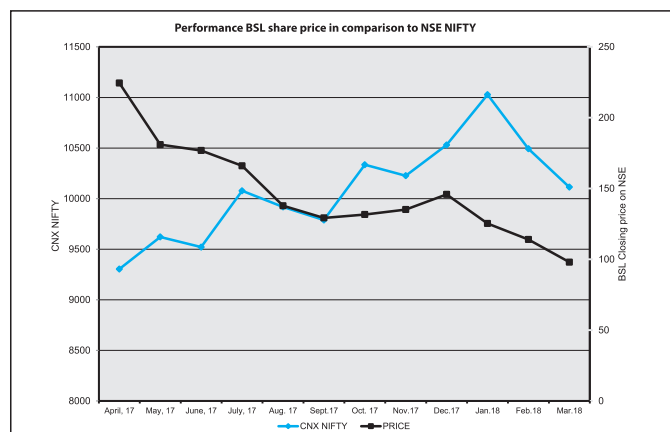
Number in NSDL and CDSL for equity shares	-	ISIN INE 629 D01012
BSE Limited, Mumbai	-	503722
National Stock Exchange of India Ltd., Mumbai	-	BANSWRAS

7. Stock Market Price Data

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

Month	BSE LIMITED		NATIONAL STOCK EXCHANGE OF INDIA LTD.	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2017	232.70	161.00	233.00	159.00
May, 2017	261.00	162.95	261.00	161.00
June, 2017	202.40	172.00	200.60	170.00
July, 2017	184.20	164.10	189.90	162.75
August, 2017	169.95	133.00	169.75	131.00
September, 2017	143.00	124.00	144.55	124.00
October, 2017	143.60	121.05	144.00	121.00
November, 2017	144.00	122.55	144.05	122.70
December, 2017	159.90	128.40	157.95	127.50
January, 2018	150.90	125.05	148.90	124.20
February, 2018	129.50	108.00	129.00	108.00
March, 2018	117.00	96.10	116.25	96.00

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



9. Registrar & Share Transfer Agent

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

10. Share Transfers

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

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

11. Distribution of shareholding

i. Shareholding Pattern as on 31st March, 2018

Sr. No	Category	Number of Shares held	Shareholding (%)
1.	Promoters & promoter group	10076001	58.87
2.	Mutual Funds	300	0.00
3.	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions, Non-Government Institutions	4614	0.03
4.	Foreign Institutional Investors	735538	4.30
5.	Private Corporate Bodies	2727893	15.94
6.	Indian Public	3410627	19.93
7.	NRI/OCBs /Foreign Nationals	161069	0.94
8.	Any other	-	-
	Grand Total	17116042	100.00

ii. Distribution of Shareholding as on 31st March, 2018

(a) Number-wise

Number of Shares	No. of Shareholders	Shareholders (%)	Number of share held	Voting Strength (%)
1 to 500	8601	88.70	895378	5.23
501 to 1000	498	5.14	387027	2.26
1001 to 2000	262	2.70	392114	2.29
2001 to 3000	104	1.07	262969	1.54
3001 to 4000	50	0.52	174326	1.02
4001 to 5000	46	0.47	209944	1.23
5001 to 10000	50	0.52	365402	2.13
10001 & above	85	0.88	14428882	84.30
Total	9696	100.00	17116042	100.00

(b) Category wise

Category	No. of shareholders	Shareholders (%)	Number of share held	Voting Strength (%)
Physical	3332	34.36	305484	1.78
Electronic	6364	65.64	16810558	98.22
Total	9696	100.00	17116042	100.00

12. Relationship among Directors

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

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

13. Dematerialization of shares and liquidity

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

Shares of the Company are to be delivered compulsorily in the demat form on Stock Exchanges by all investors. Shares representing 98.22% of the Paid-up Capital have so far been dematerialized by Investors.

14. Outstanding GDRs / ADRs / Warrants and Convertible Instruments

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

15. Plant Locations

1.	Banswara Syntex Ltd. Banswara Syntex Ltd. Unit – BTM Banswara Syntex Ltd. Unit - BFL Banswara Syntex Ltd. Unit – BJF Banswara Syntex Ltd. Unit – TPP	Industrial Area, Dahod Road Banswara-327 001 (Rajasthan)
2.	Banswara Syntex Ltd. Readymade Garment Unit - I Banswara Garments" Readymade Garment Unit – II Banswara Garments" Readymade Garment Unit – III Banswara Garments Readymade Garment Unit – IV Banswara Garments	98/3, Village Kadaiya Nani Daman, Distt. DAMAN-396 210 (U.T.) Survey No.713/1, 713/2, 713/3, 725/2 and 725/1 Village Dabhel, Nani Daman, Dist. Daman-396 210 (U.T.) Survey No.722/9 Village Dabhel, Nani Daman, Dist. Daman-396 210 (U.T.) Plot No.85/3, 85/4, and 86/2 Village Kadaiya, Daman Industrial Estate, Nani Daman, DAMAN-396 210 (U.T.)
3.	Banswara Syntex Ltd.	Plot No. 5 & 6, GIDC Apparel Park, SEZ - Sachin, SURAT – 394 230 (Gujarat)

16. Registered Office

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

17. Address for Correspondence

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

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

- (a) Mrs. G.K. Dadyburjor
M/s. Computech Sharecap Limited
147, Mahatma Gandhi Road, Fort, MUMBAI-400 001
- (b) Registered Office:
Shri H.P. Kharwal - Company Secretary & Compliance Officer
Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327 001 (Rajasthan)

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

1. **Shareholders' Rights:** The Quarterly Financial results as per Listing Regulation 47 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are published in newspapers. The complete Annual Report is sent to every shareholder of the Company.

2. **Audit Qualifications:** The Company generally presents unqualified financial statements. As regards the Statutory Auditors' observations, the relevant Notes on Significant Accounting Policies, Notes on Accounts and other disclosures are self-explanatory and, therefore, do not call for any further comments, except in the matter of non- payment of Custom Duty of ₹ 298.13 Lakhs for which the matter is under appeal before CESTAT, Ahmedabad and at Hon'ble Rajasthan High Court, Jodhpur while the matter of non-payment of Income Tax of ₹ 587.61 Lakhs for is under appeal with CIT (Appeals), Udaipur. These liabilities will be met, if necessary, on final decision of the respective Appellate Authorities.
3. **Separate posts of Chairman and CEO:** The Company has appointed Shri R.L. Toshniwal as the Chairman and Shri Ravindra Kumar Toshniwal as the CEO of the Company.
4. **Reporting of Internal Auditor:** The Internal auditors of the Company are directly reporting to Chief Internal Auditor (CIA) and CIA is reporting to Audit Committee.

IX. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

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

For **BANSWARA SYNTEX LIMITED**

Place: Mumbai
Dated: 13th August, 2018

R. L. TOSHNIWAL
Chairman
DIN: 00106933

CEO and CFO CERTIFICATION**Certificate from CEO and CFO for the Financial Year ended 31st March, 2018**

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

1. We have reviewed the Financial Statements and the Cash Flow Statement for the year ended 31st March, 2018 and that to the best of our knowledge and belief, we state that;
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading, and
 - b) these statements present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. We further state that, to the best of our knowledge and belief, no transactions entered into by the Company during the year, are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps that we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
 - a) significant changes, if any, in internal control over financial reporting during the year;
 - b) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system or financial reporting.

For **BANSWARA SYNTEX LIMITED**

RAVINDRA KUMAR TOSHNIWAL

(Chief Executive Officer & Managing Director)

J.K. JAIN

(Joint President & Chief Financial Officer)

Place: Mumbai

Dated: 13th August, 2018

DECLARATION FOR CODE OF CONDUCT

As provided under Regulation 26 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members, Key Management Personnel and Senior Management Staff have affirmed compliance with Banswara Syntex Limited Code of Conduct for the year ended 31st March, 2018.

For **BANSWARA SYNTEX LIMITED**

RAVINDRA KUMAR TOSHNIWAL

Managing Director

DIN: 00106789

Place: Mumbai

Dated: 13th August, 2018

CONFIRMATION ON AUDITOR'S CERTIFICATE FOR CORPORATE GOVERNANCE

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

Independent Auditors' Certificate on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Members

Banswara Syntex Limited

Industrial Area, Dahod Road, Banswara

1. The Corporate Governance Report prepared by Banswara Syntex Limited ("the Company"), contains details as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('applicable criteria') with respect to Corporate Governance for the year ended March 31, 2018. This certificate is required by the Company for annual submission to the Stock exchange and to be sent to the shareholders of the Company.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Our responsibility is to provide a reasonable assurance that the Company has complied with the conditions of Corporate Governance, as stipulated in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditors' judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures includes, but not limited to, verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.
8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2018, referred to in paragraph 1 above.

Other Matters and Restriction on Use

10. This Certificate 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.
11. This Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing 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 or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

For K.G SOMANI & CO.

Chartered Accountants
FRN 006591N

(K.G Somani)

Partner
Membership No.006238

Place of Signature: New Delhi

Dated: 13th August, 2018

Annexure-II (Contd.) to Director Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INTRODUCTION

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

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

RISKS AND CONCERNS

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

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

CORE BUSINESS AND PRODUCTS

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

OUTLOOK

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

For the financial year 2018-19, the total revenue of the Company is expected to be around ₹ 1444 crores, which is about 11% higher than the actual revenue for the year 2017-18. The Company is focused towards increase in sale of value-added products in yarn, fabrics and readymade garments. As the Company increases its share of value added products, its EBIDTA margin is expected to improve. On the whole, the outlook for the Company continues to remain positive.

INDUSTRY STRUCTURE, ITS DEVELOPMENT

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

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

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

Sr. No.	Particulars	Installed Capacity as at	
		31.03.18	31.03.17
1.	Spinning (Spindles)		
	a) Synthetic Blended yarn	138024	130552
	b) Worsted Yarn	21120	21120
	c) Air-jet Yarn	592	592
2.	Fibre, Yarn & wool Dyeing (MT/Month)	1050	1050
	a) Fibre	150	150
	b) Yarn		
3.	Fabric Weaving (No. of Looms)	421	436
	a) Fabric Weaving	34	34
	b) Jacquard and Jacquard Technical Fabrics		

Sr. No.	Particulars	Installed Capacity as at	
		31.03.18	31.03.17
4.	Fabric Processing (Lakh Mtrs./month)	50	50
5.	Suitings		
	Trousers – Lines (Pcs/month)	24	22
	Jackets, waist coat, and seat Cover-Lines (Pcs/month)	328125	336875
		8	7
		81250	44375
6.	Thermal Power Plant (MW) (Coal based)	33	33

During the year 2017-18 under review, the Company invested ₹ 33.44 crore (previous year- ₹ 67 crore) for modernization of its production capacities. The capital-work-in-progress at ₹ 5.36 crore (previous year ₹ 4.00 crore) with advances to capital goods' suppliers aggregated ₹ 2.11 crore (previous year ₹ 3.44 crore) at the end of the respective periods.

OPPORTUNITIES & THREATS:

The Company is consuming about 35% of its yarn production for its fabric manufacturing and about 20% of its fabric production for garment conversion. The Company is looking for more avenues for forward integration and, as such, the availability of the material from the preceding stage is a big advantage. Your Company produces all types of yarns and fabrics i.e. polyester viscose lycra, dyed RFD, cotton piece dyed, linen, all wool and wool blends, etc. Thus, your Company is a single source of supply for all these types of fabrics. It has flexibility to increase fabric production as per market demand. The Company has its own design studio and has developed a world class range which is being displayed to the customers within and outside India. As there is variety of fabrics available in its product line, your Company anticipates deeper penetration in the domestic and international markets. We expect to increase the business with the new customers while retaining and strengthening the volumes with the existing clientele.

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

The World's largest retailers like Zara and H&M have increased their market presence in India. They have now opened their large size retail stores in big cities. As we are an existing supplier to these brands for their international supply, our business with them for their India operations is likely to grow in a big way.

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

In view of implementation of the Goods and Services Tax (GST) in India, the overall last price of products is expected to increase; further, the textile industry, mainly yarns and fabrics which were enjoying the benefit of No Duty, will fall into the tax bracket. It will reduce the overall export incentives available to the textiles.

SEGMENT-WISE PERFORMANCE

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

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

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

The Company has implemented SAP which is a world proven system of accounting and controls.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The operating performance of the Company has been detailed in the first two paragraphs of the Directors' Report under the heads 'Financial Review' and 'Operations.' The profit before tax for the year 2017-18, at ₹10.86 crore, works out to 0.61% of sales as against ₹ 25.42 crore, i.e. 2.03% of sales in the previous Financial Year- 2016-17.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS FRONTS

FY 2017-18 has been a year of challenges with demonetization, GST, SAP implementation etc. which had an impact on the overall Strategic Human Resource development initiatives of the Company.

A major technological advancement was achieved in introducing advance cloud infrastructure "Google Suit" enabling Human Resource department to connect centrally with all participants internally 24*7 from anywhere with any device capable of accessing internet.

Goal setting activities for FY 2017-18 were done using Google platform for tracking performance during the entire year which could be accessed by any employees themselves and their HoDs. Various training sessions were conducted to educate employees across all locations to use Google Platform to collaborate effortlessly across teams, companies and locations.

Performance Appraisal cycle for the previous year was successfully completed across all locations and the annual increments were awarded based on performance differentiation.

Training calendar for FY 2017-18 was prepared. Various training and development initiatives were undertaken at Mumbai and Surat locations on various technical, behavioural and peripheral skills for staff level employees such as English Excellence for business, Excel skills on google sheet besides communication and interpersonal relationship. A total of 48 people attended training programs. Various training programs were conducted at worker levels to establish continuous learning culture as also to upgrade their skills of working on machines.

Budgeting exercise for the sales targets for FY 2018-19 was initiated in December 2017. HR acted as a consolidator for information under the guidance from the CFO's & MD's office for the budgeting exercise. The exercise was focused on developing a further robust sales & marketing strategy keeping in view the overall changes in the business environment globally.

As per last year, we have co-covered all employees with employee – employer contributory insurance policies. Group Personal Accidental Insurance (GPA) for all locations and Mediclaim Insurance (GMC) for the employees at Daman (No ESIC) and Mumbai (COLI). FY 2018, we covered Surat Location under the Mediclaim policy and subsequently remaining employees will also be covered under policy.

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

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

Banswara	Staff	1313	Surat	Staff	151
	Workers	8662		Workers	1702
	Sub Total	9975		Sub Total	1853
Daman	Staff	253	Mumbai	Staff	162
	Workers	3063		Workers	-
	Sub Total	3316		Sub Total	162
Total	Staff	1879	Workers		13427

Staff	1879
Workers	13427
Total	15306

For and on behalf of the Board

R.L. TOSHNIWAL

Chairman

DIN: 00106933

Place: Mumbai

Dated: 13th August, 2018

ANNEXURE III - TO THE DIRECTORS' REPORT**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FINANCIAL YEAR 2017-18**

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be and projects or programmes. It is based on.

- Fitment with business objectives of the Company.
- Emphasis on commitment to CSR
- Involve external unbiased agencies
- Encourage employees and consumers with words of mouth
- Select social initiatives with high issue support

The Company's focus on the following strategic areas:

- Environmental Green Cover/Waste Management & Recycling
- Women & Child Empowerment by Skill Development through Vocational Training
- Preventive Health Care
- Senior Citizen Welfare

The Company has framed a CSR Policy in compliance with the provisions of the Act, which is available on the Company's website and the web link for the same is http://banswarasyntex.com/financials/CSR_POLICY.pdf

2. The Composition of the CSR Committee is as under.

1. Shri Vijay Mehta, Chairman
2. Shri R. L. Toshniwal, Member
3. Shri Shaleen Toshniwal, Member
4. Dr. S.B. Agarwal, Member
5. Dr. Vaijayanti Ajit Pandit, Member

3. Average net profit of the company for last three financial years as Section 198 : ₹ 2808.90 lakhs

4. Prescribed CSR Expenditure (two percent of the average amount as in above) : ₹ 56.18 lakhs

5. Details of CSR spent during the financial year :

- (i) Total amount to be spent for the financial year: : ₹ 65.96 lakhs

- (ii) Amount unspent, if any : NA

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

(1) Sr. no.	(2) CSR Project or activity identified	(3) Sector in which the project is covered	(4) Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount outlay(budget) project or programs- wise (₹ In Lakhs)	(6) Amount spent on the projects or programs Sub- heads (1) Direct expenditure on projects or programs (2) Over – heads (₹ In Lakhs)	(7) Cumulative expenditure up to the reporting period	(8) Amount spent Direct or through implementig agency
1.	Training to promote rural sports, nationally recognised sports, Paralympics sports and Olympic sports	Rural Sports (Social)	Banswara, Rajasthan	-	0.21	-	Direct

(1) Sr. no.	(2) CSR Project or activity identified	(3) Sector in which the project is covered	(4) Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount outlay(budget) project or programs- wise (₹ In Lakhs)	(6) Amount spent on the projects or programs Sub- heads (1) Direct expenditure on projects or programs (2) Over – heads (₹ In Lakhs)	(7) Cumulative expenditure up to the reporting period	(8) Amount spent Direct or through implementig agency
2.	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;	Economic	Banswara, Rajasthan	-	1.21	-	Direct
3.	Plantation in the forest surrounding Banswara	Environmental	Banswara, Rajasthan	-	3.35	-	Direct
4.	Mukhya Mantri Jal Swavlamban Abhiyan	Environmental	Banswara, Rajasthan	25.00	25.00	-	State Government
5.	Build Public Toilets & Making available safe drinking water	Environmental	Banswara, Rajasthan	5.00	-	-	Direct
6.	Set up a Re-cycling facility for Solid Waste in the Banswara District	Environmental	Banswara, Rajasthan	-	0.39	-	Direct
7.	Set up a Public Garden with a 500 Mtrs. Circular Walking path near the Crematorium on Dahod Road/ Crematoruim & Nathelav lake bund's beautification project	Environmental	Banswara, Rajasthan	15.00	30.89	-	Direct
8.	Protection on National Heritage, Art and Culture etc.	Social	Banswara, Rajasthan	-	2.50	-	Direct
9.	Others	-	Banswara, Rajasthan	10.00	2.41	-	Direct
	Total			55.00	65.96		

6. Reason for shortfall in C.S.R. expenses budgeted - No short fall

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

RAVINDRA KUMAR TOSHWAL
Managing Director & Chief Executive Officer

VIJAY MEHTA
Chairman CSR Committee

Annexure - IV to the Directors' Report**Form No. AOC-2**

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

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

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

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

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

Name of related party and Nature of Relationship:	Nature of Contracts/ arrangements/ Transactions	Duration of the Contracts/ arrangements/ Transactions	Salient terms of the Contracts/ arrangements/ Transactions	Date(s) of approval by the Board	Amount paid as advances, if any
Tesca Textiles and Seat Component (India) Pvt. Ltd. (Formerly Known as Treves Banswara Pvt. Ltd) (Joint Venture Company)	Sale, purchase, job work or supply of any goods or materials availing or rendering of any services	Three Years From 01.04.2016 to 31.03.2019	Arm's Length Basis/ Prevailing Market Price	23 th May, 2016	Nil

Place: Mumbai
Dated: 13th August, 2018

For and Behalf of the Board
Banswara Syntex Limited

R. L. Toshniwal
Chairman
DIN: 00106933

Annexure - V to the Directors' Report

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2018

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

To,
The Members,
Banswara Syntex Limited
Industrial Area, Dahod Road,
Banswara – 327 001 (Rajasthan).

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 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; **(Not applicable to the Company during the Audit Period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period)
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period) and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with BSE Ltd. and National Stock Exchange of India Limited.

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

We further report that

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

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

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

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

We further report that during the audit period the company has not undertaken any event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place: Jaipur

Dated: 30th May, 2018

For **V. M. & Associates**

Company Secretaries

(ICSI Unique Code P1984RJ039200)

CS Manoj Maheshwari

Partner

FCS 3355

C P No. : 1971

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

To,
The Members
Banswara Syntex Limited
Industrial Area, Dahod Road
Banswara – 327 001 (Rajasthan).

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

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

Dated: 30th May, 2018

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

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

Annexure- VI to the Directors' Report

Particulars of Energy Conservation, technology absorption and foreign exchange earnings and outgo, as per section 134(3) (m) of the Companies Act, 2013 and the rules made therein and forming part of the Directors' Report for the year ended 31st March, 2018.

A) Conservation of Energy**a) Step taken or impact on conservation of energy**

All business units continued their efforts to improve energy usage efficiencies. Various key performance indicators like specific energy consumption (energy consumed per unit of production), specific energy costs were continuously tracked to monitor alignment with the Company's overall sustainability approach.

➤ Energy Conservation measures taken Year (2017-18)

1. Replaced 126 nos., (of different capacity) energy efficient motor.
2. Replaced 6750 nos., 36 Watt Fluorescent Conventional tube lights by 19 Watt LED tube lights in all mill's production area.
3. Replaced 43 nos., 36 Watt CFL Street light by 17 Watt LED Lights.
4. Installed 82 nos., VFD (in different capacity) in H-Plants & all units' production area.
5. Installed 8 nos., new high efficiency TFO machines.

➤ Measures to be taken in Year (2018-19)

1. To replace 125 nos., (Of different capacity), high energy efficient motors (IE3) with existing motors.
2. To replace 2 nos., Auto corners with latest technology.

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

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

c) The Capital investment on energy conservation equipment

For the year 2017-18, total expenditure for energy saving equipment is about ₹ 111.73 lakhs.

B) TECHNOLOGY ABSORPTION 2017-18**i) The efforts made by the Company towards technology absorption during the year under review are:**

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

➤ Contemporary Collection

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

- ii) **Benefits derived like product improvement, cost reduction, product development or import substitution:**
- Banswara Syntex Limited aims to serve entire world and keep themselves at top position in export of synthetic yarn and fabric and for that the company has again been awarded for best exporter award.
 - For serving premium products to the customer, Banswara Syntex Limited is committed to bring versatility in their product for that increased business in raised fabrics made with fibre dyed synthetic and their blend and yarn dyed cotton and its blends.
 - Becoming an effective supplier for government orders so getting L-1 position for production of goods in many orders.
- iii) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year - Not Applicable)**
- iv) **The expenditure incurred on Research and Development.**
- a) Capital expenditure ₹ 28.96 lakh.
 - b) Recurring Normal running expenditure ₹ 77.40 lakh.
 - c) Total ₹ 106.36 lakh.
 - d) Total R & D expenditure as percentage of total turnover is less than 1%.

C) Foreign Exchange Earnings and Outgo

During the year, foreign exchange outgo was ₹ 68.84 crore (which includes import of capital goods, stores & spares, coal, raw materials, consumables, payment of consultancy, dividend and travelling expenses etc.) while foreign exchange earned was ₹ 530.16 crore.

For **BANSWARA SYNTEX LIMITED**

R. L. TOSHNIWAL

Chairman

DIN: 00106933

Place: Mumbai

Dated: 13th August, 2018

ANNEXURE – VII TO DIRECTOR'S REPORT

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

1. The Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Sr. No.	Name of the Director and KMPs	Remuneration FY 2017-18 (₹ in Lakhs)	Ratio
1	Shri R. L. Toshniwal	126.61	82.17:1
2	Shri Ravindra Kumar Toshniwal	119.10	77.29:1
3	Shri Rakesh Mehra	116.16	75.39:1
4	Shri Shaleen Toshniwal	104.57	67.86:1
5	Shri J.K. Jain	49.76	32.29:1
6	Shri H. P. Kharwal	9.26	6.01:1

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

Shri R. L. Toshniwal (Chairman): 11.23%

Shri Ravindra Kumar Toshniwal (Managing Director and Chief Executive Officer): 13.78%

Shri Rakesh Mehra (Vice Chairman): 11.03%

Shri Shaleen Toshniwal (Joint Managing Director): 12.55%

Shri J. K. Jain (Chief Financial Officer): 14.37%

Shri H. P. Kharwal (Company Secretary) : 20.13%

3. The percentage increase in the median remuneration of employees in the financial year – Median 5.81%

4. The number of permanent employees on the rolls of company – 15,306

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

– Average increase in the remuneration of all employees excluding KMPs: 10.21%

– Average increase in the remuneration of KMPs: 14.09%

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

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

For **BANSWARA SYNTEX LIMITED**

R.L. TOSHWAL

Chairman

DIN: 00106933

Place: Mumbai

Dated: 13th August, 2018

Annexure - VIII to the Directors' Report

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

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

Sr. No.	Name of Employee	Designation	Remuneration (₹ in Lakhs)	Qualification Experience	Experience (Years)	Commencement of Employment	No. of Shares Held	Whether Permanent / Contractual	Age (Years)	Last Employed		Duration (Years)
										Organisation	Post Held	
1.	Shri R. L. Toshniwal	Chairman	126.61	M.Tech.(UK)	55	01/08/1977	15965	Permanent	84	Oriental Carpets Mgs. (India)Ltd	Chief Executive	6
2.	Shri Rakesh Mehra	Vice Chairman	119.10	FCA	32	01/10/1993	6061	Permanent	61	R. R. Toshniwal Enterprises	Chief Executive	5
3.	Shri Ravindra Kumar Toshniwal	Managing Director	116.16	B.Tech(IIT-B)	26	01/08/1987	2248267	Permanent	54	-	-	-
4.	Shri Shaleen Toshniwal	Jt. Managing Director	104.57	B.B.M(USA)	15	01/11/2005	2125180	Permanent	41	-	-	-

Note

- Shri R. L. Toshniwal, Shri Ravindra Kumar Toshniwal, Shri Shaleen Toshniwal and Shri Rakesh Mehra are relatives among each other.
- Shri Ravindra Kumar Toshniwal and Shri Shaleen Toshniwal are holding more than 2% of paid up capital of the Company i.e. 13.14 % and 12.42% respectively.

For and on behalf of the Board

R.L. TOSHWIHAL
Chairman
DIN: 00106933

Place: Mumbai

Dated: 13th August, 2018

Annexure-IX to the Directors' Report

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31st March, 2018

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

I. REGISTRATION & OTHER DETAILS:

i) CIN	:	L24302RJ1976PLC001684
ii) Registration Date	:	5 th May, 1976
iii) Name of the Company	:	BANSWARA SYNTEX LIMITED
iv) Category/Sub-category of the Company	:	Public Limited Company/Non- Government Company
v) Address of the Registered office & contact details"	:	Industrial Area, Dahod Road, Post Box No. 21, Banswara - 327001, Rajasthan, India Ph. No. (02962) 257676/257679-681
vi) Whether listed company	:	Yes
vii) Name, Address & Contact details of the Registrar and Transfer Agent, if any.	:	Computech Sharecap Limited, 147, Mahatma Gandhi Road, Fort, Mumbai - 400001 (Maharashtra) email : helpdesk@computechsharecap.in Phone No. 022-22635000

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name & Description of main products/services	"NIC Code of the Product /service"	"% to total turnover of the company"
1.	Yarn	13114	36%
2.	Fabric	13134	45%
3.	Garments	14101	19%

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sr. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE"	% OF SHARES HELD	APPLICABLE SECTION
1.	Tesca Textiles and Seat Component (India) Pvt. Ltd. (Formerly Known as Treves Banswara Pvt. Ltd) Navagaon Road, Industrial Area, Banswara -327001 (Rajasthan)	U17290RJ2012PTC037666	JOINT VENTURE (ASSOCIATE)	50%	2(6)

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	8622582	0	8622582	50.38	8612082	0	8612082	50.32	-0.06
b) Central Govt. or State Govt.									
c) Bodies Corporates	1363919	0	1363919	7.97	1363919	0	1363919	7.97	0.00
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	9986501	0	9986501	58.35	9976001	0	9976001	58.28	-0.06
(2) Foreign									
a) NRI- Individuals	100000	0	100000	0.58	100000	0	100000	0.58	0.00
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	100000	0	100000	0.58	100000	0	100000	0.58	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	10086501	0	10086501	58.93	10076001	0	10076001	58.87	-0.06
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	4775	4775	0.03	0	300	300	0.00	-0.03
b) Banks/FI	3164	470	3634	0.02	4164	450	4614	0.03	0.01
c) Central govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	808780	0	808780	4.73	735538	0	735538	4.30	-0.43
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	811944	5245	817189	4.77	739702	750	740452	4.33	-0.45
(2) Non Institutions									
a) Bodies corporates	2719250	10212	2729462	15.95	2721715	6178	2727893	15.94	-0.01
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakhs	2039684	475432	2515116	14.69	2219461	298556	2518017	14.71	0.02
ii) Individuals shareholders holding nominal share capital in excess of ₹1 lakhs	967774	0	967774	5.65	1053679	0	1053679	6.16	0.50
c) Others (specify) NRI	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(2):	5726708	485644	6212352	36.30	5994855	304734	6299589	36.81	0.51
Total Public Shareholding (B)= (B)(1)+(B)(2)	6538652	490889	7029541	41.07	6734557	305484	7040041	41.13	0.06
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	16625153	490889	17116042	100.00	16810558	305484	17116042	100	0.00

ii) Shareholding of Promoters

Sr. No.	Promoters Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1.	Smt. Kavita Soni	595075	3.48	0.00	602075	3.52	0.00	0.04
2.	Smt. Navnita Mehra	595638	3.48	0.00	602638	3.52	0.00	0.04
3.	Smt. Prem Toshniwal	896359	5.24	0.00	896359	5.24	0.00	0.00
4.	Smt. Radhika Toshniwal	1182482	6.91	0.00	1182482	6.91	0.00	0.00
5.	Shri Rakesh Mehra	6061	0.04	0.00	6061	0.04	0.00	0.00
6.	Shri Rameshwar Lal Toshniwal	36965	0.22	0.00	15965	0.09	0.00	-0.12
7.	Shri Ravindra Kumar Toshniwal	2248267	13.14	0.00	2248267	13.14	0.00	0.00
8.	Shri Shaleen Toshniwal	2118180	12.38	0.00	2125180	12.42	0.00	0.04
9.	Smt. Sonal Toshniwal	843555	4.93	0.00	833055	4.87	0.00	-0.06
10.	Shri Dhruv Ravindra Toshniwal	100000	0.58	0.00	100000	0.58	0.00	0.00
11.	Shri Udit Ravindra Toshniwal	100000	0.58	0.00	100000	0.58	0.00	0.00
12.	Lawson Trading Co. Pvt. Ltd.	405018	2.37	0.00	405018	2.37	0.00	0.00
13.	Moonfine Trading Co. Pvt. Ltd.	194500	1.14	0.00	194500	1.14	0.00	0.00
14.	Niral Trading Pvt. Ltd.	561665	3.28	0.00	561665	3.28	0.00	0.00
15.	Speedshore Trading Co. Pvt. Ltd.	202736	1.18	0.00	202736	1.18	0.00	0.00
	Total	10086501	58.93	0.00	10076001	58.87	0.00	-0.06

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

Sr. No.	Promoter's Name	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
1.	Shri R.L. Toshniwal At the beginning of the year 01.04.2017 shares gifted to his Son & Daughter (Decrease) 16.06.2017 shares gifted to Daughter (Decrease)-23.06.2017 At the end of the year 31.03.2018	36965 14000 7000	0.22 0.08 0.04	22965 15965 15965	0.13 0.09 0.09
2.	Smt. Kavita Soni At the beginning of the year 01.04.2017 Gift shares Received from to his Father (Increase) At the end of the year 31.03.2018	595075 7000	3.48 0.04	602075 602075	3.52 3.52
3.	Shri Shaleen Toshniwal At the beginning of the year 01.04.2017 Shares Received in gift from to his Father (Increase) 16-06.2017 At the end of the year 31.03.2018	2118180 7000	12.38 0.04	2125180 2125180	12.42 12.42
4.	Smt. Sonal Toshniwal At the beginning of the year 01.04.2017 Dispose of by way Sale of shares) on 14.04.2017 (Decrease) At the end of the year 31.03.2018	843555 10500	4.93 0.06	833055 833055	4.87 4.87
5.	Smt. Navnita Mehra At the beginning of the year 01.04.2017 Shares Received in Gift from to his Father (Increase)- 23.06.2017 At the end of the year 31.03.2018	595638 7000	3.48 0.04	602638 602638	3.52 3.52
6.	Smt.Prem Toshniwal (No Change)	896359	5.24	896359	5.24
7.	Smt.Radhika Toshniwal (No Change)	1182482	6.91	1182482	6.91
8.	Shri Dhruv Ravindra Kumar Toshniwal (No Change)	100000	0.58	100000	0.58
9.	Shri Udit Ravindra Toshniwal (No Change)	100000	0.58	100000	0.58
10.	Shri Ravindra Kumar Toshniwal (No Change)	2248267	13.14	2248267	13.14

Sr. No.	Promoter's Name	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
11.	Shri Rakesh Mehra (No Change)	6061	0.04	6061	0.04
12.	Niral Trading Pvt. Ltd. (No Change)	561665	3.28	561665	3.28
13.	Lawson Trading Company Pvt. Ltd. (No Change)	405018	2.37	405018	2.37
14.	Moonfine Trading Company Pvt. Ltd. (No Change)	194500	1.14	194500	1.14
15.	Speedshore Trading Company Pvt. Ltd (No Change)	202736	1.18	202736	1.18

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

Sr. No.	Shareholders Name		Shareholding at the Beginning of the year		Cumulative Shareholding during 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)		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	KOTAK MAHINDRA (INTERNATIONAL) LIMITED (No Change)		1289556	7.53	1289556	7.53
2.	ELARA INDIA OPPORTUNITIES FUND LIMITED (No Change)		658780	3.85	658780	3.85
3.	INDUS KAMDHENU FUND LIMITED (No Change)		600000	3.51	600000	3.51
4.	MEFCOM CAPITAL MARKETS LIMITED At the beginning of the Year 01.04.2017		490300	2.86		
	Disposal of Shares 21.04.2017	12800			477500	2.79
	Disposal of Shares 28.04.2017	33500			444000	2.59
	Disposal of Shares 05.05.2017	14000			430000	2.51
	Disposal of Shares 12.05.2017	20500			409500	2.39
	Disposal of Shares 19.05.2017	1000			408500	2.39
	Disposal of Shares 09.03.2018	5050			403450	2.36
	Disposal of Shares 16.03.2018	49950			353500	2.07
	Disposal of Shares 23.03.2018	2194			351306	2.05
	At the end of the year 31.03.2018				351306	2.05
5.	SUCHITA BHANDARI At the beginning of the Year 01.04.2017		120841	0.71		
	Disposal of Shares 21.04.2017	6000			114841	0.67
	Disposal of Shares 26.05.2017	6424			108417	0.63
	At the end of the year 31.03.2018				108417	0.63
6.	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS At the beginning of the Year 01.04.2017		0	0.00		
	Transfer of shares to the IEPF Account in CDSL 21.04.2017	87782			87782	0.51
	At the end of the year 31.03.2018				87782	0.51
7.	NOMURA SINGAPORE LIMITED At the beginning of the Year 01.04.2017		150000	0.88		
	Disposal of Shares 21.04.2017	5500			144500	0.84
	Disposal of Shares 28.04.2017	3352			141148	0.82
	Disposal of Shares 05.05.2017	61074			80074	0.47
	Disposal of Shares 12.05.2017	3316			76758	0.45
	At the end of the year 31.03.2018				76758	0.45
8.	SHEKHAWATI SYNTEX PRIVATE LIMITED (No Change)		75000	0.44	75000	0.44
9.	SANKARANARAYANAN SANGAMESWARAN At the beginning of the Year 01.04.2017		0	0.00		
	Acquisition of Shares 21.04.2017	30904			30904	0.18

Sr. No.	Shareholders Name		Shareholding at the Beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc)					
	Acquisition of Shares 28.04.2017	74246			105150	0.61
	Disposal of Shares 12.01.2018	23346			81804	0.48
	Disposal of Shares 19.01.2018	38			81766	0.48
	Disposal of Shares 23.03.2018	18001			63765	0.37
	At the end of the year 31.03.2018				63765	0.37
10.	LATA SAIGAL					
	At the beginning of the Year 01.04.2017		29735	0.17		
	Acquisition of Shares 06.10.2017	4570			34305	0.20
	Acquisition of Shares 13.10.2017	14500			48805	0.29
	Acquisition of Shares 20.10.2017	2500			51305	0.30
	At the end of the year 31.03.2018				51305	0.30

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Date wise increase/decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc)		Shareholding at the Beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Shri R.L. Toshniwal					
	At the beginning of the year 01.04.2017		36965	0.22		
	Gift shares to his Son & Daughter	21000			15965	0.09
	At the end of the year 31.03.2018				15965	0.09
2.	Shri Ravindra Kumar Toshniwal					
	At the beginning of the year 01.04.2017		2248267	13.14		
	At the end of the year 31.03.2018				2248267	13.14
3.	Shri Shaleen Toshniwal					
	At the beginning of the year 01.04.2017		2118180	12.38		
	Gift shares Received from to his Father	7000			2125180	12.42
	At the end of the year 31-03-2018				2125180	12.42
4.	Shri Rakesh Mehra					
	At the beginning of the year 01.04.2017		6061	0.04		
	At the end of the year 31.03.2018				6061	0.04
5.	Shri J. M. Mehta					
	At the beginning of the year 01.04.2017		205	0.00		
	At the end of the year 31.03.2018				205	0.00
6.	Shri J. K. Jain					
	At the beginning of the year 01.04.2017		100	0.00		
	Disposal of Shares 21.04.2017	90			10	0.00
	At the end of the year 31.03.2018				10	0.00

V. INDEBTEDNESS

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

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	25161.2	0	1607	26768.2
ii) Interest due but not paid	93.15	0	0	93.15
iii) Interest accrued but not due	1.86	0	0	1.86
Total (i+ii+iii)	25256.21	0	1607	26863.21
Change in Indebtedness during the financial year				
Additions	2094.81	0	1831	3925.81
Reduction	(5997.85)	0	(583)	(6580.85)
Net Change	(3903.04)	0	1248	(2655.04)

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTB

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Chief Financial Officer	Company Secretary	Total
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	49.76	9.26	59.02
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total	49.76	9.26	59.02

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY		Not Applicable			
Penalty					
Punishment					
Compounding					
B. DIRECTORS		Not Applicable			
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT		Not Applicable			
Penalty					
Punishment					
Compounding					

For and on behalf of the Board

Place: Mumbai
Dated: 13th August, 2018

R.L. TOSHNIWAL
Chairman
DIN: 00106933



Standalone Financial Statements

INDEPENDENT AUDITORS' REPORT

To,

THE MEMBERS OF**BANSWARA SYNTEX LIMITED,****1. Report on the Standalone Ind AS Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of BANSWARA SYNTEX LIMITED ("the Company") which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit & Loss (including Other Comprehensive Income), the Cash Flow statement & the statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information

2. Management's Responsibility for the Standalone 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 standalone Ind AS financial statements that give a true and fair view of the State of affairs (financial position), profit or loss (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, read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making 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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

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

In conducting 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 of the standalone Ind AS financial statements 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 standalone 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 standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 standalone 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 standalone Ind AS financial statements.

We believe that the audit evidence obtained by us & other auditors in terms of their reports referred to in others matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone 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 state of affairs (financial position) of the Company as at 31st March, 2018, and its Profit (financial performance including other comprehensive income), its Cash Flow and the changes in equity for the year ended on that date.

5. Emphasis of Matters

- (a) Attention is invited to Note 56 of Standalone Ind AS Financial Statement During the year, the company has implemented SAP for certain business processes. Inventory valuations and raw material consumption have been worked out manually based on the other records available/physical Inventories taken by the management. Necessary up-dation in SAP modules shall be done in subsequent period.
- (b) Attention is invited to Note 57 Standalone Ind AS Financial Statement The Company has noticed a fraud of ₹ 196.89 Lakh approximately at Surat Unit and lodged FIR on 27.04.2018. This matter is under Investigation. In view of the management, there will not be any material financial impact on the financial results of the company.

Our report is not qualified in respect of the above matters.

6. Other Matters

The comparative financial information of the Company for the year ended 31st March 2017 and the transition date opening balance sheet as at 1st April 2016 included in these standalone Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) rules, 2006 audited by the predecessor auditors whose report for the year ended 31st March 2017, and 31st March 2016 dated 25th May 2017 and 23rd May 2016 respectively expressed an unmodified opinion on those standalone Ind AS financial statements. The adjustments to those financial statements for the difference in accounting principles adopted by the company on transition to the Ind AS have been audited by us.

Our opinion is not modified in respect of the above matter.

7. Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit & 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 Standalone Ind AS financial Statements comply with the Indian Accounting Standard (Ind AS) specified under section 133 of the Act, read with relevant rules issued thereunder.
 - e) On the basis of the written representations received from the directors as on 31st March 2018 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) The matter described in the Emphasis of matter Paragraph above, in our opinion, may not have an adverse effect on the functioning of the Company
- g) 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**".
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements-Refer Note 47 of the standalone Ind AS financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivate contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **K.G SOMANI & CO.**
Chartered Accountants
FRN 006591N

(K.G.Somani)
Partner
Membership No.006238

Place of Signature: New Delhi
Dated: 30th May, 2018

Annexure A" to the Independent Auditors' Report of even date on the Standalone Ind AS Financial Statements of Banswara Syntex Limited for the year ended 31st March, 2018

- i. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The fixed assets were physically verified by the management during the year. There is a regular program of verification, which in our opinion, is reasonable having regard to the size of the Company and nature of its business. No material discrepancies were noticed on such verifications.
- c) Based on our verification and according to information and explanation given to us, The title deeds of immovable properties are held in the name of the company except one lease deed under execution of Daman Land as disclosed in Note no 2 of financial statement. Fourteen title deeds are mortgaged with the Banks/Financial Institution for securing the long term borrowings.
- ii. The inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on comparison of physical verification with book records were not material and have been properly dealt with in the books of account.
- iii. According to the information and explanation given to us by the management and records produced, 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 Companies Act, 2013. Therefore, paragraph 3(iii) of the Order is not applicable to the Company.
- iv. In our opinion and according to the information and explanation given to us, the Company has complied with the Provision of Section 186 of the Companies 2013 in respect of the Investment made. The company has not granted any loans and has not given any guarantee and security under the provision of Section 185 of the Companies Act 2013.
- v. The Company has accepted deposits and complied with directives issued by the Reserve Bank of India and the provisions of the Companies Act 2013 and the rules frame there under. No order has been passed with respect to section 73 to 76 by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.
- vi. The Company has maintained cost records as required under section 148(1) of the Companies Act, 2013. However, we are neither required to carry out, nor have carried Out any detailed examination of such accounts and records.
- vii. a. The Company is generally regular in depositing undisputed statutory dues including provident fund,

Employees' State Insurance, income tax, sales tax, service-tax, duty of customs, duty of excise, value added tax, Goods & Service Tax, cess and any other statutory dues applicable with the appropriate authorities. According to the information and explanation given to us, there are no undisputed statutory dues which were outstanding as on 31.03.2018 for a period of more than six months from the date the same become payable.

- b. According to information and explanation given to us, and as per our examination of records of the Company, following are the particulars of dues on account of sales tax, service tax, entry tax, trade tax, income tax, duty of customs, royalty, provident fund, duty of excise and cess matters that have not been deposited on account of dispute as on 31.3.2018.

Name of the statute	Nature of disputed Dues	Amount outstanding (₹ In Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act 1961	Income Tax	587.61	2014-15 & 2015-16	CIT(Appeals) Udaipur
Custom Act, 1962	Custom Duty	0.20	2012	CESTAT, Ahmedabad
Custom Act, 1962	Custom Duty	297.93	2013	Rajasthan High Court, Jodhpur

- viii. According to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to any financial institutions or banks, The Company has not taken any loan from the Government and has not issued any debentures.
- ix. The Company has not made any public offer (including debts instruments) during the year. According to the information and explanations given to us, the money raised by the Company by way of terms loans have been applied for the purpose for which they were obtained.
- x. The Company has noticed a fraud of ₹ 196.89 Lakh approximately at Surat Unit and lodged FIR on 27.04.2018. This matter is under Investigation. In view of the management, there will not be any material financial impact on the financial results of the company. Refer Note 57 of Stanalone Ind AS financial statement.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid / provided for managerial remuneration within the limit specified in section 197 of the Companies Act 2013.
- xii. The Company is not a Nidhi Company as specified in the Nidhi Rules, 2014. Thus, the requirements under para 3(xii) of the Companies (Auditor's Report) Order 2016 are not applicable to the Company.
- xiii. According to the information and explanations given to us, all transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.

- xiv. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. According to the information and explanations given to us, the Company has not entered into non-cash transactions with the directors or persons connected with him covered under the provisions of section 192 of the Companies Act, 2013.
- xvi. According to the information and explanations given to us, the Company is not a Non-banking finance company, hence registration under section 45-IA of the Reserve Bank of India Act, 1934 does not arise. Accordingly, provision of clause 3(xvi) of the order is not applicable to the company.

For **K.G SOMANI & CO.**
Chartered Accountants
FRN 006591N

(K.G.Somani)
Partner
Membership No.006238

Place of Signature: New Delhi
Dated: 30th May, 2018

Annexure B” to the Independent Auditors’ Report of even date on the Standalone Ind AS Financial Statements of Banswara Syntex Limited for the year ended 31st March, 2018

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

We have audited the internal financial controls over financial reporting of Banswara Syntex Limited (“the Company”) as of 31st March, 2018 in conjunction with our audit of the standalone 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 Companies Act, 2013.

Auditor’s 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 prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial 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 and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 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 Institute of Chartered Accountants of India”.

However, internal control needs further strengthening in respect of implementation of risk management and systems to ensure continued implementation of Company’s risk management policy and strategy and documentation thereof, critical review and refresh process on an ongoing basis.

Emphasis of Matters

- (a) Attention is invited to Note 56 of Standalone Ind AS Financial Statement. During the year, the company has implemented SAP for certain business processes. Inventory valuations and raw material consumption have been worked out manually based on the other records available/physical Inventories taken by the management. Necessary up-dation in SAP modules shall be done in subsequent period.

- (b) Attention is invited to Note 57 of Standalone Ind AS Financial Statement .The Company has noticed a fraud of ₹ 196.89 Lakh approximately at Surat Unit and lodged FIR on 27.04.2018. This matter is under Investigation. In view of the management, there will not be any material financial impact on the financial results of the company.
- (c) The Company is processing data related to wages manually which needs to be improved since it increases the chances of error. More controls are needed i.e. surprise physical verification of workers on duties, cross checking of wages sheet by finance team before disbursement of wages by HR department
- (d) Inventory management needs to be strengthen since there is manual intervention in respect of certain areas and these can be monitored in a better way with the help of ERP system.

Our report is not qualified in respect of the above matters.

For **K.G SOMANI & CO.**
Chartered Accountants
FRN 006591N

(K.G.Somani)
Partner
Membership No.006238

Place of Signature: New Delhi

Dated: 30th May, 2018

BALANCE SHEET AS AT 31ST MARCH, 2018

(₹ In Lakhs)

PARTICULARS	Note No.	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
ASSETS				
Non-Current Assets				
(a) Property, Plant & Equipment	2	45,501.42	48,596.47	48,211.37
(b) Capital Work-in-Progress	2	535.80	397.09	786.28
(c) Intangible Assets	3	487.38	-	-
(d) Intangible Assets Under Development	3	-	202.00	-
(e) Investment in Joint Ventures	4	360.00	360.00	360.00
(f) Financial Assets				
(i) Investments	5	0.18	0.18	0.18
(ii) Loans	6	242.49	304.61	331.73
(iii) Others	7	200.17	493.23	271.53
(g) Other Non-Current Assets	8	1,023.13	1,188.36	1,125.11
		48,350.57	51,541.94	51,086.20
Current Assets				
(a) Inventories	9	30,956.74	32,915.78	29,063.61
(b) Financial Assets				
(i) Investments	10	16.55	29.37	31.32
(ii) Trade Receivables	11	18,357.24	15,818.29	16,235.22
(iii) Cash and Cash Equivalents	12	369.97	784.13	1,032.17
(iv) Bank balances other than (iii) above	13	957.60	701.67	903.24
(v) Loans	14	188.03	152.41	132.68
(vi) Others	15	1,637.62	1,948.03	2,907.22
(c) Other current assets	16	6,585.81	2,121.76	1,692.70
		59,069.56	54,471.44	51,998.16
Total Assets		1,07,420.13	1,06,013.38	1,03,084.36
EQUITY AND LIABILITIES				
EQUITY				
(a) Equity Share Capital	17	1,711.60	1,711.60	1,692.93
(b) Other Equity	18	25,303.08	24,523.68	23,078.40
		27,014.68	26,235.28	24,771.33
LIABILITIES				
Non-Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	19	18,434.90	19,877.15	21,658.81
(b) Provisions	20	744.71	954.36	948.51
(c) Deferred Tax Liabilities (Net)	21	4,170.76	4,490.05	3,799.80
(d) Government Grant	22	796.40	799.80	716.33
		24,146.77	26,121.36	27,123.45
Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	23	29,377.08	29,043.07	29,113.22
(ii) Trade Payables	24	17,091.21	14,554.80	11,147.93
(iii) Other Financial Liabilities	25	6,452.41	7,374.62	7,057.55
(b) Other Current Liabilities	26	2,623.63	1,979.34	1,618.28
(c) Government Grant	22	79.87	78.68	71.78
(d) Provisions	27	449.22	389.56	731.55
(e) Current Tax Liabilities (Net)	28	185.26	236.67	1,449.27
		56,258.68	53,656.74	51,189.58
Total Equity and Liabilities		1,07,420.13	1,06,013.38	1,03,084.36

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 60 forming part of these financial statements.

In terms of our Audit Report of even date:

For and on behalf of the Board of Directors

For K.G. SOMANI & CO.

Chartered Accountants
FRN - 006591N

R. L. Toshniwal

DIN : 00106933
Chairman

Ravindra Kumar Toshniwal

DIN : 00106789
Managing Director

K.G. Somani

Partner
M.No. 006238
Place : New Delhi
Dated: 30th May, 2018

Rakesh Mehra

DIN : 00467321
Vice Chairman
Place : Mumbai
Dated : 30th May, 2018

P. Kumar

DIN : 00179074
Chairman (Audit Committee)

J. K. Jain

Jt. President & CFO

H. P. Kharwal

Company Secretary

**STATEMENT OF PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH 2018**

(₹ In Lakhs)

PARTICULARS	Note No.	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Income:			
Sale of Products & Services (Gross)	29	1,26,694.32	1,20,648.35
Other Operating Revenue	29	2,813.24	4,800.93
Revenue From Operations		1,29,507.56	1,25,449.28
Other Income	30	1,600.21	1,351.44
Total Revenue(I)		1,31,107.77	1,26,800.72
Expenses:			
Cost of Materials Consumed	31	61,381.50	59,945.03
Excise Duty		208.91	1,016.49
Changes in Inventories Of Finished Goods, Stock-In-Trade and Work-In-Progress	32	877.22	(1,017.37)
Manufacturing Expenses	33	23,767.96	21,374.15
Employee Benefits Expenses	34	23,584.75	21,818.42
Finance Costs	35	5,913.40	6,302.82
Depreciation And Amortization Expenses	36	5,756.71	5,762.87
Impairment Losses	36	83.46	-
Other Expenses	37	8,582.58	8,949.01
Total Expenses(II)		1,30,156.49	1,24,151.42
Profit before exceptional items and tax (III) = (I-II)		951.28	2,649.30
Exceptional Item (net) (IV)	38	135.11	(107.36)
Profit before tax (V) = (III+IV)		1,086.39	2,541.94
Tax Expense :			
(1) Current tax			
Current Year		619.47	772.42
Tax Adjustment of Earlier Years		(5.47)	12.31
(2) Deferred Tax		(319.28)	(141.51)
Total Tax Expenses (VI)		294.72	643.22
Profit After Tax (VII) = (V)-(VI)		791.67	1,898.72
Other Comprehensive Income			
A. Item that will not be reclassified to profit or loss			
(i) Remeasurment of defined benefit plan		296.26	(41.67)
(ii) Tax relating to Remeasurment of defined benefit plan		(102.53)	14.42
B. Item that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income (VIII)		193.73	(27.25)
Total Comprehensive Income for the Period (IX) = (VII+VIII)		985.40	1,871.47
Earnings per equity share (in ₹)	39		
(1) Basic (Face Value of ₹ 10 each)		4.63	11.09
(2) Diluted (Face Value of ₹ 10 each)		4.63	11.09

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 60 forming part of these financial statements.

In terms of our Audit Report of even date:

For and on behalf of the Board of Directors

For K.G. SOMANI & CO.

Chartered Accountants

FRN - 006591N

R. L. Toshniwal

DIN : 00106933

Chairman

Ravindra Kumar Toshniwal

DIN : 00106789

Managing Director

K.G. Somani

Partner

M.No. 006238

Place : New Delhi

Dated: 30th May, 2018

Rakesh Mehra

DIN : 00467321

Vice Chairman

Place : Mumbai

Dated : 30th May, 2018

P. Kumar

DIN : 00179074

Chairman (Audit Committee)

J. K. Jain

Jt. President & CFO

H. P. Kharwal

Company Secretary

**CASH FLOW STATEMENT
FOR THE YEAR ENDED 31ST MARCH, 2018**

(₹ In Lakhs)

PARTICULARS	For the year ended 2017-18		For the year ended 2016-17	
A) Cash Flow From Operating Activities:-				
Net Profit Before Tax as per Statement of Profit and Loss		1,086.39		2,541.94
Adjusted for:				
Depreciation	5,756.71		5,762.87	
Impairment Losses	83.46		-	
Deferred Government Grant transferred to profit & loss	(78.68)		(71.78)	
Loss/(Profit) on Sale of Property, Plant & Equipment (net)	(135.11)		111.33	
Loss on Disposal of Investment	3.46		-	
Interest paid	5,913.40		6,302.82	
Fair value (gain)/loss transfred to profit & loss	9.37		(2.34)	
Rental Income	(25.17)		(25.15)	
Dividend received	-	11,527.44	(0.20)	12,077.55
Operating profit before working capital changes		12,613.83		14,619.49
Adjusted for:				
(Increase)/Decrease in trade & other receivable	(6,634.71)		903.99	
(Increase)/Decrease in inventories	1,959.04		(3,852.17)	
(Increase)/Decrease in Bank balance and Term Deposits other than Cash and Cash Equivalents"	(255.93)		201.58	
Increase/(Decrease) in trade payable and others	3,674.17	(1,257.43)	3,302.84	556.24
Cash generated from operations		11,356.40		15,175.73
Net Tax (Inflow)/Outflow		767.94		1,151.15
Net cash from operating activities (A)		10,588.46		14,024.58
B) Cash Flow From Investing Activities :-				
Purchase of Property,Plant and Equipment		(2,944.22)		(6,321.96)
Intangible Assets Under Development		(285.59)		(202.00)
Sale (+)/Purchase (-) of investment		-		4.29
Sale of Property, Plant and Equipment		329.58		439.05
Government Grant Received		76.47		162.15
Term Deposit with Banks		293.06		(221.70)
Rent received		25.17		25.15
Dividend received		-		0.20
Net cash used in investing activities (B)		(2,505.53)		(6,114.82)
C) Cash Flow From Financing Activities :-				
Proceeds from long term borrowings		2,151.53		4,601.84
Repayment of long term borrowings		(6,092.86)		(6,455.55)
Interest paid		(5,933.45)		(6,283.49)
Increase /(Decrease) in bank borrowings		334.01		(70.15)
Proceeds from unsecured loans		1,778.68		473.07
Repayment of unsecured loans		(529.00)		(16.00)
Dividend and tax thereon Paid		(206.00)		(407.52)
Net cash from financing activities (C)		(8,497.09)		(8,157.80)
Net Increase/ (Decrease) in cash and cash equivalents (A+B+C)		(414.16)		(248.04)
Opening balance of cash and cash equivalents		784.13		1,032.17
Closing balance of cash and cash equivalents		369.97		784.13

Cash and Cash Equivalent includes:-

Particulars	As at 31.03.2018	As at 31.03.2017
Cash on hand	28.21	25.10
Balance in current account	341.76	759.03
Total	369.97	784.13

Note:

- The above Statement of Cash Flow has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.
- Refer Note No. 52 for details of undrawn borrowings facilities that may be available for the future operating activities and to settle future capital commitment.
- Figures in bracket indicate cash outflow.

In terms of our Audit Report of even date:

For K.G. SOMANI & CO.

Chartered Accountants
FRN - 006591N

K.G. Somani

Partner
M.No. 006238

Place : New Delhi

Dated: 30th May, 2018

For and on behalf of the Board of Directors

R. L. Toshniwal

DIN : 00106933
Chairman

Rakesh Mehra

DIN : 00467321
Vice Chairman

Place : Mumbai

Dated : 30th May, 2018

Ravindra Kumar Toshniwal

DIN : 00106789
Managing Director

P. Kumar

DIN : 00179074
Chairman (Audit Committee)

J. K. Jain

Jt. President & CFO

H. P. Kharwal

Company Secretary

Statement of changes in Equity for the year ended 31 March, 2018**A. Equity Share Capital**

(₹ In Lakhs)

Particulars	As at 31 st March, 2018		As at 31 st March, 2017		As at 01 st April, 2016	
	No of Shares	Amount	No of Shares	Amount	No of Shares	Amount
Balance at the beginning of the year	171,16,042	1,711.60	169,29,346	1,692.93	169,29,346	1,692.93
Changes in equity share capital during the year	-	-	1,86,696	18.67	-	-
Balance at the end of the year	171,16,042	1,711.60	171,16,042	1,711.60	169,29,346	1,692.93

B. Other Equity

(₹ In Lakhs)

Particulars	Reserves and Surplus						Total
	Equity Share Capital Suspense Account	Capital Reserve	Securities Premium Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings	
As at 1st April 2017	-	20.43	2,959.00	173.00	15,637.10	5,734.15	24,523.68
Profit for the year	-	-	-	-	-	791.67	791.67
Other comprehensive income	-	-	-	-	-	193.73	193.73
Total comprehensive income	-	-	-	-	-	985.40	985.40
Issue of share capital	-	-	-	-	500.00	(500.00)	-
Transfer from Surplus	-	-	-	-	-	(171.16)	(171.16)
Dividends on Equity Shares for the year	-	-	-	-	-	(34.84)	(34.84)
Dividend distribution tax on cash dividend	-	-	-	-	-	(34.84)	(34.84)
As at 31st March 2018	-	20.43	2,959.00	173.00	16,137.10	6,013.55	25,303.08

(₹ In Lakhs)

Particulars	Reserves and Surplus						Total
	Equity Share Capital Suspense Account	Capital Reserve	Securities Premium Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings	
As at 1st April 2016	18.67	20.43	2,959.00	173.00	15,137.10	4,770.20	23,078.40
Profit for the year	-	-	-	-	-	1,898.72	1,898.72
Other comprehensive income	-	-	-	-	-	(27.25)	(27.25)
Total comprehensive income	-	-	-	-	-	1,871.47	1,871.47
Issue of share capital	(18.67)	-	-	-	-	(18.67)	(18.67)
Transfer from Surplus	-	-	-	-	500.00	(500.00)	-
Dividends on Equity Shares for the year	-	-	-	-	-	(338.59)	(338.59)
Dividend distribution tax on cash dividend	-	-	-	-	-	(68.93)	(68.93)
As at 31st March 2017	-	20.43	2,959.00	173.00	15,637.10	5,734.15	24,523.68

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 60 forming part of these financial statements.

In terms of our Audit Report of even date:

For K.G. SOMANI & CO.

Chartered Accountants
FRN - 006591N

K.G. Somani

Partner
M.No. 006238
Place : New Delhi
Dated: 30th May, 2018

For and on behalf of the Board of Directors

R. L. Toshniwal

DIN : 00106933
Chairman

Rakesh Mehra

DIN : 00467321
Vice Chairman
Place : Mumbai
Dated : 30th May, 2018

Ravindra Kumar Toshniwal

DIN : 00106789
Managing Director

P. Kumar

DIN : 00179074
Chairman (Audit Committee)

J. K. Jain

Jt. President & CFO

H. P. Kharwal

Company Secretary

1. Company Information and Significant Accounting Policies

A. Corporate Information

Banswara Syntex Limited ("the Company") is a Company domiciled in India and limited by shares (CIN: L24302RJ1976PLC001684). The shares of the Company are publicly traded on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The address of the Company's registered office is Industrial Area, Dahod Road, Post Box No. 21, Banswara - 327001(Rajasthan). The Company is a vertically integrated textile mill manufacturing man-made synthetic blended Yarn, wool and wool mixed yarn, all type of Fabrics, Jacquard Furnishing Fabrics, besides production of Readymade Garments and Made-up's.

B. Statement of Compliance and Basis of Preparation

1. Compliance with Ind AS

These Separate Financial Statements are prepared on going concern basis following accrual basis of accounting and comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto, the Companies Act, 2013 (to the extent applicable) and applicable provisions of the Companies Act, 1956. These are Company's first Ind AS compliant financial statements and Ind AS 101 'First Time Adoption of Indian Accounting Standards' has been applied.

For all periods up to and including 31st March 2017, the Company has prepared its financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India, accounting standards specified under Section 133 of the Companies Act, 2013, the Companies Act, 2013 (to the extent notified and applicable) and applicable provisions of the Companies Act, 1956. The Company followed the provisions of Ind AS 101 in preparing its Opening Ind AS Balance Sheet as on the date of Transition, viz. 1st April 2016. Some of the Company's Ind AS accounting policies used in the Opening Balance Sheet are different from its previous GAAP policies applied as at 31st March 2016, accordingly the adjustment were made to restate the opening balance as per Ind AS. The resulting adjustment arose from events and transaction before the date of transition to Ind AS. Therefore, as required by Ind AS 101, those adjustments were recognized directly through retained earnings as at 1st April 2016. This is the effect of the general rule of the Ind AS 101 which is to apply Ind AS retrospectively.

An Explanation of how the transition to Ind AS 101 has affected the reported financial position, financial performance and cash flows of the Company is provided in note no. 58.

These financial statements were authorized for issue by Board of Directors on 30th May 2018.

2. Basis of measurement/Use of Estimates

- (i) The Financial Statements are prepared on accrual basis under the historical cost convention except certain financial assets and liabilities (including derivatives instruments) that are measured at fair value. The methods used to measure fair values are discussed in notes no. 53 to financial statements.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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.

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

3. Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest Lakhs (up to two decimals), except as stated otherwise.

4. Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets/liabilities are classified as non-current.

C. Significant accounting policies

A summary of the significant accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have been applied consistently to all periods presented in the financial statements.

The Company has elected to utilize the option under Ind AS 101 by not applying the provisions of Ind AS 16 and Ind AS 38 retrospectively and continue to use the previous GAAP carrying amount as a deemed cost under Ind AS at the date of transition to Ind AS. Therefore, the carrying amount of property, plant and equipment and intangible assets at 1st April 2016, the Company's date of transition to Ind AS, according to the previous GAAP were maintained in transition to Ind AS.

1. Property, plant & equipment**1.1. Initial recognition and measurement**

An item of property, plant and equipments recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

Items of property, plant and equipments are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipments have different useful lives, they are recognized separately.

Items of spare parts, stand-by equipment and servicing equipment which meet the definition of property, plant and equipment are capitalized.

1.2. Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized.

The costs of the day-to-day servicing of Property, Plant and Equipment are recognized in the statement of profit and loss as incurred.

1.3. Derecognition

Property, Plant and Equipment are derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized in the statement of profit and loss.

1.4. Depreciation

Depreciation is recognized in statement of profit and loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Leasehold lands are amortized over the lease term unless it is reasonably certain that the Company will obtain ownership by the end of the lease term.

Assets costing up to ₹ 5,000/- are fully depreciated in the year of acquisition.

Depreciation on additions to/deductions from property, plant and equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

Where it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably, subsequent expenditure on a property, plant and equipment along-with its unamortized depreciable amount is charged off prospectively over the revised useful life determined by technical assessment.

In circumstance, where a property is abandoned, the cumulative capitalized costs relating to the property are written off in the same period.

2. Capital work-in-progress

The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

3. Intangible assets and intangible assets under development

3.1. Initial recognition and measurement

An intangible asset is recognized if and only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the company and the cost of the asset can be measured reliably.

Intangible assets acquired by the Company are measured on initial recognized at cost. Subsequent measurement is done at cost less accumulated amortization and accumulated impairment losses. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

Expenditure on development activities is capitalized only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Company intends to and has sufficient resources to complete development and to use or sell the asset.

Expenditure incurred which are eligible for capitalizations under intangible assets are carried as intangible assets under development till they are ready for their intended use.

3.2. Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

3.3. Derecognition

An intangible asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of intangible assets are determined by comparing the proceeds from disposal with the carrying amount of intangible assets and are recognized in the statement of profit and loss.

3.4. Amortization

Intangible assets having definite life are amortized on straight line method in their useful lives. Useful life of computer software is estimated at five years.

4. Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction/exploration/ development or erection of qualifying assets are capitalized as part of cost of such asset until such time the assets are substantially ready for their intended use. Qualifying assets are assets which take a substantial period of time to get ready for their intended use or sale. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete. Borrowing costs consist of (a) interest expense calculated using the effective interest method as described in Ind AS 109 – 'Financial Instruments' (b) finance charges in respect of finance leases recognized in accordance with Ind AS 17 – 'Leases' and (c) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs. Income earned on temporary investment of the borrowings pending their expenditure on the qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are charged to revenue as and when incurred.

5. Investment in Joint Venture

These are Company's Separate Financial Statements. Company has opted to show investments in Joint Venture at cost. Dividend from these is recognized as and when right to receive is established.

6. Inventories

Inventories are valued at the lower of cost and net realizable value. Cost includes cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Spare parts other than those capitalized as Property, Plant and Equipment are carried as inventory.

The diminution in the value of obsolete, unserviceable and surplus stores & spares is ascertained on review and provided for.

Inventories of services is recognized based on stage of completion when the outcome of the transaction involving rendering of services can be estimated reliably.

7. Cash and Cash Equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and cash on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

8. Government Grants

Government grants are recognized only when its reasonable certainty that economics benefit flow to the entities and attached conditions will be complied with it

Government grants are recognized and shown in the balance sheet as liability and income is accrued based on the terms of schemes in the statement of profit and loss over a phased manner in consideration with scheme terms and related use of assets.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on straight –line basis over the expected lives of related assets and presented within other income.

9. Provisions , Contingent liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, the Company 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. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent assets are possible assets that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are disclosed in the financial statements when inflow of economic benefits is probable on the basis of judgment of management. These are assessed continually to ensure that developments are appropriately reflected in the financial statements.

10. Foreign currency transactions and translation

Transactions in foreign currencies are initially recorded at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in Statement of profit or loss in the year in which it arises.

Non-monetary items are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

11. Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company, the Company retains neither continuing managerial involvement to the degree usually associated with ownership or effective control over the goods sold, and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable and taking into account contractually defined terms of payment.

Sale of Goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, which generally coincides with dispatch. Revenue from export sales are recognized on shipment basis (i.e. Late Export Date). Revenue from the sale of goods is measured at the fair value of the consideration received or receivable including duties/taxes, net of returns and allowances, trade discounts and volume rebates.

Rendering of services

Revenue from job work charges is recognized as per term of the contract with contracts with customers based on stage of completion when the outcome of the transaction involving rendering of services can be estimated reliably.

Other Export Benefit

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

Interest Income

For all financial instruments classified and measured at amortized cost, interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the Statement of Profit or loss.

Dividend

Dividend Income is recognized when the Company's right to receive is established which generally occurs when the shareholders approve the dividend.

Other Income

Other income is recognized in the statement of profit and loss when increase in future economic benefits related to an increase in an asset or a decrease of a liability has arisen that can be measured reliably

12. Employee Benefits**12.1. Short Term Employee Benefit**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under performance related pay if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

12.2. Post-Employment benefits

Employee benefit that are payable after the completion of employment are Post-Employment Benefit (other than termination benefit). These are of two type:

12.2.1. Defined contribution plans

Defined contribution plans are those plans in which an entity pays fixed contribution into separate entities and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance are Defined Contribution Plans in which the Company pays a fixed contribution and will have no further obligation.

12.2.2. Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

Company pays Gratuity as per provisions of the Gratuity Act, 1972. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations and that are denominated in the same currency in which the benefits are expected to be paid.

The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a liability to the company, the present value of liability is recognized as provision for employee benefit. Any actuarial gains or losses are recognized in Other Comprehensive Income ("OCI") in the period in which they arise.

12.3 Other long-term employee benefits

Benefits under the Company's leave encashment, long-service award and economic rehabilitation scheme constitute other long term employee benefits. The Company's net obligation in respect of leave encashment is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations. The calculation is performed using the projected unit credit method. Actuarial gains or losses are recognized in statement of profit or loss in the period in which they arise. In case of funded plans, the fair value of plant asset is reduced from the gross obligation, to recognize the obligation on the net basis.

13. Taxes

Tax expense comprises current tax and deferred tax. Current tax expense is recognized in the statement of profit or loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in OCI or equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted and as applicable at the reporting date, and any adjustment to tax payable in respect of previous years. Current taxes are recognized under 'Income tax payable' net of payments on account, or under 'Tax receivables' where there is a debit balance.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred tax is recognized in the statement of profit or loss except to the extent that it relates to items recognized directly in OCI or equity, in which case it is recognized in OCI or equity.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time that the liability to pay the related dividend is recognized.

14. Leases

14.1. As Lessee

Accounting for finance leases

Leases of Property, Plant and Equipment where the Company, as lessee has substantially all risks and rewards of ownership are classified as finance lease. On initial recognition, assets held under finance leases are recorded as Property, Plant and Equipment and the related liability is recognized under borrowings. At inception of the lease, finance leases are recorded at amounts equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability.

Accounting for operating leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating lease. Payments made under operating leases are recognized as an expense over the lease term.

14.2 As Lessor

At inception of an arrangement, the Company determines whether such an arrangement is or contains a lease. A specific asset is subject of a lease if fulfillment of the arrangement is dependent on the use of that specified asset. An arrangement conveys the right to use the asset if the arrangement conveys to the customer the right to control the use of the underlying asset. Arrangements that do not take the legal form of a lease but convey rights to customers/suppliers to use an asset in return for a payment or a series of payments are identified as either finance leases or operating leases.

Accounting for finance leases

The amounts due from lessees under finance leases are recorded in the balance sheet as financial assets, classified as finance lease receivables, at the amount of the net investment in the lease.

Accounting for operating leases

Rental income from operating leases is recognized on a straight line basis over the term of the arrangement

15. Impairment of Non-financial Assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU").

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in statement of profit or loss. Impairment losses recognized in respect of CGUs are reduced from the carrying amounts of goodwill of that CGU, if any and then the assets of the CGU.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

16. Dividends

Dividends and interim dividends payable to a Company's shareholders are recognized as changes in equity in the period in which they are approved by the shareholders' meeting and the Board of Directors respectively.

17. Material Prior Period Errors

Material prior period errors are corrected retrospectively by restating the comparative amounts for the prior periods presented in which the error occurred. If the error occurred before the earliest prior period presented, the opening balances of assets, liabilities and equity for the earliest prior period presented, are restated.

18. Earnings Per Share

Basic earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

19. Statement of Cash Flows

Statement of cash flows is prepared in accordance with the indirect method prescribed in Ind AS-7 'Statement of cash flows'.

20. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

20.1. Financial assets**Initial recognition and measurement**

All financial assets are recognized initially at fair value plus or minus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition or issue of the financial asset.

Subsequent measurement

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the Effective Interest Rate method ("EIR"). Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI (Fair Value through OCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- (a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- (b) The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On Derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL (Fair value through profit or loss)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to classify a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Equity investments

All equity investments in entities are measured (except equity investment joint venture) at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instruments, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However the company may transfer cumulative gain or loss within the equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Equity investments in joint ventures are measured at cost.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or

- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

Trade receivables or contract assets resulting from transactions within the scope of Ind AS 11 and Ind AS 18, if they do not contain a significant financing component

- Trade receivables or contract assets resulting from transactions within the scope of Ind AS 11 and Ind AS 18 that contain a significant financing component, if the Company applies practical expedient to ignore separation of time value of money, and

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any material transaction that are any integral part of the EIR. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition

A financial liability is derecognized 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 or loss.

Derivative financial instruments

The Company uses forwards to mitigate the risk of changes in interest rates, exchange rates and commodity prices. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

21. Business Combinations

In accordance with Ind AS 101 'First Time Adoption of Ind AS', the Company has elected to apply Ind AS accounting for business combinations prospectively from 1st April 2016.

Business combinations in nature of acquisitions or mergers are accounted for using the purchase method under which the transferee on acquisition date, shall recognize separately from goodwill, the identifiable assets acquired, the liabilities assumed and any non-controlling interest of the transferor at fair value.

Business combinations arising from transfers of interests in entities under common control (Appendix C of Ind AS 103) are accounted for at carrying value using pooling of interest method as if acquisition had occurred at the beginning of the earliest period presented or, if later, at the date that common control was established.

- The assets and liabilities acquired are recognized at the carrying amounts. No adjustments are made to reflect fair values nor new assets and liabilities recognized.
- The identity of the reserves is preserved and they appear in the transferee's financial statements in the same form in which they are appeared in the financial statements of the transferor company.
- The difference, if any, between the consideration and the amount of share capital of the transferor entity is transferred to capital reserve.

D. Major Estimates made in preparing Financial Statements

1. Useful life of property, plant and equipment and intangible assets

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Useful life of the assets other than Plant and machinery are in accordance with Schedule II of the Companies Act, 2013.

The Company reviews at the end of each reporting date the useful life of property, plant and equipment, and are adjusted prospectively, if appropriate.

Intangible assets is being amortized on straight line basis over the period of five years.

2. Post-employment benefit plans

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

3. Provisions and contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. Should circumstances change following unforeseeable developments, this likelihood could alter.

4. Asset Held for Sale

Significant judgment is required to apply the accounting of non-current assets held for sale under Ind AS 105 'Non-current Assets Held for Sale and Discontinued Operations'. In assessing the applicability, management has exercised judgment to evaluate the availability of the asset for immediate sale, management's commitment for the sale and probability of sale within one year to conclude if their carrying amount will be recovered principally through a sale transaction rather than through continuing use

NOTE NO. '2' NON CURRENT ASSETS: PROPERTY, PLANT & EQUIPMENTAs at 31st March 2018

(₹ In Lakhs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK
	As at 01.04.2017	Additions during the year	Disposals/ Adjust-ment	As at 31.03.2018	As at 1.04.2017	For the Year	Deduc-tions/ Adjust-ments	Up to 31.03.2018	As at 31.03.2018
Lease Hold Land	322.47	-	-	322.47	5.21	4.81	-	10.02	312.45
"Free Hold Land (Refer Note 2.3 Below)"	310.01	586.00	-	896.01	-	-	-	-	896.01
Buildings & Road	13,086.17	568.92	-	13,655.09	452.57	470.37	-	922.94	12,732.15
Plant & Equipment	37,815.87	1,240.52	161.27	38,895.12	4,791.32	4,725.15	23.54	9,492.93	29,402.19
Building Machinery	0.07	-	-	0.07	-	-	-	-	0.07
Electric & Water Supply Installation	1,156.46	67.92	-	1,224.38	159.22	163.21	-	322.43	901.95
Furniture & Fixtures	513.64	21.97	5.37	530.24	97.91	89.71	0.11	187.51	342.73
Office Equipments	372.49	92.52	0.32	464.69	108.07	120.29	-	228.36	236.33
Capital Spares	167.20	200.60	-	367.80	44.94	67.10	-	112.04	255.75
TOTAL	54,344.95	2,855.89	220.04	56,980.80	5,748.46	5,756.48	25.57	11,479.38	45,501.42

As at 31st March 2017

(₹ In Lakhs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK
	As at 01.04.2016	Additions during the year	Disposals/ Adjust-ment	As at 31.03.2017	As at 1.04.2016	For the Year	Deduc-tions/ Adjust-ments	Up to 31.03.2017	As at 31.03.2017
Lease Hold Land	322.47	-	-	322.47	-	5.21	-	5.21	317.27
Free Hold Land	310.01	-	-	310.01	-	-	-	-	310.01
Buildings & Road	12,684.06	694.24	292.14	13,086.17	-	452.62	0.04	452.57	12,633.59
Plant & Equipment	32,860.91	5,193.79	238.83	37,815.87	-	4,804.47	13.15	4,791.32	33,024.55
Building Machinery	0.07	-	-	0.07	-	-	-	-	0.07
Electric & Water Supply Installation	847.27	309.18	-	1,156.46	-	159.22	-	159.22	997.23
Furniture & Fixtures	453.18	69.87	9.42	513.64	-	98.38	0.47	97.91	415.73
Office Equipments	264.84	107.76	0.11	372.49	-	108.07	-	108.07	264.42
Vehicles	468.55	156.31	24.29	600.57	-	89.96	0.74	89.22	511.35
Capital Spares	-	167.20	-	167.20	-	44.94	-	44.94	122.25
TOTAL	48,211.37	6,698.35	564.79	54,344.95	-	5,762.87	14.40	5,748.46	48,596.47

- 2.1. The company has purchased Road & Building amounting to ₹ 497.60 lakhs in the previous years at Mumbai from M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. The company has taken the equity shares in M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. to establish the right of ownership & possession.

As per the audited financial statement of M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. for the year ended on 31st March 2016 the company holds 876 Equity Shares which comprise 35 % of Share capital of that company, The audited financial statement for FY 2016-17 and FY 2017-18 of M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. are not available. The company does not have any control on the M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. as per conditions prescribed under IND-AS 110. Further, the equity shares of M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. is not in the nature of investment. Therefore it has not been shown as Investment under the head Financial Instrument.

- 2.2. Depreciation has been charged on Straight Line Method (SLM) based on useful life of the assets as mentioned in Schedule II of the Companies Act, 2013, except in case of Plant & machinery where the useful life has been taken as ascertained by the Independent Chartered Engineer and technical experts of the Company. The useful life of the Plant & Machinery so ascertained is ranging from 10 to 18 years on triple shift basis as against the life of 15 years given in Part C of Schedule II of the Companies Act, 2013. Further, considering materiality of assets costing less than ₹ 5,000 are fully depreciated in the year of purchase/acquisition. The Company provide pro-rata depreciation from/to the date on which asset is acquired or put to use/ disposed off as appropriate.
- 2.3 The Company has purchased a free hold land at Daman amounting to ₹ 586.00 Lakhs for which possession has been taken and certificate received on 26 March, 2018, however registration for the same is still in the process.

- 2.4. Lease hold lands are amortised over the period of lease.
- 2.5. The Company has elected to measure all its property, plant and equipments at the previous GAAP carrying amount i.e. 31st March, 2016 as its deemed cost (Gross Block Value) on the date of transition to Ind AS i.e. 1st April, 2016.
- 2.6. Information regarding gross block of Property, plant and equipments and accumulated depreciation/amortisation under previous GAAP is as follows:

(₹ In Lakhs)

Particulars	Gross Block as at 01.04.2016			Accumulated Depreciation 01.04.2016			Net Block as at 01.04.2016		
	Before Business Combina- tion	Acquisition through Business Combina- tion	After Busi- ness Combi- nation	Before Business Combina- tion	Acquisition through Business Combina- tion	After Busi- ness Combi- nation	Net block as at 01.04.2016 (Deemed Cost)	Adjustment Due to IND AS	Opening balance as at 01.04.2016
Lease Hold Land	367.62	51.06	418.68	52.55	8.57	61.12	357.55	35.08	322.47
Free Hold Land	310.01	-	310.01			-	310.01	-	310.01
Buildings & Road	15,677.23	734.50	16,411.73	3,543.56	184.10	3,727.66	12,684.06	-	12,684.06
Plant & Equipment	70,183.67	3,290.23	73,473.90	37,589.41	3,023.58	40,613.00	32,860.91	-	32,860.91
Building Machinery	1.38	-	1.38	1.31	-	1.31	0.07	-	0.07
Electric & Water Supply Installation	2,094.02	111.15	2,205.16	1,271.23	86.67	1,357.89	847.27	-	847.27
Furniture & Fixtures	1,266.53	67.74	1,334.27	838.21	42.88	881.09	453.18	-	453.18
Office Equipments	1,121.65	22.01	1,143.67	858.82	20.00	878.82	264.84	-	264.84
Vehicles	776.74	10.06	786.79	309.52	8.72	318.24	468.55	-	468.55
Total	91,798.85	4,286.74	96,085.59	44,464.61	3,374.53	47,839.14	48,246.45	35.08	48,211.37

NOTE NO. '2' CAPITAL WORK IN PROGRESS

As at 31st March 2018

(₹ In Lakhs)

DESCRIPTION OF ASSETS	As at 01.04.2017	Additions during the year	Deductions/ adjustments	Capitalized during the year	As at 31.03.2018
Capital Work In Progress for					
- Buildings & Road	118.17	789.86	-	568.92	339.11
- Plant & Equipment	273.92	1,236.20	83.46	1,240.52	186.14
- Water & Electric Installation	4.99	73.48	-	67.92	10.55
TOTAL	397.08	2,099.54	83.46	1,877.36	535.80

As at 31st March 2017

(₹ In Lakhs)

DESCRIPTION OF ASSETS	As at 01.04.2016	Additions during the year	Deductions/ adjustments	Capitalized during the year	As at 31.03.2017
Capital Work In Progress for					
- Buildings & Road	155.79	656.62	-	694.24	118.17
- Plant & Equipment	630.49	4,834.13	-	5,190.69	273.93
- Water & Electric Installation	-	314.17	-	309.18	4.99
TOTAL	786.28	5,804.92		6,194.12	397.09

NOTE NO. '3' NON CURRENT ASSETS: INTANGIBLE ASSETSAs at 31st March 2018

(₹ In Lakhs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK
	As at 01.04.2017	Additions during the year	Disposals/ Adjust-ment	As at 31.03.2018	As at 1.04.2017	For the Year	Deductions/ Adjust-ments	Up to 31.03.2018	As at 31.03.2018
Software	-	487.59	-	487.59	-	0.21	-	0.21	487.38
	-	487.59	-	487.59	-	0.21	-	0.21	487.38

NOTE NO. '3' NON CURRENT ASSETS: INTANGIBLE ASSETS UNDER DEVELOPMENTAs at 31st March 2018

(₹ In Lakhs)

DESCRIPTION OF ASSETS	As at 01.04.2017	Additions during the year	Deductions/ adjustments	Capitalized during the year	As at 31.03.2018
Software	202.00	285.59	-	487.59	-
TOTAL	202.00	285.59	-	487.59	-

As at 31st March 2017

(₹ In Lakhs)

DESCRIPTION OF ASSETS	As at 01.04.2016	Additions during the year	Deductions/ adjustments	Capitalized during the year	As at 31.03.2017
Software	-	202.00	-	-	202.00
TOTAL	-	202.00	-	-	202.00

NOTE NO. '4' NON CURRENT ASSETS : INVESTMENT IN JOINT VENTURES

(₹ In Lakhs)

Particulars	No. of shares/ C.Y./ (P.Y.)/ [DOT]*	Face value per share/ C.Y./ (P.Y.)/ [DOT]*	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Joint Venture Company					
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	3600000 (3600000)	10 (10)	360.00	360.00	360.00
TOTAL			360.00	360.00	360.00
Aggregate value of Unquoted Investment			360.00	360.00	360.00

* C.Y. = Current Year ; * P.Y. = Previous Year ; *DOT= Date of Transition

NOTE NO. '5' NON CURRENT FINANCIAL ASSETS : INVESTMENTS

(₹ In Lakhs)

Particulars	No. of shares/ C.Y./ (P.Y.)/ [DOT]*	Face value per share/ C.Y./ (P.Y.)/ [DOT]*	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Equity instrument (Fully Paid up- Unless otherwise stated, at cost)					
Unquoted (designated at fair value through Profit and Loss)					
New Indian Co operative Bank Ltd.	500 (500) [500]	10 (10) [10]	0.05	0.05	0.05
Investment in Government securities					
National Savings Certificate (Deposited with State and Central Govt. Authorities)			0.13	0.13	0.13
Total			0.18	0.18	0.18
Aggregate value of Unquoted Investment			0.18	0.18	0.18

* C.Y. = Current Year ; * P.Y. = Previous Year ; *DOT= Date of Transition

NOTE NO. '6' NON CURRENT FINANCIAL ASSETS : LOANS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Unsecured, Considered good			
Security Deposits	242.49	304.61	331.73
Total	242.49	304.61	331.73

NOTE NO. '7' OTHER NON CURRENT FINANCIAL ASSETS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Term deposits held as margin money* (with maturity more than 12 months)	172.35	310.56	161.82
Other Term Deposits (with maturity more than 12 months)	21.51	161.53	104.87
Interest Accured on Term deposits	6.31	21.14	4.84
Total	200.17	493.23	271.53

* To avail Non fund based facilities from banks.

NOTE NO. '8' OTHER NON CURRENT ASSETS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Capital Advances			
Advance for Property, Plant and Equipments	210.63	344.48	331.68
Advance Other than Capital Advances			
CENVAT receivable	-	-	70.22
Prepaid Lease Charges	29.53	31.39	33.23
Prepaid Expenses	36.13	44.34	48.73
Income Tax Refundable	374.22	398.32	479.92
Income Tax Under Protest	330.68	327.89	161.33
Service Tax Under Protest	41.94	41.94	-
Total	1,023.13	1,188.36	1,125.11

NOTE NO. '9' INVENTORIES

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
(At lower of Cost and Net Realizable Value)			
Raw Materials	11,234.38	12,505.65	9,783.50
Works-in-Progress	4,820.36	6,069.49	5,954.34
Finished goods			
Yarn	4,141.84	4,510.93	3,694.10
Cloth (Processed)	6,747.34	6,227.61	6,387.56
Garment	1,841.11	1,637.46	1,446.03
Stores & Spares	2,095.72	1,906.27	1,756.88
Waste	75.99	58.37	41.20
Total	30,956.74	32,915.78	29,063.61

The above inventories includes goods in transit as under

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Raw Materials	-	367.91	259.63
Finished goods			
Yarn	384.26	80.24	219.35
Cloth (Processed)	651.06	716.31	507.57
Garment	-	13.84	0.91
	1,035.32	1,178.30	987.46

9.1 Inventories include stocks lying with third parties ₹ 218.61 Lakhs (Previous Year ₹ 261.16 Lakhs)**NOTE NO. '10' CURRENT FINANCIAL ASSETS: INVESTMENTS**

(₹ In Lakhs)

Particulars	No. of shares/ C.Y./ (P.Y.)/ [DOT]*	Face value per share/units C.Y./ (P.Y.)/[DOT]*	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Quoted (measured at fair value through profit or loss)					
In Equity Shares					
Union Bank of India	10114 (10114) [10114]	10 (10) [10]	9.51	18.87	13.23
Unquoted (measured at fair value through profit or loss)					
Godrej Landmark Redevelopers Private Limited	- (13) [13]	- (10) [10]	-	2.74	2.30
Ambojini Property Developers Private Limited	360 (360) [360]	10 (10) [10]	0.07	0.07	0.07
Mantri Hamlet Private Limited	- (-) [1]	- (-) [10]	-	-	#
In Debentures					
Unquoted (measured at fair value through profit or loss)					
10% Ambojini Property Developers Private Limited OCD	3542 (3542) [3542]	100 (100) [100]	6.97	6.97	6.93
10% Godrej Landmark Redevelopers Private Limited	- (716) [2065]	- (100) [100]	-	0.72	4.46
10% Mantri Hamlet Private Limited	- (-) [1780]	- (-) [100]	-	-	4.33
Total			16.55	29.37	31.32

* C.Y. = Current Year ; * P.Y. = Previous Year ; *DOT= Date of Transition

₹ 24 held in Mantri Hamlet Private Limited

NOTE NO. '11' CURRENT FINANCIAL ASSETS: TRADE RECEIVABLES

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Unsecured			
Considered Good	18,357.24	15,818.29	16,235.22
Considered Doubtful	1,498.21	1,399.58	1,123.23
	19,855.45	17,217.87	17,358.45
Less: Allowance for bad and doubtful debts	1,498.21	1,399.58	1,123.23
Total	18,357.24	15,818.29	16,235.22

MOVEMENT IN ALLOWANCE FOR DOUBTFUL DEBTS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017
Balance at the beginning of the year	1,399.58	1,123.23
Allowance for the year	118.32	352.50
Write off Bad Debts (Net of Recovery)	(19.69)	(76.15)
Balance at the end of the year	1,498.21	1,399.58

NOTE NO. '12' CASH AND CASH EQUIVALENTS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
A. Balances with Banks			
-Current Account	341.76	759.03	825.26
-Other Bank Balances	-	-	179.65
B. Cash On Hand	28.21	25.10	27.26
Total	369.97	784.13	1,032.17

NOTE NO '13' BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENT

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Unpaid Dividend Account	32.89	36.48	38.49
Term Deposits held as margin money* (with maturity more than 3 months & less than 12 months)	702.10	444.07	379.35
Other Term Bank Deposits (with maturity more than 3 months & less than 12 months)	222.61	221.12	485.40
Total	957.60	701.67	903.24

* To avail Non fund based facilities from banks.

NOTE NO. '14' CURRENT FINANCIAL ASSETS: LOANS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Unsecured, Considered good			
Loans & Advances to Employees	188.03	152.41	132.68
Total	188.03	152.41	132.68

NOTE NO. '15' OTHER CURRENT FINANCIAL ASSETS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Claim Receivable under TUFs	271.08	402.69	1,233.45
Other Claim Receivables	105.41	194.92	215.54
Accrued Income	12.19	10.57	84.18
Others			
FPS/FMS Entitlement	16.57	28.80	70.78
Other Export Receivables	1,232.37	1311.05	1303.27
Total	1,637.62	1948.03	2907.22

NOTE NO. '16' OTHER CURRENT ASSETS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Advance Other than Capital Advance			
Advance to Suppliers	688.83	939.81	798.38
Recoverable from Revenue Authorities	5,765.41	1038.91	652.00
Prepaid Expenses	129.72	141.19	240.47
Prepaid Lease Rent	1.85	1.85	1.85
Total	6,585.81	2,121.76	1,692.70

NOTE NO. '17' EQUITY SHARE CAPITAL

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Authorized			
6,08,50,000 Equity Shares of ₹10/- each (6,08,50,000 Equity Shares of ₹ 10/- each as at 31 March, 2017 ; 4,50,00,000 Equity Shares of ₹ 10/- each as at 1 April, 2016)	6,085.00	6,085.00	4,500.00
5,00,000 3% Redeemable Preference Shares of ₹100/- each (5,00,000, 3% Redeemable Preference Share of ₹ 100/- each as at 31 March, 2017; 5,00,000 3% Redeemable Preference Share of ₹ 100/- each as at 1 April, 2016)	500.00	500.00	500.00
3,00,000 3% Redeemable Cumulative Preference Shares of ₹ 100/- each (3,00,000 3% Redeemable Cumulative Preference Share of ₹ 100/- each as at 31 March, 2017)	300.00	300.00	-
	6,885.00	6,885.00	5,000.00
Issued			
1,71,43,057 Equity Shares of ₹ 10/- each (1,71,43,057 Equity Shares of ₹ 10/- each as at 31 March, 2017; 1,69,56,361 Equity Shares of ₹ 10/- each as at 01 April, 2016)	1,714.31	1,714.31	1,695.64
	1,714.31	1,714.31	1,695.64
Subscribed and fully Paid			
1,71,16,042 Equity Shares of ₹10/- each (1,71,16,042 Equity Shares of ₹ 10/- each as at 31 st March 2017; 1,69,29,346 Equity Shares of ₹ 10/- each as at 01 April, 2016) (Refer Note 17.2 below)	1,711.60	1,711.60	1,692.93
	1,711.60	1,711.60	1,692.93

17.1 Reconciliation of Number of Equity Shares Outstanding

Shares (In Nos.)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
At the beginning of the year	171,16,042	169,29,346	164,46,361
Issued during the year	-	1,86,696	5,10,000
Forfeited during the year	-	-	(27,015)
At the end of the year	171,16,042	171,16,042	169,29,346

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

17.3 Rights, preferences and restrictions to the shareholders : Equity Shares

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

The Company has equity shares having a par value of ₹10 each. Each shareholder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

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

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

Name of shareholder	As at 31.03.2018		As at 31.03.2017		As at 01.04.2016	
	No. of Shares	% of Shares	No. of Shares	% of Shares	No. of Shares	% of Shares
Equity Shares						
Shri Ravindra Kumar Toshniwal	22,48,267	13.14%	22,48,267	13.14%	22,31,447	13.18%
Shri Shaleen Toshniwal	21,25,180	12.42%	21,18,180	12.38%	21,18,180	12.51%
Smt. Radhika Toshniwal	11,82,482	6.91%	11,82,482	6.91%	11,78,542	6.96%
Smt. Prem Toshniwal	8,96,359	5.24%	8,96,359	5.24%	8,91,449	5.27%
Macquarie Bank Limited	-	-	-	-	12,99,801	7.68%
Kotak Mahindra (International) Limited	12,89,556	7.53%	12,89,556	7.53%	-	-

NOTE NO. '18' OTHER EQUITY

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Reserves and Surplus			
Capital Reserve	20.43	20.43	20.43
Capital Redemption Reserve	173.00	173.00	173.00
Securities Premium Reserve	2,959.00	2,959.00	2,959.00
General Reserve	16,137.10	15,637.10	15,137.10
Retained Earnings	6,013.55	5,734.15	4,770.20
Equity Share Capital Suspense	-	-	18.67
Total	25,303.08	24,523.68	23,078.40

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017
(A) Capital Reserve		
Opening Balance	20.43	20.43
Closing Balance	20.43	20.43
(B) Equity Share Capital Suspense		
Opening Balance	-	18.67
Less: Equity Share issued	-	18.67
Closing Balance	-	-
(C) Capital Redemption Reserve		
Opening Balance	173.00	173.00
Closing Balance	173.00	173.00
(D) Securities Premium Reserve		
Opening balance	2,959.00	2,959.00
Closing Balance	2,959.00	2,959.00
(E) General Reserve		
Opening Balance	15,637.10	15,137.10
Add: Transfer from Surplus	500.00	500.00
Closing Balance	16,137.10	15,637.10
(F) Retained Earnings		
Opening Balance	5,734.15	4,770.20
Add : Profit for the year	791.67	1,898.72
Add: Remeasurment Gain/(Loss) of defined benefit plan (net of tax)	193.73	(27.25)
Less : Transfer to General Reserve	500.00	500.00
Less : Dividend on Equity Shares paid during the Year	171.16	338.59
Less : Dividend Distribution Tax paid during the Year	34.84	68.93
	6,013.55	5734.15
Total	25,303.08	24,523.68

NOTE NO. '19' NON CURRENT FINANCIAL LIABILITIES: BORROWINGS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
TERM LOAN (SECURED)			
FROM BANK AND FINANCIAL INSTITUTIONS			
IDBI BANK LIMITED			
Term Loan - II			
Repayable in 30 variable quarterly installments	431.86	493.58	547.58
Term Loan - III			
Repayable in 30 variable quarterly installments	269.46	307.98	341.68
Term Loan - IV			
Repayable in 30 variable quarterly installments	642.62	734.42	814.74
Term Loan - V			
Repayable in 30 variable quarterly installments	1,321.87	1,226.87	450.00
Term Loan - VI			
Repayable in 32 variable quarterly installments	432.75	428.50	-
EXPORT IMPORT BANK OF INDIA			
Term Loan - I	1,195.57	1,499.19	1,756.99
Repayable in 23 variable quarterly installments			
Term Loan - II	1,642.01	2,034.77	2,348.29
Repayable in 2 variable quarterly installments			
Term Loan - IV	-	-	232.93
Repayable in 8 variable quarterly installments			
Term Loan - V	-	-	323.72
Repayable in 8 variable quarterly installments			
Term Loan - VI	504.46	1,514.71	2,335.68
Repayable in 13 variable quarterly installments			
Term Loan - VII	1,241.27	1,597.34	1,952.71
Working Capital Term Loan			-
BANK OF BARODA			
Term Loan - I	230.09	510.30	790.25
Repayable in 16 variable quarterly installments			
Term Loan - II	-	100.15	500.64
Repayable in 9 variable quarterly installments			
Term Loan - III	2,723.30	3,080.90	3,521.12
Repayable in 27 variable quarterly installments			
Term Loan - IV	1,408.41	1,562.46	1,694.55
Repayable in 32 variable quarterly installments			
Working Capital Term Loan	105.03	175.05	245.08
Repayable in 9 equal half yearly installments			
PUNJAB NATIONAL BANK			
Term Loan - I	-	127.05	644.98
Repayable in 9 variable quarterly installments			
Term Loan - II	-	39.33	200.97
Repayable in 9 variable quarterly installments			
Term Loan - III	857.50	949.17	1,010.16
Repayable in 32 variable quarterly installments			
Term Loan - IV	127.08	632.07	1,073.91
Repayable in 13 variable quarterly installments			
Working Capital Term Loan	425.30	849.90	1,274.86
Repayable in 8 equal half yearly monthly installments			
BANK OF INDIA			
Term Loan - II	188.71	388.71	513.71

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Repayable in 16 variable quarterly installments			
UNION BANK OF INDIA			
Term Loan - II	896.00	1,187.24	1,459.25
Repayable in 20 variable quarterly installments			
Term Loan - III	1,850.00	2,000.00	1,573.72
Repayable in 32 variable quarterly installments			
Term Loan - IV	1,702.85	1,156.55	-
Repayable in 32 variable quarterly installments			
Term Loan - V	707.71	409.98	-
Repayable in 32 variable quarterly installments			
Term Loan - VI	821.22		
Repayable in 32 variable quarterly installments			
Term Loan - VII	259.81		
Repayable in 32 variable quarterly installments			
Corporate Term Loan	1,120.00	1,400.00	-
Repayable in 10 fixed half yearly installments			
Working Capital Term Loan	210.00	350.00	491.14
Repayable in 9 equal half yearly installments			
AXIS BANK LIMITED			
Term Loan - I	-	500.00	1,011.26
Repayable in 12 variable quarterly installments			
Sub-Total (A)	21,314.88	25,256.22	27,109.92
Less : Current Maturities			
IDBI Bank Ltd.	348.00	218.80	168.00
Export-Import Bank of India	1611.20	2103.21	2,368.51
Bank of Baroda	1027.34	1100.86	1,324.64
Punjab National Bank	684.88	1194.96	1,632.65
Bank of India	188.71	200.00	125.00
Union Bank of India	1214.86	861.24	428.05
Axis Bank Limited	-	500.00	511.26
Sub-Total (B)	5,074.99	6,179.07	6,558.12
Total (I) = (A-B)	16,239.90	19,077.15	20,551.81
Fixed Deposits (Unsecured)			
From Directors	172.81	57.84	57.84
From Others	2,762.60	1,627.89	1,170.82
Includes ₹ 341.55 Lakhs (Previous years			
₹ 331.84 Lakhs) from related parties	2,935.41	1,685.73	1,228.66
Less : Current Maturities	740.41	885.73	121.66
Total (II)	2,195.00	800.00	1,107.00
Total (I+II)	18,434.90	19,877.15	21,658.81

19.1 Securities/ Guarantees

A. For Term Loans from Financial Institutions and Banks:

- Terms Loans from Financial Institutions and Banks are secured by a joint equitable mortgage and /or hypothecation charges ranking pari-passu on immovable/movable properties, present and future of the Company and are also secured by second charge on current assets of the Company ranking pari-passu.
- Working Capital Term Loans from Banks are secured by first charge on current assets of the Company ranking Pari-passu and are also secured by second charge on fixed assets of the Company ranking pari-passu.
- Term Loans and Working Capital term Loans from Financial Institutions and Banks are guaranteed by Shri R.L.Toshniwal, Chairman and Shri Ravindra Kumar Toshniwal, Managing Director in their personal capacities as per sanctions of the respective Financial Institutions and Banks.

- (iv) Term Loan and Working Capital Loan Interest rate ranging from 9.20% to 11.40% (Previous Year 10.70% to 11.55%)

B. For Fixed deposits

- (i) Fixed Deposits accepted by the Company are in accordance with the provisions of section 73(2)(a) and section 76 of the Companies Act, 2013 and rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014 are unsecured. Fixed Deposits are repayable within 1 to 3 years depending upon the terms of deposits.
- (ii) Fixed Deposits Interest rate ranging from 9% to 9.50% (Previous Year 10% to 10.50%)

NOTE NO. '20' NON CURRENT LIABILITIES: PROVISIONS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Provisions for Employee benefits			
-Gratuity	882.36	1,038.56	983.51
Less : Short Term	316.34	267.21	209.32
	566.02	771.35	774.19
-Leave Encashment	311.57	298.13	247.57
Less : Short Term	132.88	115.12	73.25
	178.69	183.01	174.32
Total	744.71	954.36	948.51

NOTE NO. '21' NON CURRENT LIABILITIES: DEFERRED TAX LIABILITIES (Net)

Considering accounting procedure prescribed by the IND AS 12 "Income Taxes", the following amounts have been worked out and provided in books:

Major components of deferred tax balances

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Deferred Tax Liabilities			
i) Difference between accounting and tax depreciation (cumulative)	5,680.47	5,933.03	6,018.20
ii) On account of Forward Contract	(27.39)	100.37	53.65
TOTAL (I)	5,653.08	6,033.40	6,071.85
Deferred Tax Assets			
i) Provision for doubtful debts (to date)	523.53	484.37	388.73
ii) Disallowances under section 43B for non payment of expenses	0.05	512.96	588.73
iii) Employee Benefits	855.18	462.60	430.57
iv) Deferred Tax on Account of Deferred Government Grant	103.56	83.43	32.26
v) MAT Credit Entitlement	-	-	831.77
TOTAL (II)	1,482.32	1,543.36	2,272.06
Net Deferred Tax Liabilities (I-II)	4,170.76	4,490.05	3,799.80

NOTE NO. '22' GOVERNMENT GRANT

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Non Current			
Deferred Income	796.40	799.80	716.33
Current			
Deferred Income	79.87	78.68	71.78
Total	876.27	878.48	788.11

Government Grant : Movement during the year :-

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017
Non Current	878.48	788.11
Deferred Income	76.47	162.15
Current	78.68	71.78
Deferred Income	876.27	878.48
Total	876.27	878.48

NOTE NO. '23' CURRENT FINANCIAL LIABILITIES: BORROWINGS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Loans Repayable on Demand (Cash credits and packing credits) From Banks (Secured)			
Punjab National Bank	16,869.47	17,253.05	14,817.15
Union Bank of India	5,773.38	5,792.05	6,039.30
Bank of Baroda	2,542.46	1,885.86	3,910.73
Bank of India	2,755.19	2,693.31	3,281.72
Unsecured Loan from			
Other	1,436.58	1,418.80	1,064.32
Total	29,377.08	29,043.07	29,113.22

23.1 Securities and Guarantees

- Loans repayable on demand from banks are secured by way of hypothecation (Floating charges) of Raw material, Dyes-Chemicals, Packing Materials, Stores & Spares, Stock-in-process, Finished goods, Book debts, Export Incentives and second charge on all the Property, Plant and Equipments of the Company and also guaranteed by Shri R.L. Toshniwal, Chairman and Shri Ravindra Kumar Toshniwal, Managing Director in their personal capacities.
- Cash Credit Facility and Export Packing Credit Facility Interest rate ranging from 8.15% to 9.30% (Previous Year 9.20% to 12.40%).

NOTE NO. '24' CURRENT FINANCIAL LIABILITIES: TRADE PAYABLES

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Micro, Small & Medium Enterprises@	25.74	8.75	22.60
Others	17,065.47	14,546.05	11,125.33
Total	17,091.21	14,554.80	11,147.93

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

24.1 Details of Dues to Micro Enterprises and Small Enterprises

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
The principal amount remaining unpaid to any supplier as at the end of the accounting year (No amount is due for more than 45 days)	25.74	8.75	22.60
The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond appointed day during the accounting year.	Nil	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil	Nil

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
The amount of interest accrued and remaining unpaid at the end of the accounting year.	Nil	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years. Until such date when the interest dues as above are actually paid to the small enterprise for the purpose of Disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil	Nil

NOTE NO.'25' OTHER CURRENT FINANCIAL LIABILITIES

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Current Maturities of Borrowings and Fixed Deposit			
Term Loans (Secured)	5,074.99	6,179.06	6,558.12
Fixed Deposit (Unsecured)	740.41	885.73	121.66
Other Liabilities			
Interest Accrued And Due	-	20.05	0.72
Unclaimed Dividend	32.89	36.48	38.49
Securities Deposits	216.63	94.84	52.20
Other Liabilities	309.10	361.65	386.42
Forward Contract Liability/(Assets)	78.39	(203.19)	(100.05)
Total	6,452.41	7,374.62	7,057.55

NOTE NO. '26' OTHER CURRENT LIABILITIES

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Revenue Received in Advance	383.17	479.94	390.45
Statutory Liabilities	2,240.46	1,499.40	1,227.83
Total	2,623.63	1,979.34	1,618.28

NOTE NO. '27' CURRENT LIABILITIES: PROVISIONS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Provisions for Employee benefits			
-For Gratuity	316.34	267.21	210.05
-For Leave Encashment	132.88	115.12	76.11
For Entry Tax (Net of payment)	-	7.23	445.39
Total	449.22	389.56	731.55

NOTE NO. '28' CURRENT TAX LIABILITIES (NET)

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
For Income Tax	1,048.92	1,084.92	2,275.02
Less : Advance Tax and TDS (As per Contra)	863.66	848.25	825.75
Total	185.26	236.67	1,449.27

NOTE NO. '29' REVENUE FROM OPERATIONS

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
(a) Sale of products	1,24,150.54	1,18,213.47
(b) Sale of services	2,543.78	2,434.88
Sale of Products & Services (Gross)	1,26,694.32	1,20,648.35
(c) Other Operating Revenue		
Export Benefits:		
- Duty Draw Back/MEIS / Other Benefits	2,813.24	4,800.93
Total	1,29,507.56	1,25,449.28

NOTE NO. '30' OTHER INCOME

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Interest Income		
Interest Income	248.99	345.38
Rental Income	25.17	25.15
Dividend Income		
Dividend Income	-	0.20
Other Non Operating Income		
Exchange Rate Fluctuation	898.16	828.97
Liabilities written back	17.68	-
Government Grants	78.68	71.78
Others	331.53	74.32
Gain on Fair Value Measurment of Investment	-	5.64
Total	1,600.21	1,351.44

NOTE NO. '31' COST OF MATERIALS CONSUMED

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Raw Material Consumed		
Opening stock	12,505.65	9,783.50
Add : Purchases	54,618.63	57,597.42
	67,124.28	67,380.92
Less : Closing stock	10,959.38	12,505.65
	56,164.90	54,875.27
Dyes & Chemicals Consumed	5,216.60	5,069.76
Total	61,381.50	59,945.03

NOTE NO. '32' CHANGES IN INVENTORIES

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
A. Finished Goods		
Opening Stock		
Yarn	4,510.93	3,665.20
Cloth	6,227.61	6,380.73
Garment	1,637.46	1,446.03
	12,376.00	11,491.96
Closing Stock		
Yarn	4,141.84	4,510.93
Cloth	6,747.34	6,227.61
Garment	1,841.11	1,637.46
	12,730.29	12,376.00
B. Work-in Progress		
Opening Stock		
Yarn	2,032.39	1,698.89
Cloth	3,319.50	3,459.37
Garment	717.60	796.08
	6,069.49	5,954.34
Closing Stock		
Yarn	1,851.43	2,032.39
Cloth	2,323.25	3,319.50
Garment	645.68	717.60
	4,820.36	6,069.49
C. Waste		
Opening Stock	58.37	40.19
Closing Stock	75.99	58.37
Total	877.22	(1,017.37)

NOTE NO. '33' MANUFACTURING EXPENSES

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Stores & Spare Parts Consumed	4,882.11	4,364.88
Packing Material Consumed	2,199.67	2,118.69
Power	957.57	831.72
Fuels	11,627.86	9,683.91
Job Charges	2,690.68	2,405.72
Repairs to : Plant & Machinery	650.46	1,161.77
Building	558.76	542.60
Others	198.87	259.09
Excise Duty	1.98	5.77
Total	23,767.96	21,374.15

NOTE NO. '34' EMPLOYEE BENEFITS EXPENSES

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Salaries, Wages, Allowance, Bonus etc.	21,127.41	19,366.49
Contribution to Provident & Other Funds	1,844.10	1,784.14
Workmen & Staff Welfare Expenses	613.24	667.79
Total	23,584.75	21,818.42

Disclosure as per Ind AS 19 'Employee Benefit'
A) Defined contribution plan

Employer's contribution to provident fund paid ₹ 1,287.63 Lakhs (Previous year ₹ 1,251.25 Lakhs) has been recognized as expense for the year. Employer's contribution to Employee State Insurance Corporation paid ₹ 425.95 Lakhs (Previous year ₹ 394.63 Lakhs) has been recognized as expense for the year.

The Company's Provident Fund is administered by the Trust. The Rules of the Company's Provident Fund administered by a Trust require that if the Board of the Trustees are unable to pay interest at the rate declared for Employees' Provident Fund by the Government under Para 60 of the Employees' Provident Fund Scheme, 1952 for the reason that the return on investment is less or for any other reason, then the deficiency shall be made good by the Company. Having regard to the assets of the fund and the return on the investments, the Company does not expect any deficiency in the foreseeable future.

B) Defined benefits plan

The Company has following post employment benefits which are in the nature of defined benefit plans:

Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan administered by a Trust and the Company makes contributions to recognised Trust.

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017
Change in defined benefit obligations:		
Defined benefit obligation, beginning of the year	1,833.26	1,589.40
Current service cost	456.15	361.86
Interest cost	126.11	116.23
Past service cost	85.86	-
Benefits paid	(276.36)	(273.17)
Actuarial (gains)/losses	(297.37)	38.95
Defined benefit obligation, end of the year	1,927.65	1,833.26

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017
Fair value of plan assets, beginning of the year	794.71	621.69
Return on plan assets, (excluding amount included in net Interest expense)	(1.11)	(2.72)
Interest income	66.03	54.58
Employer's contributions	462.02	394.33
Benefits paid	(276.36)	(273.17)
Fair value of plan assets, end of the year	1,045.29	794.71

Amount recognized in the balance sheet consists of:

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017
Present value of defined benefit obligation	1,927.65	1,833.26
Fair value of plan assets	1,045.29	794.71
Net liability	882.36	1,038.55
Amounts in the balance sheet:		
Current Liability	316.34	267.21
Non-current liabilities	566.02	771.34
Net liability	882.36	1,038.55

Total amount recognized in Profit or Loss consists of:

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Current service cost	456.15	361.86
Past Service Cost	85.86	-
Net Interest	60.08	61.64
Total Expense recognised in statement of profit or loss	602.09	423.50

Net Interest Consists:

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Interest Expenses	126.11	116.23
Interest Income	66.03	54.58
Net Interest	60.08	61.65

Amount recognized in other comprehensive income consists of:

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Actuarial (Gain)/Loss on Obligation	(297.37)	38.95
Return on Plan Assets excluding net Interest	1.11	2.72
Total Actuarial (Gain)/Loss recognised in (OCI)	(296.26)	41.67

Actuarial (Gain)/Loss on obligation Consists:

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Actuarial (gains)/losses arising from changes in demographic assumptions	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	(47.48)	110.02
Actuarial (gains)/losses arising from changes in experience adjustments on plan liabilities	(249.89)	(71.07)
Total Actuarial (Gain)/Loss	(297.37)	38.95

Return on Plan Assets excluding net Interest Consists

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Actual Return on plan assets	64.92	51.86
Interest Income included in Net Interest	66.03	54.58
Return on Plan Assets excluding net Interest	(1.11)	(2.72)

Information for funded plans with a defined benefit obligation less than plan assets:

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017
Defined benefit obligation	1,927.65	1,833.26
Fair value of plan assets	1,045.29	794.71
Net Liability	882.36	1,038.55

The assumptions used in accounting for the Gratuity are set out below:

Particulars	As at 31 st March 2018	As at 31 st March 2017
Discount rate	7.67%	7.44%
Mortality	IALM (2006-08) Ult.	IALM (2006-08) Ult.
Rate of increase in compensation level of covered employees	4.00%	4.00%
Expected Return on Plant Assets	7.67%	7.44%
Expected average remaining services	22.20	22.34
Retirement age	60 Years	60 Years
Employee Attrition rate	Upto Age 45: 2% 46 and above: 1%	Upto Age 45: 2% 46 and above: 1%

Sensitivity Analysis:

The table below outlines the effect on the service cost, the interest cost and the defined benefit obligation in the event of a decrease/increase of 1% in the assumed rate of discount rate.

Assumptions	Change in assumption	Change in PV of obligation Gratuity	
		31.03.2018	31.03.2017
Discount rate	Increase by 1%	1744.69	1,645.08
	Decrease by 1%	2151.54	2,064.62
Salary escalation rate	Increase by 1%	2151.49	2,062.99
	Decrease by 1%	1742.78	1,543.63

Expected Payout

(₹ In Lakhs)

Particulars	First Year	Second year	Third to fifth year	More than 5 Years
PVO payout Gratuity as of 31 st March 2018	316.34	114.43	499.32	1,416.35
PVO payout Gratuity as of 31 st March 2017	267.21	171.80	461.58	309.81

Plan Assets

Plan assets comprise the following

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Deposit with Insurance Company (LIC)			
Group Insurance Scheme	1,045.29	794.71	621.69

Risk Exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

a) Asset volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments are in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk with derivatives to minimize risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments which have low correlation with equity securities. The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit. The Company has a risk management strategy where the aggregate amount of risk exposure on a portfolio level is maintained at a fixed range. Any deviations from the range are corrected by rebalancing the portfolio. The Company intends to maintain the above investment mix in the continuing years.

b) Changes in discount rate

A decrease in discount rate will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.

c) Inflation risks

In the pension plans, the pensions in payment are not linked to inflation, so this is a less material risk.

d) Life expectancy

The pension plan obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

The Company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans. Within this framework, the Company's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency.

The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Company has not changed the processes used to manage its risks from previous periods. The Company uses derivatives to manage some of its risk. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.

C) Other Long Term Employee Benefit**Leave Encashment**

Amount of ₹ 193.38 Lakhs (March 31, 2017 ; ₹ 217.15 Lakhs) is recognised as expenses and included in Note No 34 " Employee benefit expenses.

NOTE NO. '35' FINANCE COST

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Interest Expense*	4,903.68	5,297.86
Other Borrowing Cost	1,009.72	1,004.96
Total	5,913.40	6,302.82

*Net of subsidy of ₹ 471.01 Lakhs (Previous Year ₹ 683.63 Lakhs) under Technology Upgradation Fund Scheme.

NOTE NO. '36' DEPRECIATION AND AMORTISATION EXPENSES

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Amortisation of Leasehold Land (Refer Note 2)	4.81	5.21
Depreciation (Refer Note 2)	5,751.90	5,757.66
	5,756.71	5,762.87
Impairment Losses (Refer Note 3)	83.46	-
Total	5,840.17	5,762.87

NOTE NO. '37' OTHER EXPENSES

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Administrative Expenses		
Rent	156.75	168.26
Rates and Taxes	222.61	632.58
Insurance Charges	87.43	62.26
Payment to Auditors		
As Auditors -Fees	18.00	18.64
-Expenses	2.12	2.87
In other capacity		
-Tax Audit Fees	-	2.64
-Certification	2.71	7.38
-Taxation Matters	-	4.72
Director's Sitting Fees	17.10	16.83
Travelling Expenses	182.27	168.55
Director's Travelling Expenses	10.96	13.28
Foreign Travelling Expenses	204.41	273.10
Communication Expenses	408.08	207.35
Legal & Professional Expenses	235.20	186.91
Charity & Donation	17.84	16.56
Loss on forward exchange contracts	-	5.12
Expenses on Corporate Social Responsibility (CSR)	65.95	47.59
Conveyance Expenses	124.40	132.39
Business Promotion Expenses	101.40	96.78
Computer Charges	105.24	113.45
Conveyance Reimbursement Expense	28.40	22.65
Vehicles Maintenance	64.81	83.99
Water & Electricity Charges	50.90	37.68
Printing & Stationery	58.87	115.48
Commission to Selling Agents	1,747.30	1,777.73
Brokerage and Discounts	525.35	384.64
Freight, Octroi and Forwarding Charges	3,233.59	3,146.98
Claims	293.44	463.48
Other Selling Expenses	26.96	10.45
Loss on Fair Value Measurement of Investment through FVTPL	9.37	3.30
Advertisements	13.82	12.79
Provision for Doubtful Debts	118.32	352.50
Miscellaneous Expenses*	448.98	360.08
Total	8,582.58	8,949.01

* Miscellaneous expenses include Taxi Hire Charges, Diwali Expenses, Office Maintains Expenses etc.

NOTE NO. '38' EXCEPTIONAL ITEMS

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Profit/(Loss) of Sales of Property, Plant and Equipments	138.57	(107.36)
Loss on Disposal of Investment	(3.46)	-
Total	135.11	(107.36)

NOTE NO. '39' EARNINGS PER SHARE

Particulars		For the year ended 31 st March 2018	For the year ended 31 st March 2017
a) Amount used as the numerator profit after tax	₹ In Lakhs	791.67	1,898.72
b) Weighted average number of equity shares used as the denominator in computing basic earning per share.	Nos.	171,16,042	171,16,042
c) Nominal value per share	₹	10.00	10.00
d) Earnings Per Share:			
- Basic	₹	4.63	11.09
- Diluted	₹	4.63	11.09

Disclosures**Note no 40. Disclosure as per Ind AS 12 'Income Tax'****a) Income Tax Expense****i) Income Tax recognised in the statement of profit & loss account**

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Current Tax Expenses		
Current Income Tax	619.47	772.42
Adjustment for earlier year	(5.47)	12.31
Total current Tax expenses	614.00	784.73
Deferred tax		
Deferred Tax Expenses	(319.28)	(141.51)
Total deferred tax expenses	(319.28)	(141.51)
Total Income tax expenses	294.72	643.22

ii) Income tax recognised in other comprehensive income (OCI)

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Current Tax Expenses		
Net actuarial gain/(loss) on defined benefit plan	102.53	(14.42)
Total current Tax expenses	102.53	(14.42)

iii) Reconciliation of tax expense and accounting profit multiplied by India's domestic rate

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Profit before tax	1,382.65	2,500.27
Tax using the company tax rate of 34.608%	478.51	865.29
Tax effect of :		
Investment Allowances	-	(253.06)
Exempt Income (Dividend)	-	(0.07)
Non deductible tax expenses (CSR)	22.82	16.47
Expenses not allowable for tax purposes	1.59	
Non deductible tax expenses (Donation)	6.17	5.73
Previous year tax liability	5.47	(12.31)
Others	(117.32)	6.74
Total tax expenses in the statement of profit and loss account	397.25	628.80

Movement in deferred tax balances

31st March 2018

(₹ In Lakhs)

Particulars	Net Balance 1 st April 2017	Recognised in profit and loss	Recognised in OCI	Others	Net Balance 31 st March 2018
i) Difference between accounting and tax	5,933.03	(252.56)	-	-	5,680.47
ii) On account of Forward Contract	100.37	(127.76)	-	-	(27.39)
i) Provision for doubtful debts	484.37	39.16	-	-	523.53
ii) Disallowances under section 43B for non payment of expenses	512.96	(512.91)	-	-	0.05
iii) Employee Benefits	462.60	392.58	-	-	855.18
iv) Deferred Tax on Account of Deferred Government Grant	83.43	20.13	-	-	103.56
Net tax assets/(liabilities)	4,490.05	(319.28)	-	-	4,170.76

31st March 2017

(₹ In Lakhs)

Particulars	Net Balance 1 st April 2016	Recognised in profit and loss	Recognised in OCI	Others	Net Balance 31 st March 2017
i) Difference between accounting and tax	6,018.20	(85.17)	-	-	5933.03
ii) On account of Forward Contract	53.65	46.72	-	-	100.37
i) Provision for doubtful debts	388.73	95.64	-	-	484.37
ii) Disallowances under section 43B for non payment of expenses	588.73	(75.77)	-	-	512.96
iii) Employee Benefits	430.57	32.03	-	-	462.60
iv) Deferred Tax on Account of Deferred Government Grant	32.26	51.17	-	-	83.43
v) MAT Credit Entitlement	831.77	-	-	-	-
Net tax assets/(liabilities)	3,799.80	(141.51)	-	-	4,490.05

Note no. 41. Disclosure as per Ind AS 2 'Inventories'

Amount of inventories recognised as expense during the year is as under:

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Cost of Material Consumed	61,381.50	59,945.03
Fuel & Oil	12,585.43	10,515.63
Packing Material Consumed	2,199.67	2,118.69
Stores & Spare Parts Consumed	4,882.11	4,364.88
Total	81,048.71	76,944.23

Note No. 42. Disclosure as per Ind AS-17 "Leases"**Operating Lease****I. Lease as Lessee**

Factory building of Surat Unit is taken on non-cancellable with option to renewal for the period of 30 Years and it's in the nature of operating lease. Consideration for the same is already paid at the inception of the lease, hence no obligation disclosure required.

II. Lease as Lessor

Rent Income includes Lease Rental received toward Building. Such Operating Lease is for a period of 10 years with the option of renewal on mutual consent and premature termination of agreement through agreed notice period.

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Future Minimum lease rental under non-cancellable operating lease :		
Not later than one year;	5.28	5.28
Later than one year and not later than five years;	15.40	20.68
Later than five years;	-	-
Lease Income recognized in the statement of profit and loss	5.28	5.28

Note No. 43. Disclosure as per Ind AS-27, Separate Financial Statement

Interest in Joint Venture

Name of Entity	Place of Business/Country Of Incorporation	Proportion Of Ownership Interest		
		As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	India	50%	50%	50%

Accounting Method used for consolidation purpose is Equity Method.

Nature of the business of Joint Venture Entity is Textile

The Company's share of assets, liabilities, income and expenses of Joint Venture is as follows:

(₹ In Lakhs)

Particulars	Financial Year	Assets	Liabilities	Income	Expenses	Profit
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	2017-18	628.43	357.49	1,287.45	1,237.64	49.81
	2016-17	550.94	335.46	825.01	810.61	14.41

Note No. 44. Disclosure as per Ind AS 21 'The Effects of Changes in Foreign Exchange Rates

The amount of exchange differences (net) credited to the Statement of Profit & Loss is ₹ 898.16 Lakhs (31 March, 2017: credited of ₹ 828.97 Lakhs).

Note No. 45. Disclosure of Corporate social responsibility(CSR)

As per section 135 of Companies Act 2013, the company is required to spend in every financial year , at least 2% of the average net profits of the company made during the three immediately preceding financial year in accordance with its CSR policy.

A. Gross amount required to be spent by the Company during the year 2017-18 - ₹ 54.13 Lakhs (Previous Year 2016-17 - ₹ 70.89 Lakhs)

B. Amount spent during the year on:

Particulars	Year 2017-18			Year 2016-17		
	In Cash	Yet to be paid in cash	Total	In Cash	Yet to be paid in cash	Total
i) Construction/Acquisition of any assets	-	-	-	-	-	-
ii) Purposes other than (i) above	65.95	-	65.95	47.59	23.30	70.89

Note no. 46. Disclosure as per Ind AS 24 'Related party Disclosures'

The Company has identified all the related parties as per details given below:

List of Related Parties:

a) Joint Venture:

Tesca Textiles & Seat Components (India) Private Limited
(Formerly known as Treves Banswara Private Limited)

b) Key Managerial Personnel :

Shri R.L.Toshniwal (Chairman)
Shri Ravindra Kumar Toshniwal (Managing Director)
Shri Rakesh Mehra (Vice Chairman)
Shri Shaleen Toshniwal (Joint Managing Director)
Shri J.K. Jain (Chief Financial Officer)

c) Independent/Non Executive Director

Shri P. Kumar
Shri D.P. Garg
Shri S.B. Agarwal
Shri Vijay Kumar Agarwal
Shri Kamal Kishore Kacholia
Shri A. N. Jariwala (up to 08th August, 2016)
Shri Vijay Mehta
Dr. Vijayanti Ajit Pandit
Shri J.M. Mehta

d) Enterprises where Key Managerial Personnel has control /interest:

Dhruv Impex
Mehra International
Lawson Trading Co. Pvt. Ltd.
Niral Trading Pvt. Ltd.
Moonfine Trading Co. Pvt. Ltd.
Speed Shore Trading Co. Pvt. Ltd.
Toshniwal Trust
Lawson Corporation
RR Toshniwal Enterprises
Excel Pack Limited
The Synthetic and Rayon Textiles Export Promotion Council
Shaleen Synthetics

e) Relative of Key Managerial Personnel where transactions have taken place :

Shri Rameshwar Lal Ravindra Kr Toshniwal HUF
Shri Ravindra Kumar Toshniwal HUF
Shri Dhruv Toshniwal
Shri Udit Toshniwal
Smt. Prem Toshniwal
Smt. Navneeta Mehra
Smt. Radhika Toshniwal
Smt. Sonal Toshniwal
Smt. Kavita Soni
Ms. Diya Toshniwal
Smt. Sushila Devi Jain
Smt. Anita Jain
Shri Garvit Jain
Shri J.K. Jain HUF
Smt. Suman Jain
Shri Saurabh Agarwal And Sons Huf
Shri S S Agarwal Huf
Smt. Sunita Agarwal

Note: Related party relationship is as identified by the Company and relied upon by the Auditors.

Transactions carried out with related parties referred in 1 above, in ordinary course of business:

(₹ In Lakhs)

Nature of transaction	Influence	2017-18	2016-17
Sales of Goods and Materials			
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture	691.97	850.27
Purchase of Goods and Materials			
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture	0.89	1.92
Rendering of Services			
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture	118.30	130.68
Receiving of Services			
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture	4.80	-
Remuneration			
Shri R.L. Toshniwal	Key Managerial Personnel	126.61	113.98
Shri Ravindra Kumar Toshniwal		119.10	105.07
Shri Rakesh Mehra		116.16	104.75
Shri Shaleen Toshniwal		104.57	92.91
Shri J.K. Jain		49.76	43.51
Shri Dhruv Toshniwal	Relative of Key Managerial Personnel	13.04	-
		10.85	6.88
Smt Kavita Soni		44.39	37.94
Smt Anita Jain		6.87	6.78
Interest Expenses			
Shri Ravindra Kumar Toshniwal	Key Managerial Personnel	1.58	1.15
Shri Shaleen Toshniwal		4.71	5.18
Smt Prem Toshniwal	Relative of Key Managerial Personnel	19.20	17.20
Smt Radhika Toshniwal		1.11	1.15
Smt Sonal Toshniwal		0.40	0.58
Shri Dhruv Toshniwal		1.32	1.61
Shri Udit Toshniwal		0.81	0.81
Smt Kavita Soni		1.15	2.25
Shri J.K. Jain HUF		1.25	0.83
Smt Anita Jain		0.25	-
Smt Sushila Devi Jain		1.95	1.79
Shri Garvit Jain		1.19	0.87
Shri S.B. Agarwal & Sons HUF	Relative of Non Executive Director	1.42	1.73
Shri Saurabh Agarwal & Sons HUF		1.64	1.96
Shri S.S. Agarwal HUF		1.38	1.73
Smt Suman Jain		0.60	0.92
Smt Sunita Agarwal		-	0.35
Sitting Fees - Non Executive Directors			
Shri S.B. Agarwal	Non Executive Director	3.00	2.70
Shri K.K. Kacholia		3.00	2.70
Shri P. Kumar		3.30	3.05
Shri D.P. Garg		1.80	1.55
Shri Vijay Mehta		2.10	1.80
Shri J.M. Mehta		1.50	0.60
Shri V.K. Agarwal		0.60	0.60
Dr. Vijayanti Ajit Pandit		1.80	1.50
Shri A.N. Jariwala		-	0.30
Fixed Deposit Accepted			
Shri Ravindra Kumar Toshniwal	Key Managerial Personnel	100.00	-
Shri Shaleen Toshniwal		70.00	-

Nature of transaction	Influence	2017-18	2016-17
Smt Prem Toshniwal	Relative of Key Managerial Personnel	87.00	32.00
Smt Radhika Toshniwal		27.00	-
Smt Anita Jain		6.00	-
Smt Sushila Devi Jain		4.00	6.00
Shri Garvit Jain		-	5.00
Shri J.K. Jain HUF		-	6.00
Shri S.B. Agarwal & Sons HUF	Relative of Non Executive Director	-	7.00
Shri Saurabh Agarwal & Sons HUF		-	7.00
Shri S.S. Agarwal HUF		-	7.00

(₹ In Lakhs)

Nature of transaction	Influence	2017-18	2016-17
Fixed Deposit Repayment			
Shri Ravindra Kumar Toshniwal	Key Managerial Personnel	10.00	-
Shri Shaleen Toshniwal		45.00	-
Smt Prem Toshniwal	Relative of Key Managerial Personnel	62.00	-
Smt Radhika Toshniwal		7.00	-
Smt Sonal Toshniwal		3.00	-
Shri Dhruv Toshniwal		5.00	-
Smt Kavita Soni		10.00	-
Smt Sushila Devi Jain		3.00	-
Shri S.B. Agarwal & Sons HUF	Relative of Non Executive Director	5.00	7.00
Shri Saurabh Agarwal & Sons HUF		5.00	7.00
Shri S.S. Agarwal HUF		5.00	7.00
Fixed Deposits Payable			
Shri Ravindra Kumar Toshniwal	Key Managerial Personnel	100.91	10.00
Shri Shaleen Toshniwal		71.90	45.00
Smt Prem Toshniwal	Relative of Key Managerial Personnel	195.69	162.00
Smt Radhika Toshniwal		30.48	10.00
Smt Sonal Toshniwal		2.10	5.00
Shri Dhruv Toshniwal		9.46	14.00
Shri Udit Toshniwal		7.36	7.00
Smt Kavita Soni		10.52	20.00
Shri J.K. Jain HUF		12.57	12.00
Smt Anita Jain		6.23	-
Smt Sushila Devi Jain		21.95	17.00
Shri Garvit Jain		11.53	11.00
Shri S.B. Agarwal & Sons HUF	Relative of Non Executive Director	10.52	15.00
Shri Saurabh Agarwal & Sons HUF		12.61	17.00
Shri S.S. Agarwal HUF		10.49	15.00
Smt Suman Jain		8.14	8.00
Smt Sunita Agarwal		-	3.00
Amount Receivable			
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	Joint Venture	115.96	251.16
Security Deposit Payable			
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	Joint Venture	0.80	0.80

In respect of the outstanding balance recoverable from related parties as at 31st March 2018, no provision for doubtful debts is required to be made. During the year, there were no amounts written off or written back from such parties.

Compensation to Key Managerial Personnel of the Company.

Particulars	Year ended 31 st March 2018	Year ended 31 st March 2017
Short term employee benefits	506.65	450.35
Post-employment benefits	26.66	24.67
Total	533.31	475.02

Note No. 47. Disclosure as per Ind AS 37 'Provisions, contingent liabilities and contingent assets'

1. Contingent liabilities not provided for in respect of:- (₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Bills discounted/Purchased with banks remaining outstanding			
(i) Against foreign LC	2,902.42	3,222.00	3,766.25
(ii) Others	1,007.95	1,517.81	2,083.88
Letter of Credit established with banks :-			
(i) Revenue account	1,137.53	144.03	40.14
(ii) Capital account	66.38	167.44	1,279.47
Guarantees given by the bank on behalf of the Company for which FDRs ₹ 38.37 Lakhs; (31 st March 2017 ₹ 38.59 Lakhs; 01 st April 2016 ₹ 105.01 Lakhs) pledged with them.	300.85	338.56	925.10
Claims against the company not acknowledged as debt: -			
(a) Under Tax Laws [payment made under protest ₹ 330.68 Lakhs (31 st March 2017 ₹ 327.89 Lakhs; 1 st April 2016 ₹ 161.33 Lakhs)]	1,409.81	1,490.63	1,044.31
(b) On Revenue account (paid under protest ₹ 11 Lakhs (31 March, 2017 ₹ 11 Lakhs; 1 st April 2016 ₹ 11 Lakhs)	32.35	31.91	31.48

There is no reimbursement possible on account of contingent liabilities.

2. Capital Commitments:

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows: (₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Estimated amount of contracts remaining to be executed on Capital account	53.11	30.57	109.18
Export obligation against EPCG licenses	2,860.00	5,768.00	1,546.27

Note No. 48. Disclosure as per Ind AS 36 'Impairment of Assets'

As required by Ind AS 36, an assessment of impairment of assets was carried out and based on such assessment, the Company has accounted impairment losses as below:

Plant and Machinery lying in Capital work in progress as non operative condition since 4 to 5 years amounting to ₹ 83.46 Lakhs was impaired. it is in dismantled condition, stacked haphazardly. These machinery needs extensive over hauling which involves replacement of major parts & PCBs. These machines are obsolete and parts are not readily available in national market. The machinery has no economics life."

Note No. 49. Disclosure as per Ind AS 16 'Property, Plant and Equipment'

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

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Current Assets			
Financial Assets			
Trade Receivables	18,357.24	15,818.29	16,235.22
Term Deposits held as margin money	702.10	444.07	379.35
Non-Financial Assets			
Inventories	30,956.74	32,915.78	29,063.61
Total Current assets pledged as security	50,016.08	49,178.14	45,678.18

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Non-Current Assets			
Land	1,208.46	627.28	632.49
Building	12,732.22	12,633.66	310.08
Plant & Equipment	29,402.19	33,024.55	32,860.91
Furnitures	342.73	415.73	453.18
Others	1,815.82	1,895.25	13,954.72
Total Non-Current assets pledged as security	45,501.42	48,596.47	48,211.38
Total Assets pledged as security	95,517.50	97,774.61	93,889.56

Note No. 50. Disclosure as Per Ind AS-103, Business Combination

During the Financial year 2016-17, Rajasthan High Court, Jodhpur has sanctioned the scheme of amalgamation of Banswara Global Limited ("BGL") and Banswara Fabric Limited ("BFL") with the Company with effect from 11.08.2016 under the provision of section 391 to 394 of the Companies Act, 1956.

In terms of Ind AS 103, this combination is accounted for as a combination under common control. Accordingly the same is accounted for as per the 'Pooling of Interest Method' and information of prior periods are restated as if the control was in existence prior to the date of transition.

Disclosure as per Appendix C of Ind AS-103, Business Combination

Amalgamation of Banswara Global Ltd. ("BGL") and Banswara Fabric Ltd. ("BFL") with the Company:-

a) Name of Amalgamating Companies	Banswara Global Limited	Banswara Fabric Limited
b) Nature of Business of Amalgamating Companies	Manufacturing Textile Product	Manufacturing Textile Product
c) Effective Date of Amalgamation for Accounting Purpose	1 st April 2016	1 st April 2016
d) Method of Accounting used to select the Amalgamation	Pooling of Interest Method	Pooling of Interest Method
e) Date of Obtaining Control on Amalgamating Companies	19 th October 2013 for BGL	Financial Year 1982-83 for BFL
f) Particulars of Scheme sanctioned under a Statute	Scheme of amalgamation sanctioned by Hon'ble Rajasthan High Court, Jodhpur with effect from 11 th August 2016 under the provision of sections from 391 to 394 of the Companies Act, 1956	Scheme of amalgamation sanctioned by Hon'ble Rajasthan High Court, Jodhpur with effect from 11 th August 2016 under the provision of sections from 391 to 394 of the Companies Act, 1956
g) Description and Number of shares issued	- No shares issued to shareholders of BGL	1,86,667 shares issued to shareholders of BFL
h) Shares Exchange Ratio	-No exchange ratio since no shares are issued to BGL	2 shares of the Company for every 5 shares of BFL
i) Treatment of difference arisen on Amalgamation	₹ (213.01) Lakhs being difference of value of shares of BGL accounted for as Capital Reserve	₹ 28 Lakhs being difference of value of shares of BFL accounted for as Capital Reserve

Reconciliation of Capital Reserve as on 1st April 2016 :-

(₹ In Lakhs)

Capital Reserve as per previous GAAP	205.44
Add : Due to merger with Banswar Fabrics Ltd.	28.00
Less : Due to merger with Banswar Global Ltd.	(213.01)
Capital Reserve as per Ind AS	20.43

Note No. 51. Disclosure as per Ind AS 108 'Operating segment.

- (a) The Company is engaged in production of textile products having integrated working and captive power generation. For management purpose, Company is organized into major operating activity of the textile products. The Company has no activity outside India except export of textile products manufactured in India. Thereby, no geographical segment and no segment wise information is reported.

- (b) The company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below.

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Revenue from external customers	56,019.30	56,842.76
India	73,488.26	68,606.52
Total	1,29,507.56	1,25,449.28

Detail of Country wise Revenue from Major Countries

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Vietnam	5,470.72	4,100.10
Korea	4,893.05	3,070.53
Turkey	4,331.93	2,754.05
United State of America	3,793.08	4,663.85
United Kingdom	3,243.99	3,707.34
Bangladesh	3,366.07	3,312.26
South Africa	2,404.86	2,056.33
Maxico	2,355.33	2,630.24
Others	26,160.27	30,548.06
Total	56,019.30	56,842.76

Note No. 52. Disclosure as per Ind AS 107 'Financial instrument disclosure'**A) Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio and includes within net debt, interest bearing loans and borrowings less cash and short-term deposits (including other bank balance).

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Gross Debt	53,627.37	55,985.02	57,451.80
Less : Cash and cash equivalents	369.97	784.13	1,032.17
Net Debt (A)	53,257.40	55,200.89	56,419.63
Total Equity (B)	27,014.68	26,235.28	24,771.33
Gearing Ratio (A/B)	1.97	2.10	2.28

B) Financial risk management

The Company's principal financial liabilities comprise Borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade & other receivables, loan given, cash & cash Equivalent, Investment, deposits.

Company is exposed to following risk from the use of its financial instrument:

- (a) Credit Risk
- (b) Liquidity Risk
- (c) Market Risk
- (d) Foreign Currency Risk
- (e) Interest Rate Risk

The Company's Financial Risk Management is an integral part of how to plan and execute its business strategies. The Company's financial risk management is set by the Managing Board.

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Company. Credit risk arises principally from trade receivables, loans & advances, cash & cash equivalents and deposits with banks and financial institutions.

Trade Receivable

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 7 days to 90 days credit term. Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit. The Company has no concentration of credit risk as the customer base is widely distributed both economically and geographically.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on actual incurred historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 11. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. The requirement of impairment is analysed as each reporting date.

Other Financial Instruments and Cash & Cash Equivalent

The Company maintain its cash & cash equivalent in current account to meet the day to day requirements, in fixed deposits for bank margin & to meet regulatory requirements for repayment of deposits. Other financial instruments are loan given to employee, Investment and Deposit. The Company's maximum exposure to credit risk for the component of the Balance Sheet as of 31st March, 2018, 31st March, 2017 & 1st April, 2016 is the carrying amount as disclosed in Note 10,12, 13, 14 & 15.

Provision for Expected Credit or Loss

- (a) Financial assets for which loss allowance is measured using 12 month expected credit losses.
The Company has assets where the counter-parties have sufficient capacity to meet the obligations and where the risk of default is very low. Accordingly, no loss allowance for impairment has been recognised.
- (b) Financial assets for which loss allowance is measured using life time expected credit losses.
The Company provides loss allowance on trade receivables using life time expected credit loss and as per simplified approach

Ageing of trade receivables

The Ageing of trade receivables is as below:

(₹ In Lakhs)

Particulars	0-180 days past due	181-365 days past due	1-2 years past due	2-5 years past due	> 5 Years due	Total
Gross Carrying amount as on 31.03.2018	18,355.95	999.12	272.57	226.51	-	19,855.45
Impairment loss recognised on above	-	999.12	272.57	226.51	-	1,498.21
Gross Carrying amount as on 31.03.2017	15,053.82	1,392.49	103.04	188.78	479.73	17,217.87
Impairment loss recognised on above	-	628.03	103.04	188.78	479.73	1,399.58
Gross Carrying amount as on 01.04.2016	15,761.73	371.69	202.18	543.13	479.73	17,358.45
Impairment loss recognised on above	-	-	100.37	543.13	479.73	1,123.23

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

(₹ In Lakhs)

Particulars	On Demand	0 -1 years	1-5 years	More than 5 years	Total
Year ended March 31st, 2018					
Term Loans*	-	5,815.39	15,249.27	3,185.64	24,250.29
Trade Payables		17,091.21	-	-	17,091.21
Other Financial Liabilities#	29,488.36	525.73	-	-	30,014.09
Total	29,488.36	23,432.33	15,249.27	3,185.64	71,355.59
Year ended March 31st, 2017					
Term Loans*	-	7,064.80	16,407.00	3,470.15	26,941.95
Trade Payables	-	14,554.80	-	-	14,554.80
Other Financial Liabilities#	28,876.36	476.54	-	-	29,352.90
Total	28,876.36	22,096.14	16,407.00	3,470.15	70,849.65
Year ended April 1st, 2016					
Term Loans*	-	6,569.78	18,103.49	3,665.35	28,338.61
Trade Payables	-	11,147.93	-	-	11,147.93
Other Financial Liabilities#	29,051.66	439.34	-	-	29,490.99
Total	29,051.66	18,157.04	18,103.49	3,665.35	68,977.53

*Includes contractual interest payment based on interest rate prevailing at the end of reporting period over tenure of the borrowings and also include fixed deposit received from Shareholders

Current maturity of long-term borrowings is included in interest bearing borrowing part in above note.

Overdraft or other on demand loan facility, if any available with the Company to be disclosed, to the extent undrawn

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

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Floating rate borrowings			
Term Loan	1,618.97	1,115.72	1,979.94
Cash Credit and Export Credit Packing Facility	11,103.27	10,756.23	9,380.23
Total	12,722.24	11,871.95	11,360.17

(c) Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Board of Directors is responsible for setting up of policies and procedures to manage market risks of the Company. All such transactions are carried out within the guidelines set by the Managing Board.

(d) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign currency risk on certain transactions that are denominated in a currency other than entity's functional currency, hence exposure to exchange rate fluctuations arises. The risk is that the functional currency value of cash flows will vary as a result of movements in exchange rates. The company uses forward contracts to mitigate its risk from foreign currency fluctuations.

Derivative instruments and unhedged foreign currency exposure

(a) Derivative outstanding as at the reporting date (Foreign Currency in Lakhs)

Particulars	Currency	31 st March 2018	31 st March 2017	1 st April 2016
Forward Contract to sell	USD	169.93	78.59	71.01
Forward Contract to sell	EURO	5.28	0.40	-
Forward Contract to sell	GBP	2.50	5.18	-

(b) Particulars of unhedged foreign currency exposure as at the reporting date

The currency profile of financial assets and financial liabilities as at 31st, March 2018, 31st, March 2017 and 1st, April 2016 are as below:

31st, March 2018

(Foreign Currency in Lakhs)

Particulars	USD	EURO	GBP	Others	Total
Financial Assets					
Trade & other receivables	102.13	10.28	6.10	0.19	118.70
Cash & cash equivalents	0.03	0.04	-	-	0.07
Derivatives-Forward Contracts	169.93	5.28	2.50	-	177.71
Financial Liabilities					
Trade payable & other financial liabilities	26.68	2.96	0.71	4.00	34.36

31st, March 2017

(Foreign Currency in Lakhs)

Particulars	USD	EURO	GBP	Others	Total
Financial Assets					
Trade & other receivables	51.77	6.99	3.84	-	62.60
Cash & cash equivalents	0.03	-	-	-	0.03
Derivatives-Forward Contracts	78.59	0.40	5.18	-	84.17
Financial Liabilities					
Trade payable & other financial liabilities	0.90	0.13	-	0.05	1.08

1st, April 2016

(Foreign Currency in Lakhs)

Particulars	USD	EURO	GBP	Others	Total
Financial Assets					
Trade & other receivables	71.88	3.42	2.26	-	77.57
Cash & cash equivalents	2.42	-	-	-	2.42
Derivatives-Forward	71.01	-	-	-	71.01
Financial Liabilities					
Trade payable & other financial liabilities	1.90	1.00	0.07	0.51	3.50
Derivatives-Forward Contracts	20.00	-	-	-	20.00

Foreign Currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD ,EURO and GBP rates to the functional currency of respective entity, with all other variables held constant. The Company's exposure to foreign currency changes for all other currencies is not material. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

(₹ in Lakhs)

Particulars	31 st March, 2018			
	USD	EURO	GBP	Others
1% Appreciation in INR				
Impact on Equity	-	-	-	-
Impact on P&L	158.73	10.52	7.32	(1.04)
1% Depreciation in INR				
Impact on Equity	-	-	-	-
Impact on P&L	(158.73)	(10.52)	(7.32)	1.04

(₹ in Lakhs)

Particulars	31 st March, 2017			
	USD	EURO	GBP	Others
1% Appreciation in INR				
Impact on Equity	-	-	-	-
Impact on P&L	(20.58)	4.00	(1.20)	(0.19)
1% Depreciation in INR				
Impact on Equity	-	-	-	-
Impact on P&L	20.58	(4.00)	1.20	0.19

(₹ in Lakhs)

Particulars	1 st April, 2016			
	USD	EURO	GBP	Others
1% Appreciation in INR				
Impact on Equity	-	-	-	-
Impact on P&L	(49.42)	(2.75)	(1.63)	1.56
1% Depreciation in INR				
Impact on Equity	-	-	-	-
Impact on P&L	49.42	2.75	1.63	(1.56)

The Company's investment consists of investments in publicly traded companies held for purposes other than trading. Such investments held in connection with non-consolidated investments represent a low exposure risk for the Company and are not hedged.

As at 31st, March 2018 Company does not have material exposure to listed or unlisted equity price risk.

Interest Rate Risk

Interest rate risk arises from the sensitivity of financial assets and liabilities to changes in market rates of interest.

The Company is exposed to interest rate risk arising mainly from long term borrowings with floating interest rates. The Company is exposed to interest rate risk because the cash flows associated with floating rate borrowings will fluctuate with changes in interest rates. The Company manages the interest rate risks by entering into different kinds of loan arrangements with varied terms.

At the reporting date the interest rate profile of the Company's interest-bearing financial instruments is as follows:

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Financial Assets			
Fixed Rate			
Loans	188.03	152.41	132.68
Security Deposit	-	-	-
Bank Deposit	244.12	382.65	590.27
Total	432.15	535.06	722.95
Financial Liabilities			
Fixed Rate Instruments			
Security Deposit from Vendor	216.63	94.84	52.20
Deposits from Shareholders	2,935.41	1,685.73	1,228.66
	3,152.04	1,780.57	1,280.86
Variable Rate Instruments			
Term Loans	21,314.88	25,256.22	27,109.92
Loan repayable on demand	29,377.08	29,043.07	29,113.22
	50,691.96	54,299.29	56,223.14
Total	53,844.00	56,079.86	57,504.00

As at March 31st, 2018, approximately 5.85% of the Company's Borrowings are at fixed rate of interest (March 31st, 2017 : 3.18% and April 1st, 2016 : 2.23%)

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:

(₹ In Lakhs)

Particulars	31 st March, 2018	31 st March, 2017
31st March 2018		
Term Loans	106.36	(106.36)
Loan repayable on demand	140.74	(140.74)
	247.10	(247.10)
31st March 2017		
Term Loans	125.81	(125.81)
Loan repayable on demand	138.12	(138.12)
	263.93	(263.93)

Note No. 53. Disclosure as per Ind AS 113 Fair Value Measurement

Fair Value Hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are:-

- recognised and measured at fair value and;
- measured at amortised cost and for which fair values are disclosed in financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard.

Fair value are categorised into different level in a fair value hierarchy which are as follows:

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices.

- Level 2** : The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates.
- Level 3** : If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3 is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable market transactions and dealer quotes of similar instruments.

Valuation Techniques used to determine fair values:

A) Specific valuation technique is used to determine the fair value of the financial instruments which include:

- For financial instruments other than (ii) and (iii)- the use of quoted market prices
- For financial liabilities (domestic currency loans) :- appropriate market borrowing rate of the entity as of each balance sheet date used.
- For financial assets (employee loans) : appropriate market rate of the entity as of each balance sheet date used.

B) Financial Instruments By Category

Set out below categorised table of financial instruments measured at FVTPL and Amortised Cost, no such instrument is measured at Fair value through Other Comprehensive Income (FVTOCI):-

(₹ In Lakhs)

Particulars	31 st March, 2018		31 st March, 2017		1 st April, 2016	
	FVTPL	Amortized cost	FVTPL	Amortized cost	FVTPL	Amortized cost
Financial Assets:						
Investments in						
Equity instrument	9.56	-	18.92	-	13.28	-
Others	7.17	-	10.63	-	18.22	-
Trade Receivables	-	18,357.24	-	15,818.29	-	16,235.22
Cash and Cash Equivalents	-	369.97	-	784.13	-	1,032.17
Bank balances other than cash and cash equivalent	-	1,157.76	-	1,194.89	-	1,174.77
Loan to Employees	-	188.03	-	152.41	-	132.68
Security deposit	-	242.49	-	304.61	-	331.73
Other Financial Assets	-	1,637.62	-	1,948.03	-	2,907.22
Total Financial Assets	16.73	21,953.12	29.55	20,202.36	31.50	21,813.79
Financial Liability:						
Borrowings	-	47,811.98	-	48,920.22	-	50,772.03
Trade Payables	-	17,091.21	-	14,554.80	-	11,147.93
Other Financial Liabilities	-	6,374.02	-	7,577.81	-	7,157.60
Forward Contract Payable/(Receivables)	78.39	-	(203.19)	-	(100.05)	-
Total Financial Liability	78.39	71,277.20	(203.19)	71,052.83	(100.05)	69,077.56

C) Fair Value Hierarchy

(₹ In Lakhs)

Financial Instrument measured at Fair Value - recurring fair value measurement	Level	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Financial Assets				
Investments in Equity Instruments	Level 1	9.56	18.92	13.28
Others	Level 1	7.17	10.63	18.22
Total		16.73	29.55	31.50
Financial Liabilities				
Forward Contract Payables/(Receivables)	Level 3	78.39	(203.19)	(100.05)
Total		78.39	(203.19)	(100.05)

D) Fair value disclosures of financial assets and liabilities

Set out below is a comparison, by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair value:

(₹ In Lakhs)

Particulars	31 st March, 2018		31 st March, 2017		1 st April, 2016	
	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets						
Measured at Fair value through P & L						
Investments in Equity Instruments	0.05	0.05	0.05	0.05	0.05	0.05
Investment Others	0.13	0.13	0.13	0.13	0.13	0.13
Measured through amortized cost						
Trade Receivables	18,357.24	18,357.24	15,818.29	15,818.29	16,235.22	16,235.22
Cash and Cash Equivalents	369.97	369.97	784.13	784.13	1,032.17	1,032.17
Bank balances other than cash and cash equivalent	957.60	957.60	1,194.89	1,194.89	1,174.77	1,174.77
Loan to Employees	188.03	188.03	152.41	152.41	132.68	132.68
Security deposit	242.49	242.49	304.61	304.61	331.73	331.73
Other Financial Assets	1,637.62	1,637.62	1,948.03	1,948.03	2,907.22	2,907.22
Financial Liabilities						
Measured through amortized cost						
Borrowings	47,811.98	47,811.98	48,920.22	48,920.22	50,772.03	50,772.03
Trade Payables	17,091.21	17,091.21	14,554.80	14,554.80	11,147.93	11,147.93
Other Financial Liabilities	6,452.41	6,452.41	7,577.81	7,577.81	7,157.60	7,157.60

Note No. 54. Some of the balances shown under Trade Receivables, Advances and Trade Payables are subject to confirmation. The Company has been sending letter for confirmation to parties and does not expect any material dispute w.r.t. the recoverability/payment of the same.

Note No. 55. Event occurring after Balance Sheet Date The Board of Directors has recommended equity dividend of ₹ one per share (Previous Year ₹ one per share) for the year ended 31st March, 2018, subject to the approval of the shareholders.

Note No. 56. During the year, the Company has implemented SAP for certain business processes. Inventory valuations and raw material consumption have been worked out manually based on the other records available/physical Inventories taken by the management. Necessary updation in SAP modules shall be done in subsequent period.

Note No. 57. The Company has noticed a fraud of ₹ 196.89 lakhs approximately at Surat Unit and lodged FIR on 27.04.2018. The same was intimated to Bombay Stock Exchange Limited and National Stock Exchange of India Limited under the SEBI (Listing Obligation and Disclosure Reports) Regulations, 2015 and SEBI Circular CIR/CFD/CMD/4/2015 dated 09.09.2015. Two employees of Surat Unit have withdrawn the fake salary and wages in the name of 50 workers who have left the Company in earlier periods by preparing fake papers and documents. This matter is under investigation. In view of the management, there will not be any material financial impact on the financial results of the Company.

Note No. 58. Disclosure as per Ind AS 101 'First Time Adoption of Ind AS'

These financial statements, for the year ended 31st March, 2018, are the first annual Ind AS financial statements, the Company has prepared in accordance with Ind AS. For periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under the Companies (Accounting Standard) Rules, 2006 (as amended) read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on 31st March, 2018, together with the comparative period data as at and for the year ended March 31, 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet is prepared as at April 1, 2016, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at April 1, 2016 and the previously published Indian GAAP financial statements as at and for the year ended March 31, 2017.

Any resulting differences between carrying amounts of assets and liabilities according to Ind AS 101 as of 1st April 2016 compared with those presented in the previous GAAP Balance Sheet as of 31 March 2015, were recognized in equity under retained earnings within the Ind AS Balance Sheet.

Exemptions applied:

According to Ind AS 101, the first Ind AS financial statements must use recognition and measurement principle that are based on standard and interpretations that are effective at 31 March, 2018

Ind AS Optional Exemptions

1. Property, Plant and Equipments and Intangible Assets

As per Ind AS 101, para D7AA, a first-time adopter to Ind ASs may elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind ASs, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

2. Investment in Joint Ventures

As per Ind AS 101, para D15, the Company has elected the option provided under Ind AS 101 to measure all its investments in Joint venture at previous GAAP carrying value on the date of transition in its separate financial statement and used that carrying value as the deemed cost of such investments.

3. Business Combination

Ind AS 101 provides the option to apply Ind AS 103 prospectively from the transition date or from a specific date prior to the transition date. This provides relief from full retrospective application that would require restatement of all business combinations prior to the transition date.

Accordingly, the Company has elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date. Business combinations occurring prior to the transition date have not been restated.

4. Borrowings

Ind AS 101 permits that if it is impracticable for an entity to apply retrospectively the effective interest method in Ind AS 109 'Financial Instruments', the fair value of the financial liability at the date of transition to Ind AS shall be the new amortised cost of that financial liability at the date of transition to Ind AS. Accordingly, Company has elected to apply this exemption.

5. Classification and measurement of financial assets

As per Ind AS 101, para B8, an entity is required 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.

6. Derecognition of financial assets and financial liabilities

As per Ind AS 101, para B2, a first-time adopter shall apply the derecognition requirements in Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

7. 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, unless there is objective evidence that those estimates were in error. Ind AS estimates as at April 1, 2015 and March 31, 2016 are consistent with the estimates as at the same date made in the conformity with previous GAAP. The Company made estimates for the following in accordance with Ind AS at the date of transition as these were not required under previous GAAP.

1. Investment in equity instruments carried at FVTPL
2. Impairment of financial assets based on Expected Credit Loss model The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions at April 1, 2016, the date of transition to Ind AS and as of March 31, 2017.

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

(₹ In Lakhs)

Particulars	31 st March, 2017			1 st April, 2016		
	Previous GAAP	Adjustments	Ind AS	Previous GAAP	Adjustments	Ind AS
ASSETS						
Non-Current Assets						
(a) Property, Plant & Equipment	48,629.71	(33.24)	48,596.47	47,334.23	877.14	48,211.37
(b) Capital Work-in-Progress	397.09	-	397.09	786.28	-	786.28
(c) Intangible Assets	-	-	-	-	-	-
(d) Intangible Assets Under Development	202.00	-	202.00	-	-	-
(e) Investment in Joint Ventures	360.00	-	360.00	360.00	-	360.00
(f) Financial Assets						
(i) Investments	0.18	-	0.18	1,483.19	(1,483.01)	0.18
(iii) Loans	304.61	-	304.61	331.60	0.13	331.73
(iii) Others	493.23	-	493.23	271.53	-	271.53
(g) Other Non-Current Assets	1,156.97	31.39	1,188.36	1,776.65	(651.54)	1,125.11
Total Non-Current Assets	51,543.79	(1.85)	51,541.94	52,343.48	(1,257.28)	51,086.20
Current Assets						
(a) Inventories	32,915.78	-	32,915.78	29,015.98	47.63	29,063.61
(b) Financial Assets						
(i) Investments	8.15	21.22	29.37	12.44	18.88	31.32
(ii) Trade Receivables	15,731.46	86.83	15,818.29	16,177.18	58.04	16,235.22
(iii) Cash and Cash Equivalents	784.13	-	784.13	954.06	78.11	1,032.17
(iv) Bank balances other than (iii) above	701.67	-	701.67	859.40	43.84	903.24
(v) Loans	152.41	-	152.41	130.75	1.93	132.68
(vi) Others	608.18	1,339.85	1,948.03	1,515.16	1,392.06	2,907.22
(c) Other current assets	3,459.76	(1,338.00)	2,121.76	3,057.43	(1,364.73)	1,692.70
Total Current Assets	54,361.54	109.90	54,471.44	51,722.40	275.76	51,998.16
Total Assets	1,05,905.33	108.05	1,06,013.38	1,04,065.88	(981.52)	1,03,084.36
EQUITY AND LIABILITIES						
EQUITY						
(a) Equity Share Capital	1,711.60	-	1,711.60	1,692.93	-	1,692.93
(b) Other Equity	25,107.86	(584.18)	24,523.68	23,224.78	(146.38)	23,078.40
Total Equity	26,819.46	(584.18)	26,235.28	24,917.71	(146.38)	24,771.33
LIABILITIES						
Non-Current Liabilities						
(a) Financial Liabilities						
(i) Borrowings	19,877.15	-	19,877.15	21,658.81	-	21,658.81
(b) Provisions	954.36	-	954.36	930.75	17.76	948.51
(c) Deferred Tax Liabilities (Net)	4,473.11	16.94	4,490.05	4,669.79	(869.99)	3,799.80
(d) Government Grant	-	799.80	799.80	-	716.33	716.33
Total Non-current Liabilities	25,304.62	816.74	26,121.36	27,259.35	(135.90)	27,123.45
Current Liabilities						
(a) Financial Liabilities						
(i) Borrowings	29,043.07	-	29,043.07	29,113.22	(0.00)	29,113.22
(ii) Trade Payables	14,554.80	-	14,554.80	11,534.76	(386.83)	11,147.93
(iii) Other Financial Liabilities	7,577.81	(203.19)	7,374.62	7,068.47	(10.92)	7,057.55
(b) Other Current Liabilities	1,979.34	-	1,979.34	1,615.31	2.97	1,618.28
(c) Government Grant	-	78.68	78.68	-	71.78	71.78
(d) Provisions	389.56	-	389.56	1,135.48	(403.93)	731.55
(e) Current Tax Liabilities (Net)	236.67	-	236.67	1,421.58	27.69	1,449.27
Total Current Liabilities	53,781.25	(124.51)	53,656.74	51,888.82	(699.24)	51,189.58
Total Equity and Liabilities	1,05,905.33	108.05	1,06,013.38	1,04,065.88	(981.52)	1,03,084.36

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

Particulars	31 st March, 2017		
	Previous GAAP	Adjustments	Ind AS
Income			
Revenue From Operations	1,25,449.28	-	1,25,449.28
Other Income	1,139.03	212.41	1,351.44
Total Revenue (I)	1,26,588.31	212.41	1,26,800.72
Expenses :			
Cost Of Materials Consumed	59,945.03	-	59,945.03
Excise Duty	1,016.49	-	1,016.49
Changes in Inventories Of Finished Goods,	(1,017.37)	-	(1,017.37)
Manufacturing Expenses	21,374.15	-	21,374.15
Employee Benefits Expenses	21,823.09	(4.67)	21,818.42
Finance Costs	6,302.82	-	6,302.82
Depreciation And Amortization Expenses	5,764.71	(1.84)	5,762.87
Other Expenses	8,980.87	(31.85)	8,949.02
Total Expenses (II)	1,24,189.79	(38.37)	1,24,151.43
Profit before exceptional items and tax (III) = (I-II)	2,398.52	250.78	2,649.30
Exceptional Item (net) (IV)	(107.36)	-	(107.36)
Profit before tax (V) = (III)+(IV)	2,291.16	250.78	2,541.94
Tax Expense :			
(1) Current tax	758.00	14.42	772.42
(2) Deferred Tax	(137.05)	(4.46)	(141.51)
(3) Tax of earlier year provided	12.31	-	12.31
Total Tax Expenses (VI)	633.26	9.96	643.22
Profit After Tax (VII)=(V-VI)	1,657.90	240.82	1,898.72
Other Comprehensive Income			
A. Item that will not be reclassified to profit or loss			
(i) Remeasurment of defined benefit plan	-	(41.67)	(41.67)
(ii) Tax relating Remeasurment of defined benefit plan	-	14.42	14.42
B. Item that will be reclassified to profit or loss			
Total Other Comprehensive Income (VIII)	-	(27.25)	(27.25)
Total Comprehensive Income for the Period (IX)=(VII+VIII)	1,657.90	213.57	1,871.47

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

Reconciliation of total equity as at 31st March 2017 and 1st April 2016

(₹ In Lakhs)

Particulars	As at 31 st March 2017	As at 31 st March 2016
Total Equity as per Previous GAAP	26,819.46	24,917.71
Add/(Less): Adjustment of		
Amount Transferred to Deferred Government Grant	(878.48)	(788.11)
Fair Valuation gain of Investment and Forward Contract	311.24	173.91
Proposed dividend reversed including tax on dividend	-	407.52
Equity of BFL and BGL merged w.e.f. 01/04/2016	-	81.70
Tax impact due to above adjustments	(16.94)	(21.40)
Total Equity as per Ind AS	26,235.28	24,771.33

Reconciliation of Total Comprehensive Income as at 31st March 2017

(₹ In Lakhs)

Particulars	Year ended 31 st March 2017
Profit/(Loss) after tax as per Previous GAAP	1,657.90
Add/(Less): Adjustment of	
Amount Transferred from Deferred Government Grant	71.78
Fair Valuation gain	137.33
Actuarial (Gain)/Loss recognised in OCI	41.67
Lease Hold Rent Expense	1.84
Lease Hold Land amortisation reverted	(1.84)
Tax impact due to above adjustments	(9.96)
Profit/(Loss) after tax as per Ind AS	1,898.72
Actuarial Gain/(Loss) recognised in OCI	(41.67)
Tax Expense	14.42
Total Comprehensive Income as per Ind AS	1,871.47

Notes to the reconciliation of equity as at April 1, 2016 and March 31, 2017 and total comprehensive income for the year ended March 31, 2017.
1. Government Grant

Under Previous GAAP Government Grant received was recognised in Capital Reserve by considering it as promoter's contribution. Under Ind AS Government grant are required to be recognised in Profit or Loss on systematic basis in case, the grant is related to assets and recognised as deferred income. Accordingly, ₹ 788.11 Lakhs has been transferred to Deferred income and is amortised in life of Property, Plant and Equipments for which it is received and accordingly an amount ₹ 171.37 Lakhs has been transferred to Retained Earnings being the amount amortised till 1st April, 2016. Grant received during the year 2016-17 has been transferred to Deferred Income and ₹ 71.78 Lakhs has been transferred to Other Income in Statement of Profit or Loss.

2. Fair Valuation of Investments and Forward Contracts

Under previous GAAP, the long-term investments were measured at cost less permanent diminution in value, if any and current investments at cost. Ind AS requires all investments and derivatives to be measured at fair value at the reporting date and all changes in the fair value subsequent to the transition date to be recognised either in the Statement of profit and loss or Other Comprehensive Income (based on the category in which they are classified).

This has resulted in increase in other equity by ₹ 172.79 Lakhs and ₹ 314.72 Lakhs with corresponding increase in value of investment by ₹ 18.88 Lakhs and ₹ 21.22 Lakhs and in Derivative assets & Debtors by ₹ 155.03 Lakhs and ₹ 290.02 Lakhs as at 1st April 2016 and 31st March 2017, respectively.

3. Proposed Dividend and tax thereon

Under Previous GAAP, proposed dividends are recognized as liability in the period to which they relate irrespective of the approval by shareholders. Under Ind AS, a proposed dividend is recognised as a liability in the period in which it is declared by the company (on approval of Shareholders in a general meeting) or paid. Therefore, the liability amounting ₹ 407.52 Lakhs (inclusive of Dividend Distribution Tax) recorded under previous GAAP has been derecognised as on the date of transition i.e. 01.04.2016. The same is recognised in Financial year 2016-17, when dividend was approved by shareholders.

4. Business Combination

During the financial year 2016-17 the company was combined with Banswara Global Limited and Banswara Fabrics Limited. Under Previous GAAP accounting done as per pooling of interest method as specified in AS-14 from the date on which merger was effected. Ind AS requires business combination under common control to be accounted as per Appendix C of Ind AS 103, which prescribes pooling of interest method. Under pooling of interest method assets and liabilities are required to be carried forward at book value and prior period presented in balance sheet are to be restated considering that the merger was effective from first day of the last year presented.

Hence, balance sheet of 01 April, 2016 has been prepared as if the merger was effective from that day.

5. Deferred Tax

Indian GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12-Income Taxes requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of asset or liability in the balance sheet and its corresponding tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAP.

In addition, the various transitional adjustments lead to temporary differences. According to the accounting policies, the Company has to account for such differences. Deferred tax adjustments are recognized in correlation to the underlying transaction either in retained earnings or as separate component of equity.

6. Actuarial Gain or Loss on Defined Benefit Plans

Both under Indian GAAP and IND AS, the company recognized costs related to its post employment defined benefits plan on an actuarial basis. Under Indian GAAP the entire cost including actuarial gain/loss are charged to profit or loss. Under IND AS, remeasurements are recognized in Other Comprehensive Income.

As a result profit for the year ended 31st March 2017 has increased by ₹ 27.25 Lakhs (net of tax) with corresponding decrease in Other Comprehensive Income during the year.

7. Other equity

Retained earnings as at 1st April 2016 has been adjusted consequent to the above Ind AS transition adjustments. Refer 'Reconciliation of total equity as at 31st March 2017 and 1st April 2016' as given above for details.

8. Other comprehensive income

Under previous GAAP, the Company has not presented other comprehensive income (OCI) separately. Items that have been reclassified from statement of profit and loss to other comprehensive income includes remeasurement of defined benefit plans and fair value gain/loss on FVTOCI equity instruments. Hence, previous GAAP profit or loss is reconciled to total comprehensive income as per Ind AS

9. Under Indian GAAP, sale of goods was presented as net of excise duty. However, under Ind AS, sale of goods includes excise duty. Excise duty on sale of goods shown as separate line item as expenses in the Statement of Profit and Loss accordingly.
10. Due to classification of one of the land as operating lease, the related amount which was earlier classified as depreciation and amortization is now considered as lease rent expense, hence grouped in Other Expenses.
11. Certain amount of Cash and cash equivalents has been reclassified to Other Bank Balances and Other Non-Current Financial Assets in accordance with Ind AS 7-Statement of Cash Flows and Division II of Schedule III of Companies Act, 2013.
12. One of the Leasehold land has been classified as operating lease and accordingly, amount of ₹ 33.23 Lakhs as on 31 March, 2017 and ₹ 35.08 Lakhs as on 01 April, 2016 has been representing its value has been transferred to Other Non-current Assets and Other Current Assets.
13. Effect of Ind AS adoption on the cash flow statement as at 31st March, 2017. (₹ In Lakhs)

Particulars	Previous GAAP	Adjustments	As per Ind AS
Net cash flow from operating activities	14,303.31	(278.73)	14,024.58
Net cash flow from investing activities	(5,915.65)	(199.17)	(6,114.82)
Net cash flow from financing activities	(8,493.63)	335.83	(8,157.80)
Net increase/ (decrease) in cash and cash equivalents during the year	(105.97)	(142.07)	(248.04)
Cash and cash equivalents at the beginning of the year	2,084.99	(1,052.82)	1,032.17
Cash and cash equivalent at the end of the year	1,979.02	(1,194.89)	784.13

Cash flow from Operating Activities under Ind AS has been decreased mainly due to reclassification of other bank balances from cash and cash equivalents to working capital changes. The difference in the balance of cash and cash equivalents, cash flow from investing activities and cash flow from financing activities respectively is mainly due to taking the effect of merger of BFL and BGL with the Company as presented in Note No. 50.

Note No. 59. Disclosure as required by Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

- A. Loans and advances in the nature of loans
To Joint Venture : Nil
- B. Investment by the loanee : Nil

Note No. 60. Standards issued but not yet effective

The standard issued, but not yet effective up to the date of issuance of the Company financial statement is disclosed below. The Company intends to adopt this standard when it becomes effective.

Ind AS 115 Revenue from Contracts with Customers Ind AS 115 was issued by Ministry of Corporate Affairs on 28th March, 2018 vide Companies (Indian Accounting Standard) Amendments Rules, 2018 and establishes a five-step model to account for revenue arising from contracts with customers. Under Ind AS 115 revenue is recognised at an amount that reflects to a consideration which an entity expects to be entitled in exchange for transferring goods or services to a customer. The new revenue standard supersede all current revenue recognition requirements under Ind AS. This standard will come into force from 1st April, 2018. The Company will adopt the new standard on the effective date.

Appendix to Ind AS 21, Foreign Currency transaction and advance consideration.

This appendix was issued by Ministry of Corporate Affairs on 28th March, 2018. It clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expenses or income when an entity has received or paid advance consideration in a foreign currency. The appendix will come into force from 1st April, 2018. The Company will adopt the requirement in the new appendix from the effective date.

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 60 forming part of these financial statements.

In terms of our Audit Report of even date:

For K.G. SOMANI & CO.

Chartered Accountants
FRN - 006591N

K.G. Somani

Partner
M.No. 006238

Place : New Delhi

Dated: 30th May, 2018

For and on behalf of the Board of Directors

R. L. Toshniwal

DIN : 00106933
Chairman

Rakesh Mehra

DIN : 00467321
Vice Chairman

Place : Mumbai

Dated : 30th May, 2018

Ravindra Kumar Toshniwal

DIN : 00106789
Managing Director

P. Kumar

DIN : 00179074
Chairman (Audit Committee)

J. K. Jain

Jt. President & CFO

H. P. Kharwal

Company Secretary

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Consolidated Financial Statements

Independent Auditor's Report

To the Members of BANSWARA SYNTEX LIMITED

1. Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of BANSWARA SYNTEX LIMITED ("the Holding Company") and its Joint Venture Company (the Holding Company and Joint Venture Company together referred to as "the Group"), which comprising of the Consolidated Balance Sheet as at 31st March, 2018, the Consolidated Statement of Profit and Loss(Including other comprehensive Income), Statement of change of Equity and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated Ind AS financial statements').

2. Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder. The respective Board of Directors of the companies included in the Group and of its jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made 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 Consolidated Ind AS financial statements are free from material misstatement.

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

We believe that the audit evidence obtained by us and audit evidence obtained by the other auditors in terms of their reports referred to in the 'Other Matter's paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs (financial position) of the Group as at 31st March, 2018, and their consolidated profit (financial performance including other comprehensive income), their consolidated cash flows and the consolidated Statement of changes in equity for the year ended on that date.

5. Emphasis of Matters

- (a) Attention is invited to Note 56 of Consolidated Ind AS Financial Statement. During the year, the Holding company has implemented SAP for certain business processes. Inventory valuations and raw material consumption have been worked out manually based on the other records available/physical Inventories taken by the management. Necessary up-dation in SAP modules shall be done in subsequent period.
- (b) Attention is invited to Note 57 of Consolidated Ind AS Financial Statement. The Holding Company has noticed a fraud of ₹ 196.89 Lakh approximately at Surat Unit and lodged FIR on 27.04. 2018. This matter is under Investigation. In view of the management,

there will not be any material financial impact on the financial results of the Holding company.

Our report is not qualified in respect of the above matters.

6. Other Matters

- i) We did not audit the financial statements of One Joint Venture Company whose financial statements reflect Total Assets of ₹ 1256.85 lakhs (Previous Year ₹ 1101.88 lakhs) as at 31st March 2018, Total Revenues of ₹ 2574.89 lakhs (Previous Year ₹ 1650.02 lakhs) and net cash flows amounting to ₹ (-)113.27 lakhs (Previous Year ₹ 91.86 lakhs) for the year ended on that date, as considered in the consolidated Ind AS financial statements. The financial statements have been audited by other auditor whose financial statements have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements in so far as it relates to the amounts and disclosure included in respect of the Joint Venture Company and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the Joint Venture Company is based solely on the reports of the other Auditor.
- ii) The comparative financial information of the Group for the year ended 31st March 2017 and the transition date opening balance sheet as at 1st April 2016 included in these consolidated Ind AS financial statements, are based on the previously issued statutory consolidated financial statements prepared in accordance with the Companies (Accounting Standards) rules, 2006 audited by the predecessor auditors whose report for the year ended 31st March 2017, and 31st March 2016 dated 25th May 2017 and 23rd May 2016 respectively expressed an unmodified opinion on those consolidated financial statements. The adjustments to those consolidated financial statements for the difference in accounting principles adopted by the company on transition to the Ind AS have been audited by us.

Our opinion on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter (i) with respect to our reliance on the work done and the reports of the other auditors.

7. Report on Other Legal & Regulatory Requirements

1. As required by section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.

- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), and the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- (d) In our opinion, the aforesaid Consolidated Ind AS financial Statements comply with the Indian Accounting Standard (Ind AS) specified under section 133 of the Act, read with relevant rules issued thereunder.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March 2018 taken on record by the Board of Directors of the Holding company and the report of the Statutory Auditor of its Joint Venture Company, 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) The matter described in the Emphasis of matter Paragraph above, in our opinion, may not have an adverse effect on the functioning of the Holding Company
- (g) With respect to the adequacy of the internal financial control over financial reporting of the Group, and the operating effectiveness of such controls, refer to our separate report in Annexure "A".
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigation as at 31st March, 2018 on its consolidated financial position of the Group Refer Note No. 47 of the consolidated Ind AS financial statement.
 - ii. Provision has been made in the consolidated Ind AS financial statements of the Group, as required under the applicable law or accounting

standards, for material foreseeable losses, if any, on long-term contract including derivative contracts.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its Joint venture Company.

For K.G SOMANI & CO.
Chartered Accountants
FRN 006591N

(K.G Somani)
Partner
Membership No.006238

Place of Signature: New Delhi
Dated: 30th May, 2018

Annexure A" to the Independent Auditor's Report of even date on the Consolidated Ind AS Financial Statements of Banswara Syntex Limited

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

We have audited the internal financial controls over financial reporting of Banswara Syntex Limited (hereinafter referred to as "the Holding Company") and its Joint Venture Company together referred to as "the Group") as of 31st March, 2018 in conjunction with our audit of the consolidated Ind AS financial statements of the Group for the year ended on that date. We did not audit the internal financial controls over financial reporting of one Joint Venture Company Incorporated in India as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company's and its Joint Venture Company which is incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company and its Joint Venture Company which is incorporated in India 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The

procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their report, is sufficient and appropriate to provide a basis for our un-qualified audit opinion respectively on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Holding 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 Holding 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 Holding company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of un-authorized acquisition, use, or disposition of the Holding company's assets that could have a material effect on the consolidated Ind AS 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 and to the best of our information and according to the explanations given to us, and subject to the other matter paragraph given below, the Holding Company and its Joint Venture Company which are incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Holding 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 as it appears from our examination of the books and records of the

Holding company and the report of the other auditor in respect of entity audited by them.

However, internal control needs further strengthening in respect of implementation of risk management and systems to ensure continued implementation of Company's risk management policy and strategy and documentation thereof, critical review and refresh process on an ongoing basis.

Emphasis of Matters

- (a) Attention is invited to Note 56 of Consolidated Financial Statement. During the year, the Holding company has implemented SAP for certain business processes. Inventory valuations and raw material consumption have been worked out manually based on the other records available/ physical Inventories taken by the management. Necessary up-dation in SAP modules shall be done in subsequent period.
- (b) Attention is invited to Note 57 of Consolidated Financial Statement . The Holding Company has noticed a fraud of ₹ 196.89 Lakh approximately at Surat Unit and lodged FIR on 27.04.2018. This matter is under Investigation. In view of the management, there will not be any material financial impact on the financial results of the Holding company.
- (c) The Holding Company is processing data related to wages manually which needs to be improved since it increases the chances of error. More controls are to be needed i.e. surprise physical verification of workers on duties, cross checking of wages sheet by finance team before disbursement of wages by HR department.
- (d) Inventory management needs to be strengthen since there is manual intervention in respect of certain areas and these can be monitored in a better way with the help of ERP system.

Our report is not qualified in respect of the above matters.

Other Matters

Our aforesaid report Section 143(3)(i) of the Act include the information of the Holding Company in respect of the adequacy and operating effectiveness of the internal financial controls over financial reporting. It did not contain such information in respect of Joint Venture Company for which no corresponding report of the auditor has been obtained as reporting requirements not applicable to it, being a "Small Company".

our opinion is not qualified in respect of this matter.

For K.G SOMANI & CO.
Chartered Accountants
FRN 006591N

(K.G Somani)
Partner
Membership No.006238

Place of Signature: New Delhi
Dated: 30th May, 2018

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2018

(₹ In Lakhs)

PARTICULARS	Note No.	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
ASSETS				
Non-Current Assets				
(a) Property, Plant & Equipment	2	45,501.42	48,596.47	48,211.37
(b) Capital Work-in-Progress	2	535.80	397.09	786.28
(c) Intangible Assets	3	487.38	-	-
(d) Intangible Assets Under Development	3	-	202.00	-
(e) Investment in Joint Ventures	4	268.15	214.29	201.29
(f) Financial Assets				
(i) Investments	5	0.18	0.18	0.18
(ii) Loans	6	242.49	304.61	331.73
(iii) Others	7	200.17	493.23	271.53
(g) Other Non-Current Assets	8	1,023.13	1,188.36	1,125.11
		48,258.72	51,396.23	50,927.49
Current Assets				
(a) Inventories	9	30,956.74	32,915.78	29,063.61
(b) Financial Assets				
(i) Investments	10	16.55	29.37	31.32
(ii) Trade Receivables	11	18,357.24	15,818.29	16,235.22
(iii) Cash and Cash Equivalents	12	369.97	784.13	1,032.17
(iv) Bank balances other than (iii) above	13	957.60	701.67	903.24
(v) Loans	14	188.03	152.41	132.68
(vi) Others	15	1,637.62	1,948.03	2,907.22
(c) Other current assets	16	6,585.81	2,121.76	1,692.70
		59,069.56	54,471.44	51,998.16
Total Assets		1,07,328.28	1,05,867.67	1,02,925.65
EQUITY AND LIABILITIES				
EQUITY				
(a) Equity Share Capital	17	1,711.60	1,711.60	1,692.93
(b) Other Equity	18	25,211.23	24,377.97	22,919.69
		26,922.83	26,089.57	24,612.62
LIABILITIES				
Non-Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	19	18,434.90	19,877.15	21,658.81
(b) Provisions	20	744.71	954.36	948.51
(c) Deferred Tax Liabilities (Net)	21	4,170.76	4,490.05	3,799.80
(d) Government Grant	22	796.40	799.80	716.33
		24,146.77	26,121.36	27,123.45
Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	23	29,377.08	29,043.07	29,113.22
(ii) Trade Payables	24	17,091.21	14,554.80	11,147.93
(iii) Other Financial Liabilities	25	6,452.41	7,374.62	7,057.55
(b) Other Current Liabilities	26	2,623.63	1,979.34	1,618.28
(c) Government Grant	22	79.87	78.68	71.78
(d) Provisions	27	449.22	389.56	731.55
(e) Current Tax Liabilities (Net)	28	185.26	236.67	1,449.27
		56,258.68	53,656.74	51,189.58
Total Equity and Liabilities		1,07,328.28	1,05,867.67	1,02,925.65

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 61 forming part of these financial statements.

In terms of our Audit Report of even date:

For and on behalf of the Board of Directors

For K.G. SOMANI & CO.

Chartered Accountants
FRN - 006591N

R. L. Toshniwal

DIN : 00106933
Chairman

Ravindra Kumar Toshniwal

DIN : 00106789
Managing Director

K.G. Somani

Partner
M.No. 006238
Place : New Delhi
Dated: 30th May, 2018

Rakesh Mehra

DIN : 00467321
Vice Chairman
Place : Mumbai
Dated : 30th May, 2018

P. Kumar

DIN : 00179074
Chairman (Audit Committee)

J. K. Jain

Jt. President & CFO

H. P. Kharwal

Company Secretary

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2018**

(₹ In Lakhs)

PARTICULARS	Note No.	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Income:			
Sale of Products & Services (Gross)	29	1,26,694.32	1,20,648.35
Other Operating Revenue	29	2,813.24	4,800.93
Revenue From Operations		1,29,507.56	1,25,449.28
Other Income	30	1,600.21	1,351.44
Total Revenue(I)		1,31,107.77	1,26,800.72
Expenses :			
Cost of Materials Consumed	31	61,381.50	59,945.03
Excise Duty		208.91	1,016.49
Changes in Inventories Of Finished Goods, Stock-In-Trade and Work-In-Progress	32	877.22	(1,017.37)
Manufacturing Expenses	33	23,767.96	21,374.15
Employee Benefits Expenses	34	23,584.75	21,818.42
Finance Costs	35	5,913.40	6,302.82
Depreciation And Amortization Expenses	36	5,756.71	5,762.87
Impairment Loss	36	83.46	-
Other Expenses	37	8,582.58	8,949.01
Total Expenses(II)		1,30,156.49	1,24,151.42
Profit before exceptional items and tax (III) = (I-II)		951.28	2,649.30
Exceptional Item (net) (IV)	38	135.11	(107.36)
Profit before Share of Net Profits of Investments accounted for using Equity Method and Tax (V) = (III+IV)		1,086.39	2,541.94
Share of Profit of Joint Venture (VI)		48.21	13.22
Profit before tax (VII) = (V+VI)		1,134.60	2,555.16
Tax Expense :			
(1) Current tax			
Current Year		619.47	772.42
Tax Adjustment of earlier years		(5.47)	12.31
(2) Deferred Tax		(319.28)	(141.51)
Total Tax Expenses (VIII)		294.72	643.22
Profit After Tax (IX) = (VII)-(VIII)		839.88	1,911.94
Other Comprehensive Income			
A. Item that will not be reclassified to profit or loss			
(i) Remeasurment of defined benefit plan		296.26	(41.67)
(ii) Tax relating Remeasurment of defined benefit plan		(102.53)	14.42
(iii) Share of other comprehensive income of Joint Venture accounted for using Equity Method		0.83	(0.22)
B. Item that will be reclassified to profit or loss			
Total Other Comprehensive Income (X)		194.56	(27.47)
Total Comprehensive Income for the Period (XI) = (IX+X)		1,034.44	1,884.47
Earnings per equity share (in ₹)			
(1) Basic (Face Value of ₹ 10 each)	39	4.91	11.17
(2) Diluted (Face Value of ₹ 10 each)		4.91	11.17

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 61 forming part of these financial statements.

In terms of our Audit Report of even date:

For and on behalf of the Board of Directors

For K.G. SOMANI & CO.

Chartered Accountants
FRN - 006591N

R. L. Toshniwal

DIN : 00106933
Chairman

Ravindra Kumar Toshniwal

DIN : 00106789
Managing Director

K.G. Somani

Partner
M.No. 006238
Place : New Delhi
Dated: 30th May, 2018

Rakesh Mehra

DIN : 00467321
Vice Chairman
Place : Mumbai
Dated : 30th May, 2018

P. Kumar

DIN : 00179074
Chairman (Audit Committee)

J. K. Jain

Jt. President & CFO

H. P. Kharwal

Company Secretary

**CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED 31ST MARCH, 2018**

(₹ In Lakhs)

PARTICULARS	For the year ended 2017-18		For the year ended 2016-17	
A) Cash Flow From Operating Activities :-				
Net Profit Before Tax as per Statement of Profit and Loss		1,134.60		2,555.16
Adjusted for :				
Depreciation	5,756.71		5,762.87	
Impairment Losses	83.46		-	
Deferred Government Grant transferred to profit & loss	(78.68)		(71.78)	
Loss/(Profit) on Sale of Property, Plant & Equipment (net)	(135.11)		111.33	
Share of (Profit) / Loss of Joint ventures	(48.21)		(13.22)	
Loss on Disposal of Investment	3.46		-	
Interest paid	5,913.40		6,302.82	
Fair value (gain)/loss transfred to profit & loss	9.37		(2.34)	
Rent received	(25.17)		(25.15)	
Dividend received	-	11,479.23	(0.20)	12,064.33
Operating profit before working capital changes		12,613.83		14,619.49
Adjusted for :				
(Increase)/Decrease in trade & other receivable	(6,634.71)		903.99	
(Increase)/Decrease in inventories	1,959.04		(3,852.17)	
"(Increase)/Decrease in Bank balance and Term Deposits other than Cash and Cash Equivalents"	(255.93)		201.58	
Increase/(Decrease) in trade payable and others	3,674.17	(1,257.43)	3,302.84	556.24
Cash generated from operations		11,356.41		15,175.73
Net Tax (Inflow)/Outflow		767.94		1,151.15
Net cash from operating activities (A)		10,588.46		14,024.58
B) Cash Flow From Investing Activities :-				
Purchase of Property, Plant and Equipment		(2,944.22)		(6,321.96)
Intangible Assets Under Development		(285.59)		(202.00)
Sale (+)/Purchase (-) of investment		-		4.29
Sale of Property, Plant and Equipment		329.58		439.05
Government Grant Received		76.47		162.15
Term Deposit with Banks		293.06		(221.70)
Rent received		25.17		25.15
Dividend received		-		0.20
Net cash used in investing activities (B)		(2,505.53)		(6,114.82)
C) Cash Flow From Financing Activities :-				
Proceeds from long term borrowings		2,151.53		4,601.84
Repayment of long term borrowings		(6,092.86)		(6,455.55)
Interest paid		(5,933.45)		(6,283.49)
Increase /(Decrease) in bank borrowings		334.01		(70.15)
Proceeds from unsecured loans		1,778.68		473.07
Repayment of unsecured loans		(529.00)		(16.00)
Dividend and tax thereon Paid		(206.00)		(407.52)
Net cash from financing activities (C)		(8,497.09)		(8,157.80)
Net Increase/ (Decrease) in cash and cash equivalents (A+B+C)		(414.16)		(248.04)
Opening balance of cash and cash equivalents		784.13		1,032.17
Closing balance of cash and cash equivalents		369.97		784.13

Cash and Cash Equivalent includes:-

Particulars	As at 31 st March 2018	As at 31 st March 2017
Cash on hand	28.21	25.10
Balance in current account	341.76	759.03
Total	369.97	784.13

Note:

1. The above Statement of Cash Flow has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.
2. Refer Note No. 52 for details of undrawn borrowings facilities that may be available for the future operating activities and to settle future capital commitment.
3. Figures in bracket indicate cash outflow.

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 61 forming part of these financial statements.

In terms of our Audit Report of even date:

For K.G. SOMANI & CO.

Chartered Accountants
FRN - 006591N

K.G. Somani

Partner

M.No. 006238

Place : New Delhi

Dated: 30th May, 2018

For and on behalf of the Board of Directors

R. L. Toshniwal

DIN : 00106933
Chairman

Rakesh Mehra

DIN : 00467321

Vice Chairman

Place : Mumbai

Dated : 30th May, 2018

Ravindra Kumar Toshniwal

DIN : 00106789

Managing Director

P. Kumar

DIN : 00179074

Chairman (Audit Committee)

J. K. Jain

Jt. President & CFO

H. P. Kharwal

Company Secretary

Consolidated Statement of changes in Equity for the year ended 31st March, 2018**A. Equity Share Capital**

(₹ In Lakhs)

Particulars	As at 31 st March, 2018		As at 31 st March, 2017		As at 01 st April, 2016	
	No of Shares	Amount	No of Shares	Amount	No of Shares	Amount
Balance at the beginning of the year	171,16,042	1,711.60	169,29,346	1,692.93	169,29,346	1,692.93
Changes in equity share capital during the year	-	-	1,86,696	18.67	-	-
Balance at the end of the year	171,16,042	1,711.60	171,16,042	1,711.60	169,29,346	1,692.93

B. Other Equity

(₹ In Lakhs)

Particulars	Reserves and Surplus							Total
	Equity Share Capital Suspense Account	Capital Reserve	Securities Premium Reserve	Capital Redemption Reserve	Share of Equity Component directly credited to equity	General Reserve	Retained Earnings	
As at 1st April 2017	-	20.43	2,959.00	173.00	-	15,637.10	5,588.44	24,377.97
Profit for the year	-	-	-	-	-	-	839.88	839.88
Other comprehensive income	-	-	-	-	-	-	194.56	194.56
Total comprehensive income	-	-	-	-	-	-	1,034.44	1,034.44
Issue of share capital	-	-	-	-	-	-	-	-
Transfer from Surplus	-	-	-	-	-	500.00	(500.00)	-
Equity Component	-	-	-	-	4.82	-	-	-
Dividends on Equity Shares for the year	-	-	-	-	-	-	(171.16)	(171.16)
Dividend distribution tax on cash dividend	-	-	-	-	-	-	(34.84)	(34.84)
At 31st March 2018	-	20.43	2,959.00	173.00	4.82	16,137.10	5,916.88	25,211.23

(₹ In Lakhs)

Particulars	Reserves and Surplus						Total
	Equity Share Capital Suspense Account	Capital Reserve	Securities Premium Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings	
As at 1st April 2016	18.67	20.43	2,959.00	173.00	15,137.10	4,611.49	22,919.69
Profit for the year	-	-	-	-	-	1,911.94	1,911.94
Other comprehensive income	-	-	-	-	-	(27.47)	(27.47)
Total comprehensive income	-	-	-	-	-	1,884.47	1,884.47
Issue of share capital	(18.67)	-	-	-	-	-	(18.67)
Transfer from Surplus	-	-	-	-	500.00	(500.00)	-
Dividends on Equity Shares for the year	-	-	-	-	-	(338.59)	(338.59)
Dividend distribution tax on cash dividend	-	-	-	-	-	(68.93)	(68.93)
At 31st March 2017	-	20.43	2,959.00	173.00	15,637.10	5,588.44	24,377.97

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 60 forming part of these financial statements.

In terms of our Audit Report of even date:

For and on behalf of the Board of Directors

For K.G. SOMANI & CO.**R. L. Toshniwal****Ravindra Kumar Toshniwal**Chartered Accountants
FRN - 006591NDIN : 00106933
ChairmanDIN : 00106789
Managing Director**K.G. Somani**

Partner

M.No. 006238

Place : New Delhi

Dated: 30th May, 2018**Rakesh Mehra**

DIN : 00467321

Vice Chairman

Place : Mumbai

Dated : 30th May, 2018**P. Kumar**

DIN : 00179074

Chairman (Audit Committee)

J. K. Jain

Jt. President & CFO

H. P. Kharwal

Company Secretary

1. Significant Accounting Policies for the Financial Year 2017-18:- Consolidated Financial Statements

A. Corporate Information

Banswara Syntex Limited ("the Company") is a Company domiciled in India and limited by shares (CIN: L24302RJ1976PLC001684). The shares of the Company are publicly traded on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The address of the Company's registered office is Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327001 (Rajasthan). These consolidated financial statements comprise the financial statements of the Company and the Company's interest in its joint venture (referred to collectively as the 'Group'). The Group is a vertically integrated textile mill manufacturing man-made synthetic blended Yarn, wool and wool mixed yarn, all type of Fabrics, Jacquard Furnishing Fabrics, besides production of Readymade Garments and Made-up's.

B. Statement of Compliance and Basis of Preparation

1. Compliance with Ind AS

These Consolidated Financial Statements are prepared on going concern basis following accrual basis of accounting and comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto, the Companies Act, 2013 (to the extent applicable) and applicable provisions of the Companies Act, 1956. These are Group's first Ind AS compliant financial statements and Ind AS 101 'First Time Adoption of Indian Accounting Standards' has been applied.

For all periods up to and including 31st March 2017, the Group has prepared its financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India, accounting standards specified under Section 133 of the Companies Act, 2013, the Companies Act, 2013 (to the extent notified and applicable) and applicable provisions of the Companies Act, 1956. The Group followed the provisions of Ind AS 101 in preparing its Opening Ind AS Balance Sheet as on the date of Transition, viz. 1st April 2016. Some of the Group's Ind AS accounting policies used in the Opening Balance Sheet are different from its previous GAAP policies applied as at 31st March 2016, accordingly the adjustments were made to restate the opening balance as per Ind AS. The resulting adjustment arose from events and transaction before the date of transition to Ind AS. Therefore, as required by Ind AS 101, those adjustments were recognized directly through retained earnings as at 1st April 2016. This is the effect of the general rule of the Ind AS 101 which is to apply Ind AS retrospectively.

An Explanation of how the transition to Ind AS 101 has affected the reported financial position, financial performance and cash flows of the Group is provided in note no. 58.

These financial statements were authorized for issue by Board of Directors on 30th May 2018.

2. Basis of measurement/Use of Estimates

- (i) The Financial Statements are prepared on accrual basis under the historical cost convention except certain financial assets and liabilities (including derivatives instruments) that are measured at fair value. The methods used to measure fair values are discussed in notes no. 53 to financial statements.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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.

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

3. Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Group's functional currency. All financial information presented in INR has been rounded to the nearest Lakhs (up to two decimals), except as stated otherwise.

4. Current and non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets/liabilities are classified as non-current.

C. Significant accounting policies

A summary of the significant accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have been applied consistently to all periods presented in the financial statements.

The Group has elected to utilize the option under Ind AS 101 by not applying the provisions of Ind AS 16 and Ind AS 38 retrospectively and continue to use the previous GAAP carrying amount as a deemed cost under Ind AS at the date of transition to Ind AS. Therefore, the carrying amount of property, plant and equipment and intangible assets at 1 April 2016, the Group's date of transition to Ind AS, according to the previous GAAP were maintained in transition to Ind AS.

1. Basis of Consolidation

The financial statements of Joint venture are drawn up to the same reporting date as of the Group for the purpose of consolidation.

1.1. Joint arrangements

Under Ind AS 111 'Joint Arrangements', investment in joint arrangements are classified as either joint operations or joint venture. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The group has only joint venture.

Joint Venture

Interests in joint venture are accounted for using the equity method (see C.1.2 below), after initially being recognized at cost in the consolidated balance sheet.

1.2. Equity Method

Under the equity method of accounting, the investment in a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.

Upon loss of internal control over joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the joint venture upon loss of or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

2. Property, plant & equipment

2.1. Initial recognition and measurement

An item of property, plant and equipments recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably.

Items of property, plant and equipments are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipments have different useful lives, they are recognized separately.

Items of spare parts, stand-by equipment and servicing equipment which meet the definition of property, plant and equipments are capitalized.

2.2. Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of Property, Plant and Equipment are recognized in the statement of profit and loss as incurred.

2.3. Derecognition

Property, Plant and Equipment are derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized in the statement of profit and loss.

2.4. Depreciation

Depreciation is recognized in statement of profit and loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Leasehold lands are amortized over the lease term unless it is reasonably certain that the Group will obtain ownership by the end of the lease term.

Assets costing up to ₹ 5,000/- are fully depreciated in the year of acquisition.

Depreciation on additions to/deductions from fixed assets during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

Where it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably, subsequent expenditure on a property, plant and equipment along-with its unamortized depreciable amount is charged off prospectively over the revised useful life determined by technical assessment.

In circumstance, where a property is abandoned, the cumulative capitalized costs relating to the property are written off in the same period.

3. Capital work-in-progress

The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

4. Intangible assets and intangible assets under development

4.1. Initial recognition and measurement

An intangible asset is recognized if and only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the group and the cost of the asset can be measured reliably.

Intangible assets acquired by the Group are measured on initial recognized at cost. Subsequent measurement is done at cost less accumulated amortization and accumulated impairment losses. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

Expenditure on development activities is capitalized only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset.

Expenditure incurred which are eligible for capitalizations under intangible assets are carried as intangible assets under development till they are ready for their intended use.

4.2. Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

4.3. Derecognition

An intangible asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of intangible assets are determined by comparing the proceeds from disposal with the carrying amount of intangible assets and are recognized in the statement of profit and loss.

4.4. Amortization

Intangible assets having definite life are amortized on straight line method in their useful lives. Useful life of computer software is estimated at five years.

5. Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction/exploration/ development or erection of qualifying assets are capitalized as part of cost of such asset until such time the assets are substantially ready for their intended use. Qualifying assets are assets which take a substantial period of time to get ready for their intended use or sale. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete. Borrowing costs consist of (a) interest expense calculated using the effective interest method as described in Ind AS 109 – 'Financial Instruments' (b) finance charges in respect of finance leases recognized in accordance with Ind AS 17 – 'Leases' (c) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs and (d) other costs that an entity incurs in connection with the borrowing of funds. Income earned on temporary investment of the borrowings pending their expenditure on the qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are charged to revenue as and when incurred.

6. Inventories

Inventories are valued at the lower of cost and net realizable value. Cost includes cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average cost basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Spare parts other than those capitalized as Property, Plant and Equipment are carried as inventory.

The diminution in the value of obsolete, unserviceable and surplus stores & spares is ascertained on review and provided for.

Inventories of services is recognized based on stage of completion when the outcome of the transaction involving rendering of services can be estimated reliably.

7. Cash and Cash Equivalent

Cash and cash equivalent in the balance sheet comprise cash at banks and cash on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

8. Government Grants

Government grants are recognized only when its reasonable certainty that economics benefit flow to the entities and attached conditions will be compiled with it

Government grants are recognized and shown in the balance sheet as liability and income is accrued based on the terms of schemes in the statement of profit and loss over a phased manner in consideration with scheme terms and related use of assets.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on straight –line basis over the expected lives of related assets and presented within other income.

9. Provisions, Contingent liabilities and Contingent Assets

A provision is recognized 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. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Group. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent assets are possible assets that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent assets are disclosed in the financial statements when inflow of economic benefits is probable on the basis of judgment of management. These are assessed continually to ensure that developments are appropriately reflected in the financial statements.

10. Foreign currency transactions and translation

Transactions in foreign currencies are initially recorded at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in Statement of profit or loss in the year in which it arises.

Non-monetary items are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

11. Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group, the Group retains neither continuing managerial involvement to the degree usually associated with ownership or effective control over the goods sold, and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable and taking into account contractually defined terms of payment.

Sale of Goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, which generally coincides with dispatch. Revenue from export sales are recognized on shipment basis (i.e. Late Export Date). Revenue from the sale of goods is measured at the fair value of the consideration received or receivable including duties/taxes, net of returns and allowances, trade discounts and volume rebates.

Rendering of services

Revenue from job work charges is recognized as per term of the contract with contracts with customers based on stage of completion when the outcome of the transaction involving rendering of services can be estimated reliably.

Other Export Benefit

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

Interest Income

For all financial instruments classified and measured at amortized cost, interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the Statement of Profit or loss.

Dividend

Dividend Income is recognized when the Group's right to receive is established which generally occurs when the shareholders approve the dividend.

Other Income

Other income is recognized in the statement of profit and loss when increase in future economic benefits related to an increase in an asset or a decrease of a liability has arisen that can be measured reliably

12. Employee Benefits

12.1. Short Term Benefit

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under performance related pay if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

12.2. Post-Employment benefits

Employee benefit that are payable after the completion of employment are Post-Employment Benefit (other than termination benefit). These are of two type:

12.2.1. Defined contribution plans

Defined contribution plans are those plans in which an entity pays fixed contribution into separate entities and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance are Defined Contribution Plans in which the Group pays a fixed contribution and will have no further obligation.

12.2.2. Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

Group pays Gratuity as per provisions of the Gratuity Act, 1972. Leave Encashment up to 90 days is payable at the end of the employment is also a post-employment defined benefit plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Group's obligations and that are denominated in the same currency in which the benefits are expected to be paid.

The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a liability to the group, the present value of liability is recognized as provision for employee benefit. Any actuarial gains or losses are recognized in Other Comprehensive Income ("OCI") in the period in which they arise.

13.3 Other long-term employee benefits

Benefits under the Group's leave encashment, long-service award and economic rehabilitation scheme constitute other long term employee benefits. The Group's net obligation in respect of leave encashment is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Group's obligations. The calculation is performed using the projected unit credit method. Actuarial gains or losses are recognized in statement of profit or loss in the period in which they arise. In case of funded plans, the fair value of plant asset is reduced from the gross obligation, to recognize the obligation on the net basis.

13. Taxes

Tax expense comprises current tax and deferred tax. Current tax expense is recognized in the statement of profit or loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in OCI or equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted and as applicable at the reporting date, and any adjustment to tax payable in respect of previous years. Current taxes are recognized under 'Income tax payable' net of payments on account, or under 'Tax receivables' where there is a debit balance.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred tax is recognized in the statement of profit or loss except to the extent that it relates to items recognized directly in OCI or equity, in which case it is recognized in OCI or equity.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time that the liability to pay the related dividend is recognized.

Deferred Tax is not recognized for taxable temporary difference in respect of interest in joint arrangement, considering that the Company is able to control the timing of the reversal of temporary difference and such temporary will not reverse in foreseeable future.

14. Leases**14.1. As Lessee****Accounting for finance leases**

Leases of Property, Plant and Equipment where the Group, as lessee has substantially all risks and rewards of ownership are classified as finance lease. On initial recognition, assets held under finance leases are recorded as Property, Plant and Equipment and the related liability is recognized under borrowings. At inception of the lease, finance leases are recorded at amounts equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability.

Accounting for operating leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating lease. Payments made under operating leases are recognized as an expense over the lease term.

14.2 As Lessor

At inception of an arrangement, the Group determines whether such an arrangement is or contains a lease. A specific asset is subject of a lease if fulfillment of the arrangement is dependent on the use of that specified asset. An arrangement conveys the right to use the asset if the arrangement conveys to the customer the right to control the use of the underlying asset. Arrangements that do not take the legal form of a lease but convey rights to customers/suppliers to use an asset in return for a payment or a series of payments are identified as either finance leases or operating leases.

Accounting for finance leases

The amounts due from lessees under finance leases are recorded in the balance sheet as financial assets, classified as finance lease receivables, at the amount of the net investment in the lease.

Accounting for operating leases

Rental income from operating leases is recognized on a straight line basis over the term of the arrangement

15. Impairment of Non-financial Assets

The carrying amounts of the Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU").

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in statement of profit or loss. Impairment losses recognized in respect of CGUs are reduced from the carrying amounts of goodwill of that CGU, if any and then the assets of the CGU.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

16. Dividends

Dividends and interim dividends payable to a Group's shareholders are recognized as changes in equity in the period in which they are approved by the shareholders' meeting and the Board of Directors respectively.

17. Material Prior Period Errors

Material prior period errors are corrected retrospectively by restating the comparative amounts for the prior periods presented in which the error occurred. If the error occurred before the earliest prior period presented, the opening balances of assets, liabilities and equity for the earliest prior period presented, are restated.

18. Earnings Per Share

Basic earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Group by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

19. Statement of Cash Flows

Statement of cash flows is prepared in accordance with the indirect method prescribed in Ind AS-7 'Statement of cash flows'.

20. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

20.1. Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus or minus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition or issue of the financial asset.

Subsequent measurement

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the Effective Interest Rate method ("EIR"). Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI (Fair Value through OCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- (a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- (b) The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On Derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL (Fair value through profit or loss)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to classify a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Equity investments

All equity investments in entities other than joint ventures are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at FVTOCI or FVTPL. The Group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instruments, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the group may transfer cumulative gain or loss within the equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Equity investments in joint venture are measured at cost.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognized (i.e. removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind-AS 109, the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

Trade receivables or contract assets resulting from transactions within the scope of Ind AS 11 and Ind AS 18, if they do not contain a significant financing component

- Trade receivables or contract assets resulting from transactions within the scope of Ind AS 11 and Ind AS 18 that contain a significant financing component, if the Group applies practical expedient to ignore separation of time value of money, and

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk

has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any material transaction that are any integral part of the EIR. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition

A financial liability is derecognized 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 or loss.

Derivative financial instruments

The Group uses forwards to mitigate the risk of changes in interest rates, exchange rates and commodity prices. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

21. Business Combinations

In accordance with Ind AS 101 'First Time Adoption of Ind AS', the Company has elected to apply Ind AS accounting for business combinations prospectively from 1st April 2016.

Business combinations in nature of acquisitions or mergers are accounted for using the purchase method under which the transferee on acquisition date, shall recognize separately from goodwill, the identifiable assets acquired, the liabilities assumed and any non-controlling interest of the transferor at fair value.

Business combinations arising from transfers of interests in entities under common control (Appendix C of Ind AS 103) are accounted for at carrying value using pooling of interest method as if acquisition had occurred at the beginning of the earliest period presented or, if later, at the date that common control was established.

- The assets and liabilities acquired are recognized at the carrying amounts. No adjustments are made to reflect fair values nor new assets and liabilities recognized.
- The identity of the reserves is preserved and they appear in the transferee's financial statements in the same form in which they are appeared in the financial statements of the transferor company.
- The difference, if any, between the consideration and the amount of share capital of the transferor entity is transferred to capital reserve.

D. Major Estimates made in preparing Financial Statements

1. Useful life of property, plant and equipment and intangible assets

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Useful life of the assets other than Plant and machinery are in accordance with Schedule II of the Companies Act, 2013.

The Group reviews at the end of each reporting date the useful life of property, plant and equipment, and are adjusted prospectively, if appropriate.

Intangible assets is being amortized on straight line basis over the period of five years.

2. Post-employment benefit plans

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Group considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

3. Provisions and contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. Should circumstances change following unforeseeable developments, this likelihood could alter.

4. Asset Held for Sale

Significant judgment is required to apply the accounting of non-current assets held for sale under Ind AS 105 'Non-current Assets Held for Sale and Discontinued Operations'. In assessing the applicability, management has exercised judgment to evaluate the availability of the asset for immediate sale, management's commitment for the sale and probability of sale within one year to conclude if their carrying amount will be recovered principally through a sale transaction rather than through continuing use.

NOTE NO. '2' NON CURRENT ASSETS: PROPERTY, PLANT & EQUIPMENT

As at 31st March 2018

(₹ In Lakhs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK	
	As at 01.04.2017	Additions during the year	Disposals/ Adjustment	As at 31.03.2018	As at 1.04.2017	For the Year	Deductions/ Adjust-ments	Up to 31.03.2018	As at 31.03.2018	As at 31.03.2017
Lease Hold Land	322.47	-	-	322.47	5.21	4.81	-	10.02	312.45	317.27
"Free Hold Land (Refer Note 2.3 Below)"	310.01	586.00	-	896.01	-	-	-	-	896.01	310.01
Buildings & Road	13,086.17	568.92	-	13,655.09	452.57	470.37	-	922.94	12,732.15	12,633.59
Plant & Equipment	37,815.87	1,240.52	161.27	38,895.12	4,791.32	4,725.15	23.54	9,492.94	29,402.19	33,024.55
Building Machinery	0.07	-	-	0.07	-	-	-	-	0.07	0.07
Electric & Water Supply Installation	1,156.46	67.92	-	1,224.38	159.22	163.21	-	322.43	901.95	997.23
Furniture & Fixtures	513.64	21.97	5.37	530.24	97.91	89.71	0.11	187.51	342.73	415.73
Office Equipments	372.49	92.52	0.32	464.69	108.07	120.29	-	228.36	236.33	264.42
Vehicles	600.57	77.44	53.08	624.93	89.22	115.84	1.92	203.14	421.79	511.35
Capital Spares	167.20	200.60	-	367.80	44.94	67.10	-	112.04	255.75	122.25
TOTAL	54,344.95	2,855.89	220.04	56,980.80	5,748.46	5,756.48	25.57	11,479.38	45,501.42	48,596.47

As at 31st March 2017

(₹ In Lakhs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK	
	As at 01.04.2016	Additions during the year	Disposals/ Adjustment	As at 31.03.2017	As at 1.04.2016	For the Year	Deductions/ Adjust-ments	Up to 31.03.2017	As at 31.03.2017	As at 31.03.2016
Lease Hold Land	322.47	-	-	322.47	-	5.21	-	5.21	317.27	322.47
Free Hold Land	310.01	-	-	310.01	-	-	-	-	310.01	310.01
Buildings & Road	12,684.06	694.24	292.14	13,086.17	-	452.62	0.04	452.57	12,633.59	12,684.06
Plant & Equipment	32,860.91	5,193.79	238.83	37,815.87	-	4,804.47	13.15	4,791.32	33,024.55	32,860.91
Building Machinery	0.07	-	-	0.07	-	-	-	-	0.07	0.07
Electric & Water Supply Installation	847.27	309.18	-	1,156.46	-	159.22	-	159.22	997.23	847.27
Furniture & Fixtures	453.18	69.87	9.42	513.64	-	98.38	0.47	97.91	415.73	453.18
Office Equipments	264.84	107.76	0.11	372.49	-	108.07	-	108.07	264.42	264.84
Vehicles	468.55	156.31	24.29	600.57	-	89.96	0.74	89.22	511.35	468.55
Capital Spares	-	167.20	-	167.20	-	44.94	-	44.94	122.25	-
TOTAL	48,211.37	6,698.35	564.79	54,344.95	-	5,762.87	14.40	5,748.46	48,596.47	48,211.37

- 2.1. The company has purchased Road & Building amounting to ₹ 497.60 lakhs in the previous years at Mumbai from M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. The company has taken the equity shares in M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. to establish the right of ownership & possession.

As per the audited financial statement of M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. for the year ended on 31st March 2016 the company holds 876 Equity Shares which comprise 35 % of Share capital of that company, The audited financial statement for FY 2016-17 and FY 2017-18 of M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. are not available. The company does not have any control on the M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. as per conditions prescribed under IND-AS 110. Further, the equity shares of M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. is not in the nature of investment. Therefore it has not been shown as Investment under the head Financial Instrument.

- 2.2. Depreciation has been charged on Straight Line Method (SLM) based on useful life of the assets as mentioned in Schedule II of the Companies Act, 2013, except in case of Plant & machinery where the useful life has been taken as ascertained by the Independent Chartered Engineer and technical experts of the Company. The useful life of the Plant & Machinery so ascertained is ranging from 10 to 18 years on triple shift basis as against the life of 15 years given in Part C of Schedule II of the Companies Act, 2013. Further, considering materiality of assets costing less than ₹ 5,000 are fully depreciated in the year of purchase/acquisition. The Company provide pro-rata depreciation from/to the date on which asset is acquired or put to use/ disposed off as appropriate.
- 2.3 The Company has purchased a free hold land at Daman amounting to ₹ 586.00 Lakhs for which possession has been taken and certificate received on 26th March, 2018, however registration for the same is still in the process.
- 2.4. Lease hold lands are amortised over the period of lease.
- 2.5 The Company has elected to measure all its property, plant and equipments at the previous GAAP carrying amount i.e. 31st March, 2016 as its deemed cost (Gross Block Value) on the date of transition to Ind AS i.e. 1st April, 2016.

- 2.6 Information regarding gross block of Property, plant and equipments and accumulated depreciation/amortisation under previous GAAP is as follows:

(₹ In Lakhs)

Particulars	Gross Block as at 01.04.2016			Accumulated Depreciation 01.04.2016			Net Block as at 01.04.2016		
	Before Business Combination	Acquisition through Business Combination	After Business Combination	Before Business Combination	Acquisition through Business Combination	After Business Combination	Net block as at 01.04.2016 (Deemed Cost)	Adjustment Due to IND AS	Opening balance as at 01.04.2016
Lease Hold Land	367.62	51.06	418.68	52.55	8.57	61.12	357.55	35.08	322.47
Free Hold Land	310.01	-	310.01			-	310.01	-	310.01
Buildings & Road	15,677.23	734.50	16,411.73	3,543.56	184.10	3,727.66	12,684.06	-	12,684.06
Plant & Equipment	70,183.67	3,290.23	73,473.90	37,589.41	3,023.58	40,613.00	32,860.91	-	32,860.91
Building Machinery	1.38	-	1.38	1.31	-	1.31	0.07	-	0.07
Electric & Water Supply Installation	2,094.02	111.15	2,205.16	1,271.23	86.67	1,357.89	847.27	-	847.27
Furniture & Fixtures	1,266.53	67.74	1,334.27	838.21	42.88	881.09	453.18	-	453.18
Office Equipments	1,121.65	22.01	1,143.67	858.82	20.00	878.82	264.84	-	264.84
Vehicles	776.74	10.06	786.79	309.52	8.72	318.24	468.55	-	468.55
Total	91,798.85	4,286.74	96,085.59	44,464.61	3,374.53	47,839.14	48,246.45	35.08	48,211.37

NOTE NO. '2' CAPITAL WORK IN PROGRESSAs at 31st March 2018

(₹ In Lakhs)

DESCRIPTION OF ASSETS	As at 01.04.2017	Additions during the year	Deductions/ adjustments	Capitalized during the year	As at 31.03.2018
Capital Work In Progress for					
- Buildings & Road	118.17	789.86	-	568.92	339.11
- Plant & Equipment	273.92	1,236.20	83.46	1,240.52	186.14
- Water & Electric Installation	4.99	73.48	-	67.92	10.55
TOTAL	397.08	2,099.54	83.46	1,877.36	535.80

As at 31st March 2017

(₹ In Lakhs)

DESCRIPTION OF ASSETS	As at 01.04.2016	Additions during the year	Deductions/ adjustments	Capitalized during the year	As at 31.03.2017
Capital Work In Progress for					
- Buildings & Road	155.79	656.62	-	694.24	118.17
- Plant & Equipment	630.49	4,834.13	-	5,190.69	273.93
- Water & Electric Installation	-	314.17	-	309.18	4.99
TOTAL	786.28	5,804.92		6,194.12	397.09

NOTE NO. '3' NON CURRENT ASSETS: INTANGIBLE ASSETSAs at 31st March 2018

(₹ In Lakhs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION				NET BLOCK	
	As at 01.04.2017	Additions during the year	Disposals/ Adjust-ment	As at 31.03.2018	As at 1.04.2017	For the Year	Deductions/ Adjust-ments	Up to 31.03.2018	As at 31.03.2018	As at 31.03.2017
Software	-	487.59	-	487.59	-	0.21	-	0.21	487.38	-
	-	487.59	-	487.59	-	0.21	-	0.21	487.38	-

NOTE NO. '3' NON CURRENT ASSETS: INTANGIBLE ASSETS UNDER DEVELOPMENT

As at 31st March 2018

(₹ In Lakhs)

DESCRIPTION OF ASSETS	As at 01.04.2017	Additions during the year	Deductions/ adjustments	Capitalized during the year	As at 31.03.2018
Software	202.00	285.59	-	487.59	-
TOTAL	202.00	285.59	-	487.59	-

As at 31st March 2017

(₹ In Lakhs)

DESCRIPTION OF ASSETS	As at 01.04.2016	Additions during the year	Deductions/ adjustments	Capitalized during the year	As at 31.03.2017
Software	-	202.00	-	-	202.00
TOTAL	-	202.00	-	-	202.00

NOTE NO. '4' NON CURRENT ASSETS : INVESTMENT IN JOINT VENTURES

(₹ In Lakhs)

Particulars	No.of shares/ C.Y./ (P.Y.)/ [DOT]*	Face value per share/ C.Y./ (P.Y.)/ [DOT]*	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Joint Venture Company					
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	3600000 (3600000) [3600000]	10 (10) [10]	268.15	214.29	201.29
TOTAL			268.15	214.29	201.29
Aggregate value of Unquoted Investment			268.15	214.29	201.29

* C.Y. = Current Year ; * P.Y. = Previous Year ; *DOT= Date of Transition

NOTE NO. '5' NON CURRENT FINANCIAL ASSETS : INVESTMENTS

(₹ In Lakhs)

Particulars	No.of shares/ C.Y./ (P.Y.)/ [DOT]*	Face value per share/ C.Y./ (P.Y.)/ [DOT]*	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Equity instrument (Fully Paid up- Unless otherwise stated, at cost)					
Unquoted (designated at fair value through Profit and Loss)					
New Indian Co operative Bank Ltd.	500 (500) [500]	10 (10) [10]	0.05	0.05	0.05
Investment in Government securities					
National Savings Certificate (Deposited with State and Central Govt. Authorities)			0.13	0.13	0.13
Total			0.18	0.18	0.18
Aggregate value of Unquoted Investment			0.18	0.18	0.18

* C.Y. = Current Year ; * P.Y. = Previous Year ; *DOT= Date of Transition

NOTE NO. '6' NON CURRENT FINANCIAL ASSETS : LOANS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Unsecured, Considered good			
Security Deposits	242.49	304.61	331.73
Total	242.49	304.61	331.73

NOTE NO. '7' OTHER NON CURRENT FINANCIAL ASSETS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Term deposits held as margin money* (with maturity more than 12 months)	172.35	310.56	161.82
Other Term Deposits (with maturity more than 12 months)	21.51	161.53	104.87
Interest Accrued on Term deposits	6.31	21.14	4.84
Total	200.17	493.23	271.53

* To avail Non fund based facilities from banks.

NOTE NO. '8' OTHER NON CURRENT ASSETS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Capital Advances			
Advance for Property, Plant and Equipments	210.63	344.48	331.68
Advance Other than Capital Advances			
CENVAT receivable	-	-	70.22
Prepaid Lease Charges	29.53	31.39	33.23
Prepaid Expenses	36.13	44.34	48.73
Income Tax Refundable	374.22	398.32	479.92
Income Tax Under Protest	330.68	327.89	161.33
Service Tax Under Protest	41.94	41.94	-
Total	1,023.13	1,188.36	1,125.11

NOTE NO. '9' INVENTORIES

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
(At lower of Cost and Net Realizable Value)			
Raw Materials	11,234.38	12,505.65	9,783.50
Works-in-Progress	4,820.36	6,069.49	5,954.34
Finished goods			
Yarn	4,141.84	4,510.93	3,694.10
Cloth (Processed)	6,747.34	6,227.61	6,387.56
Garment	1,841.11	1,637.46	1,446.03
Stores & Spares	2,095.72	1,906.27	1,756.88
Waste	75.99	58.37	41.20
Total	30,956.74	32,915.78	29,063.61

The above inventories includes goods in transit as under

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Raw Materials	-	367.91	259.63
Finished goods			
Yarn	384.26	80.24	219.35
Cloth (Processed)	651.06	716.31	507.57
Garment	-	13.84	0.91
	1,035.32	1,178.30	987.46

9.1 Inventories include stocks lying with third parties ₹ 218.61 Lakhs (Previous Year ₹ 261.16 Lakhs)

NOTE NO. '10' CURRENT FINANCIAL ASSETS: INVESTMENTS

(₹ In Lakhs)

Particulars	No. of shares/ C.Y./ (P.Y.)/ [DOT]*	Face value per share/units C.Y./ (P.Y.)/[DOT]*	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Quoted (measured at fair value through profit or loss)					
In Equity Shares					
Union Bank of India	10114 (10114) [10114]	10 (10) [10]	9.51	18.87	13.23
Unquoted (measured at fair value through profit or loss)					
Godrej Landmark Redevelopers Private Limited	- (13) [13]	- (10) [10]	-	2.74	2.30
Ambojini Property Developers Private Limited	360 (360) [360]	10 (10) [10]	0.07	0.07	0.07
Mantri Hamlet Private Limited	- (-) [1]	- (-) [10]	-	-	#
In Debentures					
Unquoted (measured at fair value through profit or loss)					
10% Ambojini Property Developers Private Limited OCD	3542 (3542) [3542]	100 (100) [100]	6.97	6.97	6.93
10% Godrej Landmark Redevelopers Private Limited	- (716) [2065]	- (100) [100]	-	0.72	4.46
10% Mantri Hamlet Private Limited	- (-) [1780]	- (-) [100]	-	-	4.33
Total			16.55	29.37	31.32

* C.Y. = Current Year ; * P.Y. = Previous Year ; *DOT= Date of Transition

₹ 24 held in Mantri Hamlet Private Limited

NOTE NO. '11' CURRENT FINANCIAL ASSETS: TRADE RECEIVABLES

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Unsecured			
Considered Good	18,357.24	15,818.29	16,235.22
Considered Doubtful	1,498.21	1,399.58	1,123.23
	19,855.45	17,217.87	17,358.45
Less: Allowance for bad and doubtful debts	1,498.21	1,399.58	1,123.23
Total	18,357.24	15,818.29	16,235.22

MOVEMENT IN ALLOWANCE FOR DOUBTFUL DEBTS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017
Balance at the beginning of the year	1,399.58	1,123.23
Allowance for the year	118.32	352.50
Write off Bad Debts (Net of Recovery)	(19.69)	(76.15)
Balance at the end of the year	1,498.21	1,399.58

NOTE NO. '12' CASH AND CASH EQUIVALENTS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
A. Balances with Banks			
-Current Account	341.76	759.03	825.26
-Other Bank Balances	-	-	179.65
B. Cash On Hand	28.21	25.10	27.26
Total	369.97	784.13	1,032.17

NOTE NO '13' BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENT

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Unpaid Dividend Account	32.89	36.48	38.49
Term Deposits held as margin money* (with maturity more than 3 months & less than 12 months)	702.10	444.07	379.35
Other Term Bank Deposits (with maturity more than 3 months & less than 12 months)	222.61	221.12	485.40
Total	957.60	701.67	903.24

* To avail Non fund based facilities from banks.

NOTE NO. '14' CURRENT FINANCIAL ASSETS: LOANS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Unsecured, Considered good			
Loans & Advances to Employees	188.03	152.41	132.68
Total	188.03	152.41	132.68

NOTE NO. '15' OTHER CURRENT FINANCIAL ASSETS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Claim Receivable under TUFs	271.08	402.69	1,233.45
Other Claim Receivables	105.41	194.92	215.54
Accrued Income	12.19	10.57	84.18
Others			
FPS/FMS Entitlement	16.57	28.80	70.78
Other Export Receivables	1,232.37	1311.05	1303.27
Total	1,637.62	1948.03	2907.22

NOTE NO. '16' OTHER CURRENT ASSETS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Advance Other than Capital Advance			
Advance to Suppliers	688.83	939.81	798.38
Recoverable from Revenue Authorities	5,765.41	1038.91	652.00
Prepaid Expenses	129.72	141.19	240.47
Prepaid Lease Rent	1.85	1.85	1.85
Total	6,585.81	2,121.76	1,692.70

NOTE NO. '17' EQUITY SHARE CAPITAL

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Authorized			
6,08,50,000 Equity Shares of ₹10/- each (6,08,50,000 Equity Shares of ₹ 10/- each as at 31 st March, 2017 ; 4,50,00,000 Equity Shares of ₹ 10/- each as at 1 st April, 2016)	6,085.00	6,085.00	4,500.00
5,00,000 3% Redeemable Preference Shares of ₹100/- each (5,00,000, 3% Redeemable Preference Share of ₹ 100/- each as at 31 st March, 2017 ; 5,00,000 3% Redeemable Preference Share of ₹ 100/- each as at 1 st April, 2016)	500.00	500.00	500.00
3,00,000 3% Redeemable Cumulative Preference Shares of ₹ 100/- each (3,00,000 3% Redeemable Cumulative Preference Share of Rest. 100/- each As at 31 st March, 2017)	300.00	300.00	-
	6,885.00	6,885.00	5,000.00
Issued			
1,71,43,057 Equity Shares of ₹10/- each (1,71,43,057 Equity Shares of ₹ 10/- each as at 31 st March, 2017; 1,69,56,361 Equity Shares of ₹ 10/- each as at 01 st April, 2016)	1,714.31	1,714.31	1,695.64
	1,714.31	1,714.31	1,695.64
Subscribed and fully Paid			
1,71,16,042 Equity Shares of ₹10/- each (1,71,16,042 Equity Shares of ₹ 10/- each as at 31 st March 2017; 1,69,29,346 Equity Shares of ₹ 10/- each as at 01 st April, 2016) (Refer Note 17.2 below)	1,711.60	1,711.60	1,692.93
	1,711.60	1,711.60	1,692.93

17.1 Reconciliation of Number of Equity Shares Outstanding

Shares (In Nos.)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
At the beginning of the year	171,16,042	169,29,346	164,46,361
Issued during the year	-	1,86,696	5,10,000
Forfeited during the year	-	-	(27,015)
At the end of the year	171,16,042	171,16,042	169,29,346

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

17.3 Rights, preferences and restrictions to the shareholders :Equity Shares

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

The Company has equity shares having a par value of ₹ 10 each. Each shareholder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

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

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

Name of shareholder	As at 31.03.2018		As at 31.03.2017		As at 01.04.2016	
	No. of Shares	% of Shares	No. of Shares	% of Shares	No. of Shares	% of Shares
Equity Shares						
Shri Ravindra Kumar Toshniwal	22,48,267	13.14%	22,48,267	13.14%	22,31,447	13.18%
Shri Shaleen Toshniwal	21,25,180	12.42%	21,18,180	12.38%	21,18,180	12.51%
Smt. Radhika Toshniwal	11,82,482	6.91%	11,82,482	6.91%	11,78,542	6.96%
Smt. Prem Toshniwal	8,96,359	5.24%	8,96,359	5.24%	8,91,449	5.27%
Macquarie Bank Limited	-	-	-	-	12,99,801	7.68%
Kotak Mahindra (International) Limited	12,89,556	7.53%	12,89,556	7.53%	-	-

NOTE NO. '18' OTHER EQUITY

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Reserves and Surplus			
Capital Reserve	20.43	20.43	20.43
Capital Redemption Reserve	173.00	173.00	173.00
Securities Premium Reserve	2,959.00	2,959.00	2,959.00
Share of Equity Component directly credited to equity of Joint Venture	4.82		
General Reserve	16,137.10	15,637.10	15,137.10
Retained Earnings	5,916.88	5,588.44	4,611.49
Equity Share Capital Suspense	-	-	18.67
Total	25,211.23	24,377.97	22,919.69

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017
(A) Capital Reserve		
Opening Balance	20.43	20.43
Closing Balance	20.43	20.43
(B) Equity Share Capital Suspense		
Opening Balance	-	18.67
Less: Equity Share issued	-	18.67
Closing Balance	-	-
(C) Capital Redemption Reserve		
Opening Balance	173.00	173.00
Closing Balance	173.00	173.00
(D) Securities Premium Reserve		
Opening balance	2,959.00	2,959.00
Closing Balance	2,959.00	2,959.00
(E) Share of Equity Component		
Opening Balance	-	-
Add: Share of Equity Component directly credited to equity of Joint Venture	4.82	-
Closing Balance	4.82	-

Particulars	As at 31 st March 2018	As at 31 st March 2017
(E) General Reserve		
Opening Balance	15,637.10	15,137.10
Add: Transfer from Surplus	500.00	500.00
Closing Balance	16,137.10	15,637.10
(F) Retained Earnings		
Opening Balance	5,588.44	4,611.49
Add : Profit for the year	839.88	1,911.94
Add: Remeasurment Gain/(Loss) of defined benefit plan (net of tax)	194.56	(27.47)
Less : Transfer to General Reserve	500.00	500.00
Less : Dividend on Equity Shares paid during the Year	171.16	338.59
Less : Dividend Distribution Tax paid during the Year	34.84	68.93
	5,916.88	5588.44
Total	25,211.23	24,377.97

NOTE NO. '19' NON CURRENT FINANCIAL LIABILITIES: BORROWINGS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
TERM LOAN (SECURED)			
FROM BANK AND FINANCIAL INSTITUTIONS			
IDBI BANK LIMITED			
Term Loan - II			
Repayable in 30 variable quarterly installments	431.86	493.58	547.58
Term Loan - III			
Repayable in 30 variable quarterly installments	269.46	307.98	341.68
Term Loan - IV			
Repayable in 30 variable quarterly installments	642.62	734.42	814.74
Term Loan - V			
Repayable in 30 variable quarterly installments	1,321.87	1,226.87	450.00
Term Loan - VI			
Repayable in 32 variable quarterly installments	432.75	428.50	-
EXPORT IMPORT BANK OF INDIA			
Term Loan - I	1,195.57	1,499.19	1,756.99
Repayable in 23 variable quarterly installments			
Term Loan - II	1,642.01	2,034.77	2,348.29
Repayable in 2 variable quarterly installments			
Term Loan - IV	-	-	232.93
Repayable in 8 variable quarterly installments			
Term Loan - V	-	-	323.72
Repayable in 8 variable quarterly installments			
Term Loan - VI	504.46	1,514.71	2,335.68
Repayable in 13 variable quarterly installments			
Term Loan - VII	1,241.27	1,597.34	1,952.71
Working Capital Term Loan			-
BANK OF BARODA			
Term Loan - I	230.09	510.30	790.25
Repayable in 16 variable quarterly installments			
Term Loan - II	-	100.15	500.64
Repayable in 9 variable quarterly installments			
Term Loan - III	2,723.30	3,080.90	3,521.12
Repayable in 27 variable quarterly installments			

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Term Loan - IV	1,408.41	1,562.46	1,694.55
Repayable in 32 variable quarterly installments			
Working Capital Term Loan	105.03	175.05	245.08
Repayable in 9 equal half yearly installments			
PUNJAB NATIONAL BANK			
Term Loan - I	-	127.05	644.98
Repayable in 9 variable quarterly installments			
Term Loan - II	-	39.33	200.97
Repayable in 9 variable quarterly installments			
Term Loan - III	857.50	949.17	1,010.16
Repayable in 32 variable quarterly installments			
Term Loan - IV	127.08	632.07	1,073.91
Repayable in 13 variable quarterly installments			
Working Capital Term Loan	425.30	849.90	1,274.86
Repayable in 8 equal half yearly monthly installments			
BANK OF INDIA			
Term Loan - II	188.71	388.71	513.71
Repayable in 16 variable quarterly installments			
UNION BANK OF INDIA			
Term Loan - II	896.00	1,187.24	1,459.25
Repayable in 20 variable quarterly installments			
Term Loan - III	1,850.00	2,000.00	1,573.72
Repayable in 32 variable quarterly installments			
Term Loan - IV	1,702.85	1,156.55	-
Repayable in 32 variable quarterly installments			
Term Loan - V	707.71	409.98	-
Repayable in 32 variable quarterly installments			
Term Loan - VI	821.22		
Repayable in 32 variable quarterly installments			
Term Loan - VII	259.81		
Repayable in 32 variable quarterly installments			
Corporate Term Loan	1,120.00	1,400.00	-
Repayable in 10 fixed half yearly installments			
Working Capital Term Loan	210.00	350.00	491.14
Repayable in 9 equal half yearly installments			
AXIS BANK LIMITED			
Term Loan - I	-	500.00	1,011.26
Repayable in 12 variable quarterly installments			
Sub-Total (A)	21,314.88	25,256.22	27,109.92
Less : Current Maturities			
IDBI Bank Ltd.	348.00	218.80	168.00
Export-Import Bank of India	1611.20	2103.21	2,368.51
Bank of Baroda	1027.34	1100.86	1,324.64
Punjab National Bank	684.88	1194.96	1,632.65
Bank of India	188.71	200.00	125.00
Union Bank of India	1214.86	861.24	428.05
Axis Bank Limited	-	500.00	511.26
Sub-Total (B)	5,074.99	6,179.07	6,558.12
Total (I) = (A-B)	16,239.90	19,077.15	20,551.81
Fixed Deposits (Unsecured)			
From Directors	172.81	57.84	57.84

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
From Others	2,762.60	1,627.89	1,170.82
Includes ₹ 341.55 Lakhs (Previous years ₹ 331.84 Lakhs) from related parties	2,935.41	1,685.73	1,228.66
Less : Current Maturities	740.41	885.73	121.66
Total (II)	2,195.00	800.00	1,107.00
Total (I+II)	18,434.90	19,877.15	21,658.81

19.1 Securities/ Guarantees

A. For Term Loans from Financial Institutions and Banks:

- Terms Loans from Financial Institutions and Banks are secured by a joint equitable mortgage and /or hypothecation charges ranking pari-passu on immovable/movable properties, present and future of the Company and are also secured by second charge on current assets of the Company ranking pari-passu.
- Working Capital Term Loans from Banks are secured by first charge on current assets of the Company ranking Pari-passu and are also secured by second charge on fixed assets of the Company ranking pari-passu.
- Term Loans and Working Capital term Loans from Financial Institutions and Banks are guaranteed by Shri R.L.Toshniwal, Chairman and Shri Ravindra Kumar Toshniwal, Managing Director in their personal capacities as per sanctions of the respective Financial Institutions and Banks.
- Term Loan and Working Capital Loan Interest rate ranging from 9.20% to 11.40% (Previous Year 10.70% to 11.55%)".
- Term Loan and Working Capital Loan Interest rate ranging from 9.20% to 11.40% (Previous Year 10.70% to 11.55%)

B. For Fixed deposits

- Fixed Deposits accepted by the Company are in accordance with the provisions of section 73(2)(a) and section 76 of the Companies Act, 2013 and rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014 are unsecured. Fixed Deposits are repayable within 1 to 3 years depending upon the terms of deposits.
- Fixed Deposits Interest rate ranging from 9% to 9.50% (Previous Year 10% to 10.50%)

NOTE NO. '20' NON CURRENT LIABILITIES: PROVISIONS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Provisions for Employee benefits			
-Gratuity	882.36	1,038.56	983.51
Less : Short Term	316.34	267.21	209.32
	566.02	771.35	774.19
-Leave Encashment	311.57	298.13	247.57
Less : Short Term	132.88	115.12	73.25
	178.69	183.01	174.32
Total	744.71	954.36	948.51

NOTE NO. '21' NON CURRENT LIABILITIES: DEFERRED TAX LIABILITIES (Net)

Considering accounting procedure prescribed by the IND AS 12 " Income Taxes", the following amounts have been worked out and provided in books:

Major components of deferred tax balances

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Deferred Tax Liabilities			
i) Difference between accounting and tax depreciation (cumulative)	5,680.47	5,933.03	6,018.20
ii) On account of Forward Contract	(27.39)	100.37	53.65
TOTAL (I)	5,653.08	6,033.40	6,071.85

Deferred Tax Assets			
i) Provision for doubtful debts (to date)	523.53	484.37	388.73
ii) Disallowances under section 43B for non payment of expenses	0.05	512.96	588.73
iii) Employee Benefits	855.18	462.60	430.57
iv) Deferred Tax on Account of Deferred Government Grant	103.56	83.43	32.26
v) MAT Credit Entitlement	-	-	831.77
TOTAL (II)	1,482.32	1,543.36	2,272.06
Net Deferred Tax Liabilities (I-II)	4,170.76	4,490.05	3,799.80

NOTE NO. '22' GOVERNMENT GRANT

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Non Current			
Deferred Income	796.40	799.80	716.33
Current			
Deferred Income	79.87	78.68	71.78
Total	876.27	878.48	788.11

Government Grant : Movement during the year:-

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017
At the beginning of the year	878.48	788.11
Add: Received during the Year	76.47	162.15
Less: Transferred to statement of profit and loss	78.68	71.78
As the end of the year	876.27	878.48

NOTE NO. '23' CURRENT FINANCIAL LIABILITIES: BORROWINGS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Loans Repayable on Demand (Cash credits and packing credits) From Banks (Secured)			
Punjab National Bank	16,869.47	17,253.05	14,817.15
Union Bank of India	5,773.38	5,792.05	6,039.30
Bank of Baroda	2,542.46	1,885.86	3,910.73
Bank of India	2,755.19	2,693.31	3,281.72
Unsecured Loan from			
Other	1,436.58	1,418.80	1,064.32
Total	29,377.08	29,043.07	29,113.22

23.1 Securities and Guarantees

- (i) Loans repayable on demand from banks are secured by way of hypothecation (Floating charges) of Raw material, Dyes-Chemicals, Packing Materials, Stores & Spares, Stock-in-process, Finished goods, Book debts, Export Incentives and second charge on all the Property, Plant and Equipments of the Company and also guaranteed by Shri R.L. Toshniwal, Chairman and Shri Ravindra Kumar Toshniwal, Managing Director in their personal capacities.
- (ii) Interest ranging from 8.15% to 9.30% (Previous Year 9.20% to 12.40%)” .

NOTE NO. '24' CURRENT FINANCIAL LIABILITIES: TRADE PAYABLES

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Micro, Small & Medium Enterprises@	25.74	8.75	22.60
Others	17,065.47	14,546.05	11,125.33
Total	17,091.21	14,554.80	11,147.93

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

24.1 Details of Dues to Micro Enterprises and Small Enterprises

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
The principal amount remaining unpaid to any supplier as at the end of the accounting year (No amount is due for more than 45 days)	25.74	8.75	22.60
The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond appointed day during the accounting year.	Nil	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of the accounting year.	Nil	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years. Until such date when the interest dues as above are actually paid to the small enterprise for the purpose of Disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil	Nil

NOTE NO:25' OTHER CURRENT FINANCIAL LIABILITIES

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Current Maturities of Borrowings and Fixed Deposit			
Term Loans (Secured)	5,074.99	6,179.06	6,558.12
Fixed Deposit (Unsecured)	740.41	885.73	121.66
Other Liabilities			
Interest Accrued And Due	-	20.05	0.72
Unclaimed Dividend	32.89	36.48	38.49
Securities Deposits	216.63	94.84	52.20
Other Liabilities	309.10	361.65	386.42
Forward Contract Liability/(Assets)	78.39	(203.19)	(100.05)
Total	6,452.41	7,374.62	7,057.55

NOTE NO. '26' OTHER CURRENT LIABILITIES

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Revenue Received in Advance	383.17	479.94	390.45
Statutory Liabilities	2,240.46	1,499.40	1,227.83
Total	2,623.63	1,979.34	1,618.28

NOTE NO. '27' CURRENT LIABILITIES: PROVISIONS

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Provisions for Employee benefits			
-For Gratuity	316.34	267.21	210.05
-For Leave Encashment	132.88	115.12	76.11
For Entry Tax (Net of payment)	-	7.23	445.39
Total	449.22	389.56	731.55

NOTE NO. '28' CURRENT TAX LIABILITIES (NET)

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
For Income Tax	1,048.92	1,084.92	2,275.02
Less : Advance Tax and TDS (As per Contra)	863.66	848.25	825.75
Total	185.26	236.67	1,449.27

NOTE NO. '29' REVENUE FROM OPERATIONS

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
(a) Sale of products	1,24,150.54	1,18,213.47
(b) Sale of services	2,543.78	2,434.88
Sale of Products & Services (Gross)	1,26,694.32	1,20,648.35
(c) Other Operating Revenue		
Export Benefits:		
- Duty Draw Back/MEIS / Other Benefits	2,813.24	4,800.93
Total	1,29,507.57	1,25,449.28

NOTE NO. '30' OTHER INCOME

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Interest Income		
Interest Income	248.99	345.38
Rental Income	25.17	25.15
Dividend Income		
Dividend Income	-	0.20
Other Non Operating Income		
Exchange Rate Fluctuation	898.16	828.97
Liabilities written back	17.68	-
Government Grants	78.68	71.78
Others	331.53	74.32
Gain on Fair Value Measurement of Investment measured at FVTPL	-	5.64
Total	1,600.21	1,351.44

NOTE NO. '31' COST OF MATERIALS CONSUMED

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Raw Material Consumed		
Opening stock	12,505.65	9,783.50
Add : Purchases	54,618.63	57,597.42
	67,124.28	67,380.92
Less : Closing stock	10,959.38	12,505.65
	56,164.90	54,875.27
Dyes & Chemicals Consumed	5,216.60	5,069.76
Total	61,381.50	59,945.03

NOTE NO. '32' CHANGES IN INVENTORIES

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
A. Finished Goods		
Opening Stock		
Yarn	4,510.93	3,665.20
Cloth	6,227.61	6,380.73
Garment	1,637.46	1,446.03
	12,376.00	11,491.96
Closing Stock		
Yarn	4,141.84	4,510.93
Cloth	6,747.34	6,227.61
Garment	1,841.11	1,637.46
	12,730.29	12,376.00
B. Work-in Progress		
Opening Stock		
Yarn	2,032.39	1,698.89
Cloth	3,319.50	3,459.37
Garment	717.60	796.08
	6,069.49	5,954.34
Closing Stock		
Yarn	1,851.43	2,032.39
Cloth	2,323.25	3,319.50
Garment	645.68	717.60
	4,820.36	6,069.49
C. Waste		
Opening Stock	58.37	40.19
Closing Stock	75.99	58.37
Total	877.22	(1,017.37)

NOTE NO. '33' MANUFACTURING EXPENSES

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Stores & Spare Parts Consumed	4,882.11	4,364.88
Packing Material Consumed	2,199.67	2,118.69
Power	957.57	831.72
Fuels	11,627.86	9,683.91
Job Charges	2,690.68	2,405.72
Repairs to : Plant & Machinery	650.46	1,161.77
Building	558.76	542.60
Others	198.87	259.09
Excise Duty	1.98	5.77
Total	23,767.96	21,374.15

NOTE NO. '34' EMPLOYEE BENEFITS EXPENSES

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Salaries, Wages, Allowance, Bonus etc.	21,127.41	19,366.49
Contribution to Provident & Other Funds	1,844.10	1,784.14
Workmen & Staff Welfare Expenses	613.24	667.79
Total	23,584.75	21,818.42

Disclosure as per Ind AS 19' Employee Benefit**A) Defined contribution plan**

Employer's contribution to provident fund paid ₹ 1,287.63 Lakhs (Previous year ₹ 1,251.25 Lakhs) has been recognized as expense for the year.

Employer's contribution to Employee State Insurance Corporation paid ₹ 425.95 Lakhs (Previous year ₹ 394.63 Lakhs) has been recognized as expense for the year.

The Company's Provident Fund is administered by the Trust. The Rules of the Company's Provident Fund administered by a Trust require that if the Board of the Trustees are unable to pay interest at the rate declared for Employees' Provident Fund by the Government under Para 60 of the Employees' Provident Fund Scheme, 1952 for the reason that the return on investment is less or for any other reason, then the deficiency shall be made good by the Company. Having regard to the assets of the fund and the return on the investments, the Company does not expect any deficiency in the foreseeable future.

B) Defined benefits plan

The Company has following post employment benefits which are in the nature of defined benefit plans:

Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan administered by a Trust and the Company makes contributions to recognised Trust.

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017
Change in defined benefit obligations:		
Defined benefit obligation, beginning of the year	1,833.26	1,589.40
Current service cost	456.15	361.86
Interest cost	126.11	116.23
Past service cost	85.86	-
Benefits paid	(276.36)	(273.17)
Actuarial (gains)/losses	(297.37)	38.95
Defined benefit obligation, end of the year	1,927.65	1,833.26

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017
Fair value of plan assets, beginning of the year	794.71	621.69
Return on plan assets, (excluding amount included in net Interest expense)	(1.11)	(2.72)
Interest income	66.03	54.58
Employer's contributions	462.02	394.33
Benefits paid	(276.36)	(273.17)
Fair value of plan assets, end of the year	1,045.29	794.71

Amount recognized in the balance sheet consists of:

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017
Present value of defined benefit obligation	1,927.65	1,833.26
Fair value of plan assets	1,045.29	794.71
Net liability	882.36	1,038.55
Amounts in the balance sheet:		
Current Liability	316.34	267.21
Non-current liabilities	566.02	771.34
Net liability	882.36	1,038.55

Total amount recognized in Profit or Loss consists of:

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Current service cost	456.15	361.86
Past Service Cost	85.86	-
Net Interest	60.08	61.64
Total Expense recognised in statement of profit or loss	602.09	423.50

Net Interest Consists:

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Interest Expenses	126.11	116.23
Interest Income	66.03	54.58
Net Interest	60.08	61.64

Amount recognized in other comprehensive income consists of:

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Actuarial (Gain)/Loss on Obligation	(297.37)	38.95
Return on Plan Assets excluding net Interest	1.11	2.72
Total Actuarial (Gain)/Loss recognised in (OCI)	(296.26)	41.67

Actuarial (Gain)/Loss on obligation Consists:

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Actuarial (gains)/losses arising from changes in demographic assumptions	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	(47.48)	110.02
Actuarial (gains)/losses arising from changes in experience adjustments on plan liabilities	(249.89)	(71.07)
Total Actuarial (Gain)/Loss	(297.37)	38.95

Return on Plan Assets excluding net Interest Consists

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Actual Return on plan assets	64.92	51.86
Interest Income included in Net Interest	66.03	54.58
Return on Plan Assets excluding net Interest	(1.11)	(2.72)

Information for funded plans with a defined benefit obligation less than plan assets:

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017
Defined benefit obligation	1,927.65	1,833.26
Fair value of plan assets	1,045.29	794.71
Net Liability	882.36	1,038.55

The assumptions used in accounting for the Gratuity are set out below:

Particulars	As at 31 st March 2018	As at 31 st March 2017
Discount rate	7.67%	7.44%
Mortality	IALM (2006-08) Ult.	IALM (2006-08) Ult.
Rate of increase in compensation level of covered employees	4.00%	4.00%
Expected Return on Plant Assets	7.67%	7.44%
Expected average remaining services	22.20	22.34
Retirement age	60 Years	60 Years
Employee Attrition rate	Upto Age 45: 2% 46 and above: 1%	Upto Age 45: 2% 46 and above: 1%

Sensitivity Analysis:

The table below outlines the effect on the service cost, the interest cost and the defined benefit obligation in the event of a decrease/increase of 1% in the assumed rate of discount rate.

Assumptions	Change in assumption	Change in PV of obligation Gratuity	
		31.03.2018	31.03.2017
Discount rate	Increase by 1%	1744.69	1,645.08
	Decrease by 1%	2151.54	2,064.62
Salary escalation rate	Increase by 1%	2151.49	2,062.99
	Decrease by 1%	1742.78	1,543.63

Expected Payout

(₹ In Lakhs)

Particulars	First Year	Second year	Third to fifth year	More than 5 Years
PVO payout Gratuity as of 31 st March 2018	316.34	114.43	499.32	1,416.35
PVO payout Gratuity as of 31 st March 2017	267.21	171.80	461.58	309.81

Plan Assets

Plan assets comprise the following

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Deposit with Insurance Company (LIC)			
Group Insurance Scheme	1,045.29	794.71	621.69

Risk Exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

a) Asset volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments are in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk with derivatives to minimize risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments which have low correlation with equity securities. The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit. The Company has a risk management strategy where the aggregate amount of risk exposure on a portfolio level is maintained at a fixed range. Any deviations from the range are corrected by rebalancing the portfolio. The Company intends to maintain the above investment mix in the continuing years.

b) Changes in discount rate

A decrease in discount rate will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.

c) Inflation risks

In the pension plans, the pensions in payment are not linked to inflation, so this is a less material risk.

d) Life expectancy

The pension plan obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

The Company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans. Within this framework, the Company's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency.

The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Company has not changed the processes used to manage its risks from previous periods. The Company uses derivatives to manage some of its risk. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.

C) Other Long Term Employee Benefit
Leave Encashment

Amount of ₹ 193.38 Lakhs (31st March, 2017 ; ₹ 217.15 Lakhs) is recognised as expenses and included in Note No 34 "Employee benefit expenses.

NOTE NO. '35' FINANCE COST

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Interest Expense*	4,903.68	5,297.86
Other Borrowing Cost	1,009.72	1,004.96
Total	5,913.40	6,302.82

*Net of subsidy of ₹ 471.01 Lakhs (Previous Year ₹ 683.63 Lakhs) under Technology Upgradation Fund Scheme.

NOTE NO. '36' DEPRECIATION AND AMORTISATION EXPENSES

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Amortisation of Leasehold Land (Refer Note 2)	4.81	5.21
Depreciation (Refer Note 2)	5,751.90	5,757.66
	5,756.71	5,762.87
Impairment Losses (Refer Note 3)	83.46	-
Total	5,840.17	5,762.87

NOTE NO. '37' OTHER EXPENSES

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Administrative Expenses		
Rent	156.75	168.26
Rates and Taxes	222.61	632.58
Insurance Charges	87.43	62.26
Payment to Auditors		
As Auditors -Fees	18.00	18.64
-Expenses	2.12	2.87
In other capacity		
-Tax Audit Fees	-	2.64
-Certification	2.71	7.38
-Taxation Matters	-	4.72
Director's Sitting Fees	17.10	16.83
Travelling Expenses	182.27	168.55
Director's Travelling Expenses	10.96	13.28
Foreign Travelling Expenses	204.41	273.10
Communication Expenses	408.08	207.35
Legal & Professional Expenses	235.20	186.91
Charity & Donation	17.84	16.56
Loss on forward exchange contracts	-	5.12
Expenses on Corporate Social Responsibility (CSR)	65.95	47.59
Conveyance Expenses	124.40	132.39
Business Promotion Expenses	101.40	96.78
Computer Charges	105.24	113.45
Conveyance Reimbursement Expense	28.40	22.65
Vehicles Maintenance	64.81	83.99
Water & Electricity Charges	50.90	37.68
Printing & Stationery	58.87	115.48
Other Selling Expenses	26.96	10.45
Commission to Selling Agents	1,747.30	1,777.73
Brokerage and Discounts	525.35	384.64
Freight, Octori and Forwarding Charges	3,233.59	3,146.98
Claims	293.44	463.48
Loss on Fair Value Measurement of Investment through FVTPL	9.37	3.30
Advertisements	13.82	12.79
Provision for Doubtful Debts	118.32	352.50
Miscellaneous Expenses*	448.98	360.08
Total	8,582.58	8,949.01

* Miscellaneous expenses include Taxi Hire Charges, Diwali Expenses, Office Maintains Expenses etc.

NOTE NO. '38' EXCEPTIONAL ITEMS

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Profit/(Loss) of Sales of Property, Plant and Equipments	138.57	(107.36)
Loss on Disposal of Investment	(3.46)	-
Total	135.11	(107.36)

NOTE NO. '39' EARNINGS PER SHARE

Particulars		For the year ended 31 st March 2018	For the year ended 31 st March 2017
a) Amount used as the numerator profit after tax	₹ In Lakhs	839.88	1,911.94
b) Weighted average number of equity shares used as the denominator in computing basic earning per share.	Nos.	171,16,042	171,16,042
c) Nominal value per share	₹	10.00	10.00
d) Earnings Per Share:			
- Basic	₹	4.91	11.17
- Diluted	₹	4.91	11.17

Disclosures
Note no 40. Disclosure as per Ind AS 12 'Income Tax'
a) Income Tax Expense
i) Income Tax recognised in the statement of profit & loss account

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Current Tax Expenses		
Current Income Tax	619.47	772.42
Adjustment for earlier year	(5.47)	12.31
Total current Tax expenses	614.00	784.73
Deferred tax		
Deferred Tax Expenses	(319.28)	(141.51)
Total deferred tax expenses	(319.28)	(141.51)
Total Income tax expenses	294.72	643.22

ii) Income tax recognised in other comprehensive income (OCI)

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Current Tax Expenses		
Net actuarial gain/(loss) on defined benefit plan	102.53	(14.42)
Total current Tax expenses	102.53	(14.42)

iii) Reconciliation of tax expense and accounting profit multiplied by India's domestic rate

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Profit before tax	1,431.69	2,513.27
Tax using the company tax rate of 34.608%	495.48	869.79
Tax effect of :		
Investment Allowances	-	(253.06)
Exempt Income (Dividend)	-	(0.07)
Non deductible tax expenses (CSR)	22.82	16.47
Expenses not allowable for tax purposes	1.59	
Non deductible tax expenses (Donation)	6.17	5.73
Previous year tax liability	5.47	(12.31)
Other Adjustment	(134.28)	2.24
Total tax expenses in the statement of profit and loss account	397.25	628.80

Movement in deferred tax balances**31st March 2018**

(₹ In Lakhs)

Particulars	Net Balance 1 st April 2017	Recognised in profit and loss	Recognised in OCI	Others	Net Balance 31 st March 2018
i) Difference between accounting and tax	5,933.03	(252.56)	-	-	5,680.47
ii) On account of Forward Contract	100.37	(127.76)	-	-	(27.39)
i) Provision for doubtful debts (to date)	484.37	39.16	-	-	523.53
ii) Disallowances under section 43B for non payment of expenses	512.96	(512.91)	-	-	0.05
iii) Employee Benefits	462.60	392.58	-	-	855.18
iv) Deferred Tax on Account of Deferred Government Grant	83.43	20.13	-	-	103.56
Net tax assets/(liabilities)	4,490.05	(319.28)	-	-	4,170.76

31st March 2017

(₹ In Lakhs)

Particulars	Net Balance 1 st April 2016	Recognised in profit and loss	Recognised in OCI	Others	Net Balance 31 st March 2017
i) Difference between accounting and tax	6,018.20	(85.17)	-	-	5933.03
ii) On account of Forward Contract	53.65	46.72	-	-	100.37
i) Provision for doubtful debts (to date)	388.73	95.64	-	-	484.37
ii) Disallowances under section 43B for non payment of expenses	588.73	(75.77)	-	-	512.96
iii) Employee Benefits	430.57	32.03	-	-	462.60
iv) Deferred Tax on Account of Deferred Government Grant	32.26	51.17	-	-	83.43
v) MAT Credit Entitlement	831.77	-	-	-	-
Net tax assets/(liabilities)	3,799.80	(141.51)	-	-	4,490.05

Note no. 41. Disclosure as per Ind AS 2 'Inventories

Amount of inventories recognised as expense during the year is as under:

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Cost of Material Consumed	61,381.50	59,945.03
Fuel & Oil	12,585.43	10,515.63
Packing Material Consumed	2,199.67	2,118.69
Stores & Spare Parts Consumed	4,882.11	4,364.88
Total	81,048.71	76,944.23

Note No. 42. Disclosure as per Ind AS-17 "Leases"**Operating Lease****I. Lease as Lessee**

Factory building of Surat Unit is taken on non-cancellable with option to renewal for the period of 30 Years and it's in the nature of operating lease. Consideration for the same is already paid at the inception of the lease, hence no obligation disclosure required.

II. Lease as Lessor

Rent Income includes Lease Rental received toward Building. Such Operating Lease is for a period of 10 years with the option of renewal on mutual consent and premature termination of agreement through agreed notice period.

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Future Minimum lease rental under non-cancellable operating lease :		
Not later than one year;	5.28	5.28
Later than one year and not later than five years;	15.40	20.68
Later than five years;	-	-
Lease Income recognised in the statement of profit and loss	5.28	5.28

Note No. 43. Disclosure as per Ind AS 112 'Disclosure of Interest in Other Entities'

The Group does not have interest in joint venture which are material to the group. However, one Joint Venture in which the group has interest is as below

Name of Entity	Place of Business/Country Of Incorporation	Proportion Of Ownership Interest		
		As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	India	50%	50%	50%

Accounting Method used for consolidation purpose is Equity Method

Nature of the business of Joint Venture Entity is Textile

The Company's share of assets, liabilities, income and expenses of Joint Venture is as follows:

(₹ In Lakhs)

Particulars	Financial Year	Assets	Liabilities	Income	Expenses	Profit
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	2017-18	628.43	357.49	1,287.45	1,237.64	49.81
	2016-17	550.94	335.46	825.01	810.61	14.41

MOVEMENT OF INVESTMENT IN JOINT VENTURE ACCOUNTED FOR USING EQUITY METHOD:-

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)		
Interest as at 1st April	214.29	201.29
Add: Share of Profit for the year ended	48.21	13.22
Add : Share of Other Comprehensive Income ("OCI") for the year ended	0.83	(0.22)
Add : Share of Equity Component directly credited to equity	4.82	-
Balance as at 31 st March	268.15	214.29

Note No. 44. Disclosure as per Ind AS 21 'The Effects of Changes in Foreign Exchange Rates

The amount of exchange differences (net) credited to the Statement of Profit & Loss is ₹ 898.16 Lakhs (31st March, 2017: credited of ₹ 828.97 Lakhs).

Note No. 45. Disclosure of Corporate social responsibility(CSR)

As per section 135 of Companies Act 2013, the Group is required to spend in every financial year , at least 2% of the average net profits of the Group made during the three immediately preceding financial year in accordance with its CSR policy.

- A. Gross amount required to be spent by the Company during the year 2017-18 - ₹ 54.13 Lakhs (Previous Year 2016-17 - ₹ 70.89 Lakhs)

B. Amount spent during the year on:

(₹ In Lakhs)

Particulars	Year 2017-18			Year 2016-17		
	In Cash	Yet to be paid in cash	Total	In Cash	Yet to be paid in cash	Total
i) Construction/Acquisition of any assets	-	-	-	-	-	-
ii) Purposes other than (i) above	65.95	-	65.95	47.59	23.30	70.89

Note no. 46. Disclosure as per Ind AS 24 'Related party Disclosures'

The Company has identified all the related parties as per details given below:

List of Related Parties:

a) Joint Venture:

Tesca Textiles & Seat Components (India) Private Limited
(Formerly known as Treves Banswara Private Limited)

b) Key Managerial Personnel :

Shri R.L.Toshniwal (Chairman)
Shri Ravindra Kumar Toshniwal (Managing Director)
Shri Rakesh Mehra (Vice Chairman)
Shri Shaleen Toshniwal (Joint Managing Director)
Shri J.K. Jain (Chief Financial Officer)

c) Independent/Non Executive Director

Shri P. Kumar
Shri D.P. Garg
Shri S.B. Agarwal
Shri Vijay Kumar Agarwal
Shri Kamal Kishore Kacholia
Shri A. N. Jariwala (up to 08th August, 2016)
Shri Vijay Mehta
Dr. Vijayanti Pandit
Shri J.M. Mehta

d) Enterprises where Key Managerial Personnel has control /interest:

Dhruv Impex
Mehra International
Lawson Trading Co. Pvt. Ltd.
Niral Trading Pvt. Ltd.
Moonfine Trading Co. Pvt. Ltd.
Speed Shore Trading Co. Pvt. Ltd.
Toshniwal Trust
Lawson Corporation
RR Toshniwal Enterprises
Excel Pack Limited
The Synthetic and Rayon Textiles Export Promotion Council
Shaleen Synthetics

e) Relative of Key Managerial Personnel where transactions have taken place :

Shri Rameshwar Lal Ravindra Kr Toshniwal HUF
Shri Ravindra Kumar Toshniwal HUF
Shri Dhruv Toshniwal
Shri Udit Toshniwal
Smt. Prem Toshniwal
Smt. Navneeta Mehra
Smt. Radhika Toshniwal
Smt. Sonal Toshniwal
Smt. Kavita Soni
Ms. Diya Toshniwal
Smt. Sushila Devi Jain

Smt. Anita Jain
Shri Garvit Jain
Shri J.K. Jain HUF
Smt. Suman Jain
Shri Saurabh Agarwal And Sons Huf
Shri S S Agarwal Huf
Smt. Sunita Agarwal

Note: Related party relationship is as identified by the Company and relied upon by the Auditors.

Transactions carried out with related parties referred in 1 above, in ordinary course of business:

(₹ In Lakhs)

Nature of transaction	Influence	2017-18	2016-17
Sales of Goods and Materials			
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture	691.97	850.27
Purchase of Goods and Materials			
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture	0.89	1.92
Rendering of Services			
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture	118.30	130.68
Receiving of Services			
Tesca Textiles & Seat Components (India) Private Limited	Joint Venture	4.80	-
Remuneration			
Shri R.L. Toshniwal	Key Managerial Personnel	126.61	113.98
Shri Ravindra Kumar Toshniwal		119.10	105.07
Shri Rakesh Mehra		116.16	104.75
Shri Shaleen Toshniwal		104.57	92.91
Shri J.K. Jain		49.76	43.51
Shri Dhruv Toshniwal	Relative of Key Managerial Personnel	13.04	-
		10.85	6.88
Smt Kavita Soni		44.39	37.94
Smt Anita Jain		6.87	6.78
Interest Expenses			
Shri Ravindra Kumar Toshniwal	Key Managerial Personnel	1.58	1.15
Shri Shaleen Toshniwal		4.71	5.18
Smt Prem Toshniwal	Relative of Key Managerial Personnel	19.20	17.20
Smt Radhika Toshniwal		1.11	1.15
Smt Sonal Toshniwal		0.40	0.58
Shri Dhruv Toshniwal		1.32	1.61
Shri Udit Toshniwal		0.81	0.81
Smt Kavita Soni		1.15	2.25
Shri J.K. Jain HUF		1.25	0.83
Smt Anita Jain		0.25	-
Smt Sushila Devi Jain		1.95	1.79
Shri Garvit Jain		1.19	0.87
Shri S.B. Agarwal & Sons HUF	Relative of Non Executive Director	1.42	1.73
Shri Saurabh Agarwal & Sons HUF		1.64	1.96
Shri S.S. Agarwal HUF		1.38	1.73
Smt Suman Jain		0.60	0.92
Smt Sunit Agarwal		-	0.35
Sitting Fees - Non Executive Directors			

Nature of transaction	Influence	2017-18	2016-17
Shri S.B. Agarwal	Non Executive Director	3.00	2.70
Shri K.K. Kacholia		3.00	2.70
Shri P. Kumar		3.30	3.05
Shri D.P. Garg		1.80	1.55
Shri Vijay Mehta		2.10	1.80
Shri J.M. Mehta		1.50	0.60
Shri V.K. Agarwal		0.60	0.60
Dr. Vaijayanti Pandit		1.80	1.50
Shri A.N. Jariwala		-	0.30
Fixed Deposit Accepted			
Shri Ravindra Kumar Toshniwal	Key Managerial Personnel	100.00	-
Shri Shaleen Toshniwal		70.00	-
Smt Prem Toshniwal	Relative of Key Managerial Personnel	87.00	32.00
Smt Radhika Toshniwal		27.00	-
Smt Anita Jain		6.00	-
Smt Sushila Devi Jain		4.00	6.00
Shri Garvit Jain		-	5.00
Shri J.K. Jain HUF		-	6.00
Shri S.B. Agarwal & Sons HUF	Relative of Non Executive Director	-	7.00
Shri Saurabh Agarwal & Sons HUF		-	7.00
Shri S.S. Agarwal HUF		-	7.00

(₹ In Lakhs)

Nature of transaction	Influence	2017-18	2016-17
Fixed Deposit Repayment			
Shri Ravindra Kumar Toshniwal	Key Managerial Personnel	10.00	-
Shri Shaleen Toshniwal		45.00	-
Smt Prem Toshniwal	Relative of Key Managerial Personnel	62.00	-
Smt Radhika Toshniwal		7.00	-
Smt Sonal Toshniwal		3.00	-
Shri Dhruv Toshniwal		5.00	-
Smt Kavita Soni		10.00	-
Smt Sushila Devi Jain		3.00	-
Shri S.B. Agarwal & Sons HUF	Relative of Non Executive Director	5.00	7.00
Shri Saurabh Agarwal & Sons HUF		5.00	7.00
Shri S.S. Agarwal HUF		5.00	7.00
Fixed Deposits Payable			
Shri Ravindra Kumar Toshniwal	Key Managerial Personnel	100.91	10.00
Shri Shaleen Toshniwal		71.90	45.00
Smt Prem Toshniwal	Relative of Key Managerial Personnel	195.69	162.00
Smt Radhika Toshniwal		30.48	10.00
Smt Sonal Toshniwal		2.10	5.00
Shri Dhruv Toshniwal		9.46	14.00
Shri Udit Toshniwal		7.36	7.00
Smt Kavita Soni		10.52	20.00
Shri J.K. Jain HUF		12.57	12.00
Smt Anita Jain		6.23	-
Smt Sushila Devi Jain		21.95	17.00
Shri Garvit Jain		11.53	11.00

Nature of transaction	Influence	2017-18	2016-17
Shri S.B. Agarwal & Sons HUF	Relative of Non Executive Director	10.52	15.00
Shri Saurabh Agarwal & Sons HUF		12.61	17.00
Shri S.S. Agarwal HUF		10.49	15.00
Smt Suman Jain		8.14	8.00
Smt Sunita Agarwal		-	3.00
Amount Receivable			
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	Joint Venture	115.96	251.16
Security Deposit Payable			
Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited)	Joint Venture	0.80	0.80

In respect of the outstanding balance recoverable from related parties as at 31st March 2018, no provision for doubtful debts is required to be made. During the year, there were no amounts written off or written back from such parties.

Compensation to key managerial personnel of the Company.

(₹ In Lakhs)

Particulars	Year ended 31 st March, 2018	Year ended 31 st March, 2017
Short term employee benefits	506.65	450.25
Post-employment benefits	26.66	24.67
Total	533.31	475.02

Note no. 47. Disclosure as per Ind AS 37 'Provisions, contingent liabilities and contingent assets'

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

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Bills discounted/Purchased with banks remaining outstanding			
(i) Against foreign LC	2,902.42	3,222.00	3,766.25
(ii) Others	1,007.95	1,517.81	2,083.88
Letter of Credit established with banks :-			
(i) Revenue account	1,137.53	144.03	40.14
(ii) Capital account	66.38	167.44	1,279.47
Guarantees given by the bank on behalf of the Company for which FDRs ₹ 38.37 Lakhs; (31 st March 2017 ₹ 38.59 Lakhs; 1 st April, 2016 ₹ 105.01 Lakhs) pledged with them.	300.85	338.56	925.10
Claims against the company not acknowledged as debt:			
(a) Under Tax Laws [payment made under protest ₹ 330.68 Lakhs (31 st March 2017 ₹ 327.89 Lakhs; 1 st April 2016 ₹ 161.33 Lakhs)	1,409.81	1,490.63	1,044.31
(b) On Revenue account (paid under protest ₹ 11 Lakhs (31 st March, 2017 ₹ 11 Lakhs; 1 st April 2016 ₹ 11 Lakhs)	32.35	31.91	31.48

There is no reimbursement possible on account of contingent liabilities.

2. Capital Commitments:

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Estimated amount of contracts remaining to be executed on Capital account	53.11	30.57	109.18
Export obligation against EPCG licenses	2,860.00	5,768.00	1,546.27

Note No. 48. Disclosure as per Ind AS 16 'Property, Plant and Equipment.**The carrying amounts of assets Pledged as security for current and non-current borrowings are:-**

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Current Assets			
Financial Assets			
Trade Receivables	18,357.24	15,818.29	16,235.22
Term Deposits held as margin money	702.10	444.07	379.35
Non-Financial Assets			
Inventories	30,956.74	32,915.78	29,063.61
Total Current assets pledged as security	50,016.08	49,178.14	45,678.18
Non-Current Assets			
Land	1,208.46	627.28	632.49
Building	12,732.22	12,633.66	310.08
Plant & Equipment	29,402.19	33,024.55	32,860.91
Furnitures	342.73	415.73	453.18
Others	1,815.82	1,895.25	13,954.72
Total Non-Current assets pledged as security	45,501.42	48,596.47	48,211.37
Total Assets pledged as security	95,517.50	97,774.61	93,889.55

Note No .49 Disclosure as per Ind AS 36 'Impairment of Assets.

As required by Ind AS 36, an assessment of impairment of assets was carried out and based on such assessment, the Company has accounted impairment losses as below:

Plant and Machinery lying in Capital work in progress as non operative condition since 4 to 5 years amounting to ₹ 83.46 Lakhs was impaired. it is in dismantled condition, stacked haphardly. These machinery needs extensive over hauling which involves replacement of major parts & PCBs. These machines are obsolete and parts are not readily available in national market. The machinery has no economics life."

Note No. 50. Disclosure as Per Ind AS-103, Business Combination

During the Financial year 2016-17, Rajasthan High Court has sanctioned the scheme of amalgamation of Banswara Global Limited ("BGL") and Banswara Fabric Limited ("BFL") with the Company with effect from 11.08.2016 under the provision of section 391 to 394 of the Companies Act, 1956.

In terms of Ind AS 103, this combination is accounted for as a combination under common control. Accordingly the same is accounted for as per the 'Pooling of Interest Method' and information of prior periods are restated as if the control was in existence prior to the date of transition.

Disclosure as per Appendix C of Ind AS-103, Business Combination**Amalgamation of Banswara Global Ltd. ("BGL") and Banswara Fabric Ltd. ("BFL") with the Company:-**

a) Name of Amalgamating Companies	Banswara Global Limited	Banswara Fabric Limited
b) Nature of Business of Amalgamating Companies	Manufacturing Textile Product	Manufacturing Textile Product
c) Effective Date of Amalgamation for Accounting Purpose	1 st April 2016	1 st April 2016
d) Method of Accounting used to select the Amalgamation	Pooling of Interest Method	Pooling of Interest Method
e) Date of Obtaining Control on Amalgamating Companies	19 th October 2013 for BGL	Financial Year 1982-83 for BFL
f) Particulars of Scheme sanctioned under a Statue	Scheme of amalgamation sanctioned by Hon'ble Rajasthan High Court, Jodhpur with effect from 11 th August 2016 under the provision of sections from 391 to 394 of the Companies Act, 1956	Scheme of amalgamation sanctioned by Hon'ble Rajasthan High Court, Jodhpur with effect from 11 th August 2016 under the provision of sections from 391 to 394 of the Companies Act, 1956
g) Description and Number of shares issued	- No shares issued to shareholders of BGL	1,86,667 shares issued to shareholders of BFL

h) Shares Exchange Ratio	-No exchange ratio since no shares are issued to BGL	2 shares of the Company for every 5 shares of BFL
i) Treatment of difference arisen on Amalgamation	₹ (213.01) Lakhs being difference of value of shares of BGL accounted for as Capital Reserve	₹ 28 Lakhs being difference of value of shares of BFL accounted for as Capital Reserve

Reconciliation of Capital Reserve as on 1st April, 2016 :-

(₹ In Lakhs)

Capital Reserve as per previous GAAP	205.44
Add : Due to merger with Banswar Fabrics Ltd.	28.00
Less : Due to merger with Banswar Global Ltd.	(213.01)
Capital Reserve as per Ind AS	20.43

Note No. 51. Disclosure as per Ind AS 108 Operating segment.

- (a) The Company is engaged in production of textile products having integrated working and captive power generation. For management purpose, Company is organized into major operating activity of the textile products. The Company has no activity outside India except export of textile products manufactured in India. Thereby, no geographical segment and no segment wise information is reported.
- (b) The company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below.

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Revenue from external customers	56,019.30	56,842.76
India	73,488.26	68,606.53
Total	1,29,507.56	1,25,449.28

Detail of Country wise Revenue from Major Countries

(₹ In Lakhs)

Particulars	For the year ended 31 st March 2018	For the year ended 31 st March 2017
Vietnam	5,470.72	4,100.10
Korea	4,893.05	3,070.53
Turkey	4,331.93	2,754.05
United State of America	3,793.08	4,663.85
United Kingdom	3,243.99	3,707.34
Bangladesh	3,366.07	3,312.26
South Africa	2,404.86	2,056.33
Maxico	2,355.33	2,630.24
Others	26,160.27	30,548.06
Total	56,019.30	56,842.76

Note No. 52. Disclosure as per Ind AS 107 'Financial instrument disclosure'
A) Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio and includes within net debt, interest bearing loans and borrowings less cash and short-term deposits (including other bank balance).

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Gross Debt	53,627.37	55,985.02	57,451.80
Less : Cash and cash equivalents	369.97	784.13	1,032.17
Net Debt (A)	53,257.40	55,200.89	56,419.63
Total Equity (B)	26,922.83	26,089.57	24,612.62
Gearing Ratio (A/B)	1.98	2.12	2.29

B) Financial risk management

Financial Risk Management

The Company's principal financial liabilities comprise Borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade & other receivables, loan given, cash & cash Equivalent, Investment, deposits.

Company is exposed to following risk from the use of its financial instrument:

- (a) Credit Risk
- (b) Liquidity Risk
- (c) Market Risk
- (d) Foreign Currency Risk
- (e) Interest Rate Risk

The Company's Financial Risk Management is an integral part of how to plan and execute its business strategies. The Company's financial risk management is set by the Managing Board.

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Company. Credit risk arises principally from trade receivables, loans & advances, cash & cash equivalents and deposits with banks and financial institutions.

Trade Receivable

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 7 days to 90 days credit term. Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit. The Company has no concentration of credit risk as the customer base is widely distributed both economically and geographically.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on actual incurred historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 11. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. The requirement of impairment is analysed as each reporting date.

Other Financial Instruments and Cash & Cash Equivalent

The Company maintain its cash & cash equivalent in current account to meet the day to day requirements, in fixed deposits for bank margin & to meet regulatory requirements for repayment of deposits. Other financial instruments are loan given to employee, Investment and Deposit. The Company's maximum exposure to credit risk for the component of the Balance Sheet as of 31st March, 2018, 31st March, 2017 & 1st April, 2016 is the carrying amount as disclosed in Note 10,12, 13, 14 & 15.

Provision for Expected Credit or Loss

- (a) Financial assets for which loss allowance is measured using 12 month expected credit losses.

The Company has assets where the counter-parties have sufficient capacity to meet the obligations and where the risk of default is very low. Accordingly, no loss allowance for impairment has been recognised.

- (b) Financial assets for which loss allowance is measured using life time expected credit losses.

The Company provides loss allowance on trade receivables using life time expected credit loss and as per simplified approach

Ageing of trade receivables

The Ageing of trade receivables is as below:

(₹ In Lakhs)

Particulars	0-180 days past due	181-365 days past due	1-2 years past due	2-5 years past due	> 5 Years due	Total
Gross Carrying amount as on 31.03.2018	18,355.95	999.12	272.57	226.51	-	19,855.45
Impairment loss recognised on above	-	999.12	272.57	226.51	-	1,498.21
Gross Carrying amount as on 31.03.2017	15,053.82	1,392.49	103.04	188.78	479.73	17,217.87
Impairment loss recognised on above	-	628.03	103.04	188.78	479.73	1,399.58
Gross Carrying amount as on 01.04.2016	15,761.73	371.69	202.18	543.13	479.73	17,358.45
Impairment loss recognised on above	-	-	100.37	543.13	479.73	1,123.23

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

(₹ In Lakhs)

Particulars	On Demand	0 -1 years	1-5 years	More than 5 years	Total
Year ended 31st March, 2018					
Term Loans*	-	5,815.39	15,249.27	3,185.64	24,250.29
Trade Payables	-	17,091.21	-	-	17,091.21
Other Financial Liabilities#	29,488.36	525.73	-	-	30,014.09
Total	29,488.36	23,432.33	15,249.27	3,185.64	71,355.59
Year ended 31st March, 2017					
Term Loans*	-	7,064.80	16,407.00	3,470.15	26,941.95
Trade Payables	-	14,554.80	-	-	14,554.80
Other Financial Liabilities#	28,876.36	476.54	-	-	29,352.90
Total	28,876.36	22,096.14	16,407.00	3,470.15	70,849.65
Year ended 1st April, 2016					
Term Loans*	-	6,569.78	18,103.49	3,665.35	28,338.61
Trade Payables	-	11,147.93	-	-	11,147.93
Other Financial Liabilities#	29,051.66	439.34	-	-	29,490.99
Total	29,051.66	18,157.04	18,103.49	3,665.35	68,977.53

*Includes contractual interest payment based on interest rate prevailing at the end of reporting period over tenure of the borrowings and also include fixed deposit received from Shareholders

Current maturity of long-term borrowings is included in interest bearing borrowing part in above note.

Overdraft or other on demand loan facility, if any available with the Company to be disclosed, to the extent undrawn

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

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Floating rate borrowings			
Term Loan	1,618.97	1115.72	1,979.94
Cash Credit and Export Credit Packing Facility	11,103.27	10,756.23	9,380.23
Total	12,722.24	11,871.95	11,360.17

(c) Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Board of Directors is responsible for setting up of policies and procedures to manage market risks of the Company. All such transactions are carried out within the guidelines set by the Managing Board.

(d) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign currency risk on certain transactions that are denominated in a currency other than entity's functional currency, hence exposure to exchange rate fluctuations arises. The risk is that the functional currency value of cash flows will vary as a result of movements in exchange rates. The company uses forward contracts to mitigate its risk from foreign currency fluctuations.

Derivative instruments and unhedged foreign currency exposure

(a) Derivative outstanding as at the reporting date

(Foreign Currency in Lakhs)

Particulars	Currency	31 st March 2018	31 st March 2017	01 st April 2016
Forward Contract to sell	USD	169.93	78.59	71.01
Forward Contract to sell	EURO	5.28	0.40	-
Forward Contract to sell	GBP	2.50	5.18	-

(b) Particulars of unhedged foreign currency exposure as at the reporting date

The currency profile of financial assets and financial liabilities as at 31st March, 2018, 31st March, 2017 and 1st April, 2016 are as below:

31st March, 2018

(Foreign Currency in Lakhs)

Particulars	USD	EURO	GBP	Others	Total
Financial Assets					
Trade & other receivables	102.13	10.28	6.10	0.19	118.70
Cash & cash equivalents	0.03	0.04	-	-	0.07
Derivatives-Forward Contracts	169.93	5.28	2.50		177.71
Financial Liabilities					
Trade payable & other financial liabilities	26.68	2.96	0.71	4.00	34.36

31st March, 2017

(Foreign Currency in Lakhs)

Particulars	USD	EURO	GBP	Others	Total
Financial Assets					
Trade & other receivables	51.77	6.99	3.84	-	62.60
Cash & cash equivalents	0.03	-	-	-	0.03
Derivatives-Forward Contracts	78.59	0.40	5.18	-	84.17
Financial Liabilities					
Trade payable & other financial liabilities	0.90	0.13	-	0.05	1.08

1st April, 2016

(Foreign Currency in Lakhs)

Particulars	USD	EURO	GBP	Others	Total
Financial Assets					
Trade & other receivables	71.88	3.42	2.26	-	77.57
Cash & cash equivalents	2.42	-	-	-	2.42
Derivatives-Forward	71.01	-	-	-	71.01
Financial Liabilities					
Trade payable & other financial liabilities	1.90	1.00	0.07	0.51	3.50
Derivatives-Forward Contracts	20.00	-	-	-	20.00

Foreign Currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD ,EURO and GBP rates to the functional currency of respective entity, with all other variables held constant. The Company's exposure to foreign currency changes for all other currencies is not material. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

(₹ in Lakhs)

Particulars	31 st March, 2018			
	USD	EURO	GBP	Others
1% Appreciation in INR				
Impact on Equity	-	-	-	-
Impact on P&L	158.73	10.52	7.32	(1.04)
1% Depreciation in INR				
Impact on Equity	-	-	-	-
Impact on P&L	(158.73)	(10.52)	(7.32)	1.04

(₹ in Lakhs)

Particulars	31 st March, 2017			
	USD	EURO	GBP	Others
1% Appreciation in INR				
Impact on Equity	-	-	-	-
Impact on P&L	(20.58)	4.00	(1.20)	(0.19)
1% Depreciation in INR				
Impact on Equity	-	-	-	-
Impact on P&L	20.58	(4.00)	1.20	0.19

(₹ in Lakhs)

Particulars	1 st April, 2016			
	USD	EURO	GBP	Others
1% Appreciation in INR				
Impact on Equity	-	-	-	-
Impact on P&L	(49.42)	(2.75)	(1.63)	1.56
1% Depreciation in INR				
Impact on Equity	-	-	-	-
Impact on P&L	49.42	2.75	1.63	(1.56)

The Company's investment consists of investments in publicly traded companies held for purposes other than trading. Such investments held in connection with non-consolidated investments represent a low exposure risk for the Company and are not hedged.

As at 31st March, 2018 Company does not have material exposure to listed or unlisted equity price risk.

Interest Rate Risk

Interest rate risk arises from the sensitivity of financial assets and liabilities to changes in market rates of interest.

The Company is exposed to interest rate risk arising mainly from long term borrowings with floating interest rates. The Company is exposed to interest rate risk because the cash flows associated with floating rate borrowings will fluctuate with changes in interest rates. The Company manages the interest rate risks by entering into different kinds of loan arrangements with varied terms.

At the reporting date the interest rate profile of the Company's interest-bearing financial instruments is as follows:

(₹ In Lakhs)

Particulars	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Financial Assets			
Fixed Rate			
Loans	188.03	152.41	132.68
Bank Deposit	244.12	382.65	590.27
	432.15	535.06	722.95
Variable Rate Instruments			
Bank Deposit	-	-	-
Security Deposit	-	-	-
Total	432.15	535.06	722.95
Financial Liabilities			
Fixed Rate Instruments			
Security Deposit from Vendor	216.63	94.84	52.20
Deposits from Shareholders	2,935.41	1,685.73	1,228.66
	3,152.04	1,780.57	1,280.86
Variable Rate Instruments			
Term Loans	21,314.88	25,256.22	27,109.92
Loan repayable on demand	29,377.08	29,043.07	29,113.22
	50,691.96	54,299.29	56,223.14
Total	53,844.00	56,079.86	57,504.00

As at 31st March, 2018, approximately 5.85% of the Company's Borrowings are at fixed rate of interest (31st March, 2017 : 3.18% and 1st April, 2016 : 2.23%)

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:

(₹ In Lakhs)

Particulars	31 st March, 2018	31 st March, 2017
31st March 2018		
Term Loans	106.36	(106.36)
Loan repayable on demand	140.74	(140.74)
	247.10	(247.10)
31st March 2017		
Term Loans	125.81	(125.81)
Loan repayable on demand	138.12	(138.12)
	263.93	(263.93)

Note No. 53. Disclosure as per Ind AS 113 'Fair Value Measurement

Fair Value Hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are:-

- recognised and measured at fair value and;
- measured at amortised cost and for which fair values are disclosed in financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard.

Fair value are categorised into different level in a fair value hierarchy which are as follows:

- Level 1** : Level 1 hierarchy includes financial instruments measured using quoted prices.
- Level 2** : The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates.
- Level 3** : If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3 is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable market transactions and dealer quotes of similar instruments.

Valuation Techniques used to determine fair values:

A) Specific valuation technique is used to determine the fair value of the financial instruments which include:

- For financial instruments other than (ii) and (iii)- the use of quoted market prices
- For financial liabilities (domestic currency loans) :- appropriate market borrowing rate of the entity as of each balance sheet date used.
- For financial assets (employee loans) : appropriate market rate of the entity as of each balance sheet date used.

B) Financial Instruments By Category

Set out below categorised table of financial instruments measured at FVTPL and Amortised Cost, no such instrument is measured at Fair value through Other Comprehensive Income (FVTOCI):-

(₹ In Lakhs)

Particulars	31 st March, 2018		31 st March, 2017		1 st April, 2016	
	FVTPL	Amortized cost	FVTPL	Amortized cost	FVTPL	Amortized cost
Financial Assets:						
Investments in						
Equity instrument	9.56	-	18.92	-	13.28	-
Others	7.17	-	10.63	-	18.22	-
Trade Receivables	-	18,357.24	-	15,818.29	-	16,235.22
Cash and Cash Equivalents	-	369.97	-	784.13	-	1,032.17
Bank balances other than cash and cash equivalent	-	1,157.76	-	1,194.89	-	1,174.77
Loan to Employees	-	188.03	-	152.41	-	132.68
Security deposit	-	242.49	-	304.61	-	331.73
Other Financial Assets	-	1,637.62	-	1,948.03	-	2,907.22
Total Financial Assets	16.73	21,953.11	29.55	20,202.36	31.50	21,813.79
Financial Liability:						
Borrowings	-	47,811.98	-	48,920.22	-	50,772.03
Trade Payables	-	17,091.21	-	14,554.80	-	11,147.93
Other Financial Liabilities	-	6,374.02	-	7,577.81	-	7,157.60
Forward Contract Payable/(Receivables)	78.39	-	(203.19)	-	(100.05)	-
Total Financial Liability	78.39	71,277.20	(203.19)	71,052.83	(100.05)	69,077.56

C) Fair Value Hierarchy

(₹ In Lakhs)

Financial Instrument measured at Fair Value - recurring fair value measurement	Level	As at 31 st March 2018	As at 31 st March 2017	As at 1 st April 2016
Financial Assets				
Investments in Equity Instruments	Level 1	9.56	18.92	13.28
Others	Level 1	7.17	10.63	18.22
Total		16.73	29.55	31.50
Financial Liabilities				
Forward Contract Payables/(Receivables)	Level 3	78.39	(203.19)	(100.05)
Total		78.39	(203.19)	(100.05)

D) Fair value disclosures of financial assets and liabilities

Set out below is a comparison, by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair value:

(₹ In Lakhs)

Particulars	31 st March, 2018		31 st March, 2017		1 st April, 2016	
	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets						
Measured at Fair value through P & L						
Investments in Equity Instruments	0.05	0.05	0.05	0.05	0.05	0.05
Investment Others	0.13	0.13	0.13	0.13	0.13	0.13
Measured through amortized cost						
Trade Receivables	18,357.24	18,357.24	15,818.29	15,818.29	16,235.22	16,235.22
Cash and Cash Equivalents	369.97	369.97	784.13	784.13	1,032.17	1,032.17
Bank balances other than cash and cash equivalent	957.60	957.60	1,194.89	1,194.89	1,174.77	1,174.77
Loan to Employees	188.03	188.03	152.41	152.41	132.68	132.68
Security deposit	242.49	242.49	304.61	304.61	331.73	331.73
Other Financial Assets	1,637.62	1,637.62	1,948.03	1,948.03	2,907.22	2,907.22
Financial Liabilities						
Measured through amortized cost						
Borrowings	47,811.98	47,811.98	48,920.22	48,920.22	50,772.03	50,772.03
Trade Payables	17,091.21	17,091.21	14,554.80	14,554.80	11,147.93	11,147.93
Other Financial Liabilities	6,452.41	6,452.41	7,577.81	7,577.81	7,157.60	7,157.60

Note No. 54. Some of the balances shown under Trade Receivables, Advances and Trade Payables are subject to confirmation. The Company has been sending letter for confirmation to parties and does not expect any material dispute w.r.t. the recoverability/payment of the same.

Note No. 55. Event occurring after Balance Sheet Date

The Board of Directors has recommended equity dividend of ₹ one per share (Previous Year ₹ one per share) for the year ended 31st March, 2018, subject to the approval of the shareholders.

Note No. 56. During the year, the Company has implemented SAP for certain business processes. Inventory valuations and raw material consumption have been worked out manually based on the other records available/physical Inventories taken by the management. Necessary updation in SAP modules shall be done in subsequent period.

Note No. 57. The Company has noticed a fraud of ₹ 196.89 lakhs approximately at Surat Unit and lodged FIR on 27.04.2018. The same was intimated to Bombay Stock Exchange Limited and National Stock Exchange of India Limited under the SEBI (Listing Obligation and Disclosure Reports) Regulations, 2015 and SEBI Circular CIR/CFD/CMD/4/2015 dated 09.09.2015. Two employees of Surat Unit have withdrawn the fake salary and wages in the name of 50 workers who have left the Company in earlier periods by preparing fake papers and documents. This matter is under investigation. In view of the management, there will not be any material financial impact on the financial results of the Company.

Note No. 58. Disclosure as per Ind AS 101 'First Time Adoption of Ind AS'

These financial statements, for the year ended 31st March, 2018, are the first annual Ind AS financial statements, the Company has prepared in accordance with Ind AS. For periods up to and including the year ended 31st March, 2017, the Company prepared its financial statements in accordance with accounting standards notified under the Companies (Accounting Standard) Rules, 2006 (as amended) read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on 31st March, 2018, together with the comparative period data as at and for the year ended 31st March, 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet is prepared as at 1st April, 2016, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at 1st April, 2016 and the previously published Indian GAAP financial statements as at and for the year ended 31st March, 2017.

Any resulting differences between carrying amounts of assets and liabilities according to Ind AS 101 as of 1st April, 2016 compared with those presented in the previous GAAP Balance Sheet as of 31st March, 2015, were recognized in equity under retained earnings within the Ind AS Balance Sheet.

Exemptions applied:

Ind AS 101 "First-time Adoption of Indian Accounting Standards" allows first-time adopter certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

Ind AS Optional Exemptions

1. Property, Plant and Equipments and Intangible Assets

As per Ind AS 101, para D7AA, a first-time adopter to Ind ASs may elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind ASs, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

2. Business Combination

Ind AS 101 provides the option to apply Ind AS 103 prospectively from the transition date or from a specific date prior to the transition date. This provides relief from full retrospective application that would require restatement of all business combinations prior to the transition date.

Accordingly, the Company has elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date. Business combinations occurring prior to the transition date have not been restated.

3. Borrowings

Ind AS 101 permits that if it is impracticable for an entity to apply retrospectively the effective interest method in Ind AS 109 'Financial Instruments', the fair value of the financial liability at the date of transition to Ind AS shall be the new amortised cost of that financial liability at the date of transition to Ind AS. Accordingly, Company has elected to apply this exemption.

4. Classification and measurement of financial assets

As per Ind AS 101, para B8, an entity is required 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.

5. Derecognition of financial assets and financial liabilities

As per Ind AS 101, para B2, a first-time adopter shall apply the derecognition requirements in Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind ASs.

6. 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, unless there is objective evidence that those estimates were in error. Ind AS estimates as at 1st April, 2015 and March 31, 2016 are consistent with the estimates as at the same date made in the conformity with previous GAAP. The Company made estimates for the following in accordance with Ind AS at the date of transition as these were not required under previous GAAP.

1. Investment in equity instruments carried at FVTPL
2. Impairment of financial assets based on Expected Credit Loss model The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions at 1st April, 2016, the date of transition to Ind AS and as of 31st March, 2017.

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

(₹ In Lakhs)

Particulars	31 st March, 2017			1 st April, 2016		
	Previous GAAP	Adjustments	Ind AS	Previous GAAP	Adjustments	Ind AS
ASSETS						
Non-Current Assets						
(a) Property, Plant & Equipment	48,739.79	(143.32)	48,596.47	48,354.43	(143.06)	48,211.37
(b) Capital Work-in-Progress	397.53	(0.44)	397.09	786.28	-	786.28
(c) Intangible Assets	0.14	(0.14)	-	1.29	(1.29)	-
(d) Intangible Assets Under Development	202.00	-	202.00	-	-	-
(e) Goodwill on Consolidation	-	-	-	136.63	(136.63)	-
(f) Investment in Joint Ventures	-	214.29	214.29	-	201.29	201.29
(g) Financial Assets	-	-	-	-	-	-
(i) Investments	0.18	-	0.18	87.22	(87.04)	0.18
(iii) Loans	304.61	-	304.61	333.49	(1.76)	331.73
(iii) Others	493.23	-	493.23	273.26	(1.73)	271.53
(h) Other Non-Current Assets	1,159.19	29.17	1,188.36	1,923.42	(798.31)	1,125.11
Total Non-Current Assets	51,296.67	99.56	51,396.23	51,896.02	(968.53)	50,927.49
Current Assets						
(a) Inventories	32,995.45	(79.67)	32,915.78	29,090.65	(27.04)	29,063.61
(b) Financial Assets						
(i) Investments	8.15	21.22	29.37	12.44	18.88	31.32
(ii) Trade Receivables	16,012.02	(193.73)	15,818.29	16,397.38	(162.16)	16,235.22
(iii) Cash and Cash Equivalents	833.11	(48.98)	784.13	1,018.14	14.03	1,032.17
(iv) Bank balances other than (iii) above	722.66	(21.00)	701.67	908.95	(5.71)	903.24
(v) Loans	152.41	-	152.41	131.68	1.00	132.68
(vi) Others	612.78	1,335.25	1,948.03	1,535.46	1,371.76	2,907.22
(c) Other current assets	3,463.97	(1,342.21)	2,121.76	3,069.49	(1,376.79)	1,692.70
Total Current Assets	54,800.55	(329.11)	54,471.44	52,164.19	(166.03)	51,998.16
Total Assets	1,06,097.22	(229.55)	1,05,867.67	1,04,060.21	(1,134.56)	1,02,925.65
EQUITY AND LIABILITIES						
EQUITY						
(a) Equity Share Capital	1,711.60	-	1,711.60	1,692.93	-	1,692.93
(b) Other Equity	24,963.35	(585.38)	24,377.97	23,134.02	(214.33)	22,919.69
Total Equity	26,674.95	(585.38)	26,089.57	24,826.95	(214.33)	24,612.62
LIABILITIES						
Non-Current Liabilities						
(a) Financial Liabilities						
(i) Borrowings	19,877.15	-	19,877.15	21,658.81	-	21,658.81
(b) Provisions	961.72	(7.37)	954.36	953.49	(4.98)	948.51
(c) Deferred Tax Liabilities (Net)	4,473.11	16.94	4,490.05	4,615.48	(815.68)	3,799.80
(d) Government Grant	-	799.80	799.80	-	716.33	716.33
Total Non-current Liabilities	25,311.98	809.37	26,121.36	27,227.78	(104.33)	27,123.45
Current Liabilities						
(a) Financial Liabilities						
(i) Borrowings	29,043.07	-	29,043.07	29,113.22	(0.00)	29,113.22
(ii) Trade Payables	14,656.44	(101.64)	14,554.80	11,415.13	(267.20)	11,147.93

Particulars	31 st March, 2017			1 st April, 2016		
	Previous GAAP	Adjustments	Ind AS	Previous GAAP	Adjustments	Ind AS
(iii) Other Financial Liabilities	7,577.82	(203.20)	7,374.62	7,228.76	(171.21)	7,057.55
(b) Other Current Liabilities	2,206.09	(226.75)	1,979.34	1,660.86	(42.58)	1,618.28
(c) Government Grant	-	78.68	78.68	-	71.78	71.78
(d) Provisions	390.20	(0.64)	389.56	1,139.04	(407.49)	731.55
(e) Current Tax Liabilities (Net)	236.67	-	236.67	1,448.47	0.80	1,449.27
Total Current Liabilities	54,110.29	(453.55)	53,656.74	52,005.48	(815.90)	51,189.58
Total Equity and Liabilities	1,06,097.22	(229.55)	1,05,867.67	1,04,060.21	(1,134.56)	1,02,925.65

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

(₹ In Lakhs)

Particulars	For the year ended 31 st March, 2017		
	Previous GAAP	Adjustments	Ind AS
Income			
Revenue From Operations	1,26,252.35	(803.07)	1,25,449.28
Other Income	1,202.07	149.37	1,351.44
Total Revenue (I)	1,27,454.42	(653.70)	1,26,800.72
Expenses :			
Cost of Materials Consumed	60,491.24	(546.21)	59,945.03
Excise Duty	1,097.02	(80.53)	1,016.49
Changes in Inventories Of Finished Goods, Stock-In-Trade and Work-In-Progress	(1,006.21)	(11.16)	(1,017.37)
Manufacturing Expenses	21,278.55	95.60	21,374.15
Employee Benefits Expenses	21,892.02	(73.60)	21,818.42
Finance Costs	6,302.82	-	6,302.82
Depreciation And Amortization Expenses	5,776.70	(13.83)	5,762.87
Other Expenses	9,217.56	(268.54)	8,949.01
Total Expenses (II)	1,25,049.70	(898.28)	1,24,151.42
Profit before exceptional items and tax (III) = (I-II)	2,404.72	244.58	2,649.30
Exceptional Item (net) (IV)	(107.36)	-	(107.36)
Profit before Share of Net Profits of Investments accounted for using Equity Method and Tax (V) = (III+IV)	2,297.36	244.58	2,541.94
Share of Profit / (Loss) of Joint Venture (VI)	-	13.22	13.22
Profit before tax (VII) = (V+VI)	2,297.36	257.80	2,555.16
Tax Expense :			
(1) Current tax	758.00	14.42	772.42
(2) Deferred Tax	(137.05)	(4.46)	(141.51)
(3) Tax adjustment of earlier years	12.31	-	12.31
Total Tax Expenses (VIII)	633.26	9.96	643.22
Profit After Tax (IX) = (VII)-(VIII)	1,664.10	247.84	1,911.94
Other Comprehensive Income			
Item that will not be reclassified to profit or loss			
(i) Remeasurment of defined benefit plan	-	(41.67)	(41.67)
(ii) Tax relating Remeasurment of defined benefit plan	-	14.42	14.42
(iii) Share of other comprehensive income of Joint Venture accounted for using Equity Method	-	(0.22)	(0.22)
Total Other Comprehensive Income (X)	-	(27.47)	(27.47)
Total Comprehensive Income for the Period (XI) = (IX+X)	1,664.10	220.37	1,884.47

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

Reconciliation of total equity as at 31st March 2017 and 1st April 2016

(₹ In Lakhs)

Particulars	As at 31 st March 2017	As at 31 st March 2016
Total Equity as per Previous GAAP	26,674.95	24,826.95
Add/(Less): Adjustment of		
Amount Transferred to Deferred Government Grant	(878.48)	(788.11)
Fair Valuation gain of Investment and Forward Contract	311.24	173.91
Proposed dividend reversed including tax on dividend	-	407.52
Goodwill not Recognised		(136.63)
Equity of BFL and BGL merged w.e.f. 01/04/2016	-	150.53
Tax impact due to adjustment above	(16.94)	(21.40)
Inter Unit Elimination	(1.20)	
Adjustment in Net Assets of Joint Venture	-	(0.15)
Total Equity as per Ind AS	26,089.57	24,612.62

Reconciliation of Total Comprehensive Income as at 31st March 2017

(₹ In Lakhs)

Particulars	year ended As at 31 st March 2017
Profit/(Loss) after tax as per Previous GAAP	1,664.10
Add/(Less): Adjustment of	
Amount Transferred from Deferred Government Grant	71.78
Fair Valuation gain	137.33
Actuarial (Gain)/Loss recognised in OCI	41.67
Lease Hold Rent Expense	1.84
Lease Hold Land amortisation reverted	(1.84)
Tax impact due to adjustment above	(9.96)
Other Adjustment Due to Merger	6.65
Share of Profit / (Loss) of Associates and Joint ventures	0.37
Profit/(Loss) after tax as per Ind AS	1,911.94
Actuarial Gain/(Loss) recognised in OCI	(41.89)
Income tax on above	14.42
Total Comprehensive Income as per Ind AS	1,884.47

Notes to the reconciliation of equity as at 1st April, 2016 and 31st March, 2017 and total comprehensive income for the year ended 31st March, 2017.**1. Government Grant**

Under Previous GAAP Government Grant received was recognised in Capital Reserve by considering it as promoter's contribution. Under Ind AS Government grant are required to be recognised in Profit or Loss on systematic basis in case, the grant is related to assets and recognised as deferred income. Accordingly, ₹ 788.11 Lakhs has been transferred to Deferred income and is amortised in life of PPE for which it is received and accordingly an amount ₹ 171.37 Lakhs has been transferred to Retained Earnings being the amount amortised till 1st April, 2016. Grant received during the year 2016-17 has been transferred to Deferred Income and ₹ 71.78 Lakhs has been transferred to Other Income in Statement of Profit or Loss.

2. Fair Valuation of Investments and Forward Contracts

"Under previous GAAP, the long-term investments were measured at cost less permanent diminution in value, if any and current investments at cost. Ind AS requires all investments and derivatives to be measured at fair value at the reporting date and all changes in the fair value subsequent to the transition date to be recognised either in the Statement of profit and loss or Other Comprehensive Income (based on the category in which they are classified).

This has resulted in increase in other equity by ₹ 172.79 Lakhs and ₹ 314.72 Lakhs with corresponding increase in value of investment by ₹ 18.88 Lakhs and ₹ 21.22 Lakhs and in Derivative assets & Debtors by ₹ 155.03 Lakhs and ₹ 290.02 Lakhs as at 1st April 2016 and 31st March 2017, respectively.

3. Proposed Dividend and tax thereon

Under Previous GAAP, proposed dividends are recognized as liability in the period to which they relate irrespective of the approval by shareholders. Under Ind AS, a proposed dividend is recognised as a liability in the period in which it is declared by the company (on approval of Shareholders in a general meeting) or paid. Therefore, the liability amounting ₹ 407.52 Lakhs (inclusive of Dividend Distribution Tax) recorded under previous GAAP has been derecognised as on the date of transition i.e. 01.04.2016. The same is now recognised in Financial year 2016-17, when dividend was approved by shareholders.

4. Business Combination

During the financial year 2016-17 the company was combined with Banswara Global Limited and Banswara Fabrics Limited. Under Previous GAAP accounting done as per pooling of interest method as specified in AS-14 from the date on which merger was effected. Ind AS requires business combination under common control to be accounted as per Appendix C of Ind AS 103, which prescribes pooling of interest method. Under pooling of interest method assets and liabilities are required to be carried forward at book value and prior period presented in balance sheet are to be restated considering that the merger was effective from first day of the last year presented.

Hence, balance sheet of 1st April, 2016 has been prepared as if the merger was effective from that day.

5. Deferred Tax

Indian GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12-Income Taxes requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of asset or liability in the balance sheet and its corresponding tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP.

In addition, the various transitional adjustments lead to temporary differences. According to the accounting policies, the Company has to account for such differences. Deferred tax adjustments are recognized in correlation to the underlying transaction either in retained earnings or as separate component of equity.

6. Actuarial Gain or Loss on Defined Benefit Plans

Both under Indian GAAP and IND AS, the company recognized costs related to its post employment defined benefits plan on an actuarial basis. Under Indian GAAP the entire cost including actuarial gain/loss are charged to profit or loss. Under IND AS, remeasurements are recognized in Other Comprehensive Income.

As a result profit for the year ended 31st March 2017 has increased by ₹ 27.25 Lakhs (net of tax) with corresponding decrease in Other Comprehensive Income during the year.

7. Other equity

Retained earnings as at 1st April 2016 has been adjusted consequent to the above Ind AS transition adjustments. Refer 'Reconciliation of total equity as at 31st March 2017 and 1st April 2016' as given above for details.

8. Other comprehensive income

Under previous GAAP, the Company has not presented other comprehensive income (OCI) separately. Items that have been reclassified from statement of profit and loss to other comprehensive income includes remeasurement of defined benefit plans and fair value gain/loss on FVTOCI equity instruments. Hence, previous GAAP profit or loss is reconciled to total comprehensive income as per Ind AS

9. Under Indian GAAP, sale of goods was presented as net of excise duty. However, under Ind AS, sale of goods includes excise duty. Excise duty on sale of goods shown as separate line item as expenses in the Statement of Profit and Loss accordingly.
10. Due to classification of one of the land as operating lease, the related amount which was earlier classified as depreciation and amortization is now considered as lease rent expense, hence grouped in Other Expenses.
11. Certain amount of Cash and cash equivalents has been reclassified to Other Bank Balances and Other Non-Current Financial Assets in accordance with Ind AS 7-Statement of Cash Flows and Division II of Schedule III of Companies Act, 2013.
12. One of the Leasehold land has been classified as operating lease and accordingly, amount of ₹ 33.23 Lakhs as on 31st March, 2017 and ₹ 35.08 Lakhs as on 1st April, 2016 has been representing its value has been transferred to Other Non-current Assets and Other Current Assets.

13. Effect of Ind AS adoption on the cash flow statement as at 31st March, 2017.

(₹ In Lakhs)

Particulars	Previous GAAP	Adjustments	As per Ind AS
Net cash flow from operating activities	14,233.12	(208.54)	14,024.58
Net cash flow from investing activities	(5,890.84)	(223.98)	(6,114.82)
Net cash flow from financing activities	(8,493.63)	335.83	(8,157.80)
Net increase/ (decrease) in cash and cash equivalents during the year	(151.35)	(96.68)	(248.03)
Cash and cash equivalents at the beginning of the year	2,200.35	(1,168.18)	1,032.17
Cash and cash equivalent at the end of the year	2,049.00	(1,264.86)	784.14

Cash flow from Operating Activities under Ind AS has been decreased mainly due to reclassification of other bank balances from cash and cash equivalents to working capital changes. The difference in the balance of cash and cash equivalents, cash flow from investing activities and cash flow from financing activities respectively is mainly due to taking the effect of merger of BFL and BGL with the Company as presented in Note No. 50 and accounting of joint venture Tesca Textiles & Seat Components (India) Private Limited (Formerly known as Treves Banswara Private Limited) using Equity Method.

14. Under the previous GAAP, the investments in joint ventures were classified as 'Jointly Controlled Entities' and accordingly, accounted for using proportionate consolidation method. On transition to Ind As, such investments have been classified as joint ventures and consolidated using Ind AS 28, 'Investments in Associate and Joint Ventures.

The proportionately consolidated amounts of assets and liabilities of joint venture under previous GAAP were as below:

(₹ In Lakhs)

Particulars	As at 31 st March 2017	As at 31 st March 2016
Assets:-		
Property, plant and equipments	110.09	116.18
Intangible Assets	0.14	0.19
Capital work in progress	0.44	-
Other Non-current assets	2.22	1.77
Inventories	79.67	57.36
Trade Receivables	279.63	220.20
Cash and cash equivalents	69.98	24.05
Short-term loan and advances	8.79	10.25
Other current assets	-	0.15
Total Assets [A]	550.94	430.14
Outsider's Liabilities		
Long term provisions	7.36	5.49
Trade Payables	147.25	99.44
Other current liabilities	180.21	123.58
Short term provisions	0.65	0.20
Total Outsider's Liabilities [B]	335.46	228.70
Net Assets (A-B)	215.48	201.44

The proportionately consolidated amounts of income and expenses of joint venture under previous GAAP were as below:

(₹ in Lakhs)

Particulars	For the year ended 31 st March 2017
Revenue	
Sale of Products & Services (Gross)	803.06
Other Income	21.95
Total Revenue [A]	825.01
Expenses :	
Cost Of Materials Consumed	546.21
Changes in Inventories Of Finished Goods, Stock-In-Trade and Work-In-Progress	3.32
Purchase of Stock-In-Trade	-
Excise Duty	80.53
Employee Benefits Expenses	68.93
Depreciation And Amortization Expenses	11.99
Other Expenses	99.99
Total Expenses [B]	810.97
Tax Expense [C]	-
Net Profit after Tax (A-B-C)	14.04

Analysis of changes in cash and cash equivalents for the purpose of consolidated statement of cash flows under Ind AS is as under:

(₹ in Lakhs)

Particulars	As at 31 st March 2017	As at 31 st March 2016
Cash and cash equivalent s per previous GAAP	2,049.00	2,200.35
Joint Venture - Equity Method	(69.98)	(24.05)
Reclassification of Other Bank Balances	(1,194.89)	(1,174.56)
Effect of merger with BFL (As per Appendix C of Ind AS 103)	-	30.43
Cash and cash equivalents as per Ind AS	784.13	1,032.17

Note No. 59. Disclosure as mandate by schedule III of the Companies Act, 2013

Particulars	Amount (₹ in Lakhs)	%
Net Asset i.e. total assets minus total liabilities	541.87	50%
Share in profit or loss	99.62	50%
Share in other comprehensive Income	1.66	50%
Share in total comprehensive Income	101.28	50%
Cash and cash equivalents as per Ind AS	784.13	1,032.17

Note No. 60. Disclosure as required by Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

- A. Loans and advances in the nature of loans
To Joint Venture : Nil
- B. Investment by the loanee : Nil

Note No. 61. Standards issued but not yet effective

The standard issued, but not yet effective up to the date of issuance of the Company financials statement is disclosed below. The Company intends to adopts this standard when it becomes effective.

Ind AS 115 Revenue from Contracts with Customers Ind AS 115 was issued by Ministry of Corporate Affairs on 28th March, 2018 vide Companies (Indian Accounting Standard) Amendments Rules, 2018 and establishes a five-step model to account for revenue arising from contracts with customers. Under Ind AS 115 revenue is recognised at an amount that reflects to a consideration which an entity expects to be entitled in exchange for transferring goods or services to a customer. The new revenue standard supersede all current revenue recognition requirements under Ind AS. This standard will come into force from 1st April, 2018. The Company will adopt the new standard on the effective date.

Appendix to Ind AS 21, Foreign Currency transaction and advance consideration.

This appendix was issued by Ministry of Corporate Affairs on 28th March, 2018. It clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expenses or income when an entity has received or paid advance consideration in a foreign currency. The appendix will come into force from 1st April, 2018. The Company will adopt the requirement in the new appendix from the effective date.

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 60 forming part of these financial statements.

In terms of our Audit Report of even date:

For K.G. SOMANI & CO.

Chartered Accountants
FRN - 006591N

K.G. Somani

Partner
M.No. 006238

Place : New Delhi

Dated: 30th May, 2018

For and on behalf of the Board of Directors

R. L. Toshniwal

DIN : 00106933
Chairman

Rakesh Mehra

DIN : 00467321
Vice Chairman

Place : Mumbai

Dated : 30th May, 2018

Ravindra Kumar Toshniwal

DIN : 00106789
Managing Director

P. Kumar

DIN : 00179074
Chairman (Audit Committee)

J. K. Jain

Jt. President & CFO

H. P. Kharwal

Company Secretary



BANSWARA SYNTEX LIMITED

Registered Office: Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327 001 (Rajasthan)

CIN:L24302RJ1976PLC001684

ATTENDANCE SLIP

42nd Annual General Meeting

Folio No./ Client Id and DP ID No.	
Number of shares held	

I certified that I am a registered shareholder/Proxy for the registered shareholder of the company.

I hereby record my presence at the 42nd Annual General Meeting on Monday, 24th September, 2018 at 4:00 P.M. At Industrial Area, Dahod Road, Post Box No. 21, Banswara - 327001 (Rajasthan)

Name of the Member (In BLOCK Letters)		Signature
Name of the Proxy Holder (In BLOCK Letters)		Signature

Note: Please fill in the attendance slip and hand it over at the entrance. Member or Proxy holder should bring his/her copy of the annual report for reference at the 42nd Annual General Meeting.

Please read instruction printed under the note no. 26 to the Notice of 42nd Annual General Meeting. The E-voting will commence on 9:00 A.M. on 20th September, 2018 and end at 5:00 P.M. on 23rd September, 2018 (i.e. E-voting shall remain open for maximum 4 days only.) Thereafter, the E- voting Module shall be disabled by CDSL.

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BANSWARA SYNTEX LIMITED

Registered Office: Industrial Area, Dahod Road, Post Box No. 21, Banswara – 327 001 (Rajasthan)

CIN:L24302RJ1976PLC001684

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 and Regulation 44(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

CIN	L24302RJ1976PLC001684
Name of the Company	Banswara Syntex Ltd.
Registered office	Industrial Area, Dahod Road, Post Box No. 21, Banswara - 327001 (Rajasthan)
Name of the Member(s)	
Registered address:	
E-mail Id:	
Folio No/ Clint Id and DP ID:	

I/ We being the member of Banswara Syntex Ltd. holding.....shares, hereby appoint:

1. Name :..... E-mail ID :.....

Address :.....

..... Signature : or failing him
2. Name :..... E-mail ID :.....

Address :.....

..... Signature : or failing him
3. Name :..... E-mail ID :.....

Address :.....

..... Signature :

NATIONAL AUTOMATED CLEARING HOUSE FORM (NACH)
(Not required to be filed by shareholders holding shares in dematerialized form)

Date :

To,
M/s Computech Sharecap Limited
Unit: Banswara Syntex Limited : 147 Mahatma Gandhi Road, Fort, Mumbai 400 001
Dear Sir/Madam:

I/We do hereby authorise Banswara Syntex Ltd to Credit my dividend amount directly to my Bank Account as per details furnished below by National Automated Clearing House (NACH)

My Bank details are as follows:-

Folio No.	
Shareholder Name	
Bank Name	
Bank Branch Address	
Account Type (saving/Current/Cash Credit)	
Account Number (as appearing in your cheque book)	
9 Digit Bank MICR Code Number *	
11 Digit IFSC Code	
Telephone Number (with STD Code of shareholder)	
E-mail ID of Shareholder	

I/We shall not hold the Company responsible if the NACH mandate cannot be implemented for reasons beyond the control of the Company.

.....
Signature of shareholder(s) (as per specimen lodged with the Company)

COMPANY'S RECOMMENDATIONS TO THE SHAREHOLDERS/INVESTORS

Register NACH Mandate and furnish correct bank account particulars to Company's R&TA/ Depository Participant (DP) Investors holding shares in physical form should provide the NACH Mandate form to the Company's R&TA of the above mentioned address and investors holding shares in demat form should ensure that correct and updated particulars of their bank account are available with the Depository Participant (DP). This would facilitate in receiving direct credits of dividends, refunds etc., from companies and avoid postal delays and loss in transit. Investors must update their new bank account numbers allotted after implementation of Core Banking Solution (CBS) to the Company's R&TA in case of shares held in physical form and to the DP in case of shares held in demat form.

* Please attached a photo copy of a Cheque or Blank Cancelled cheque issued by your bank for verifying the accuracy of the Code number.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Annual General Meeting of members of the Company, to be held on Monday, the 24th September, 2018 at 4:00 P.M. at the registered office, Industrial Area, Dahod Road, Post Box No. 21, Banswara - 327001 (Rajasthan), and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions Description	OPTIONAL *	
		FOR	AGAINST
ORDINARY BUSINESS			
1.	Consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2018 together with the reports of the Board of Directors and Auditors thereon, b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2018 and Auditors’ report thereon.		
2.	Declaration of final dividend on Equity Share		
3.	Appointment of Shri Rakesh Mehra, a Director retiring by rotation		
SPECIAL BUSINESS			
4.	Ratify the payment of Remuneration to the Cost Auditors for the Financial Year 2018-19		
5.	Re- Appointment of Shri Kamal Kishore Kacholia as an independent Director		
6.	Re- Appointment of Shri P. Kumar as an independent Director		
7.	Re- Appointment of Shri D. P. Garg as an independent Director		
8.	Re- Appointment of Shri Vijay Mehta as an independent Director		
9.	Re- Appointment of Dr. S.B. Agarwal as an independent Director		
10.	Re- Appointment of Shri Vijay Kumar Agarwal as an independent Director		

*It is optional to put a (✓) in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed thisday of.....2018

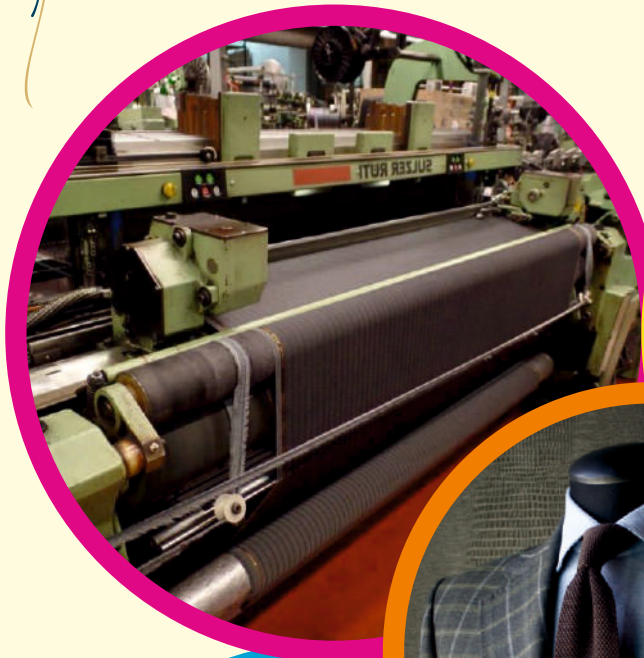
Signature of Shareholder:

Signature of Proxy holder(s):

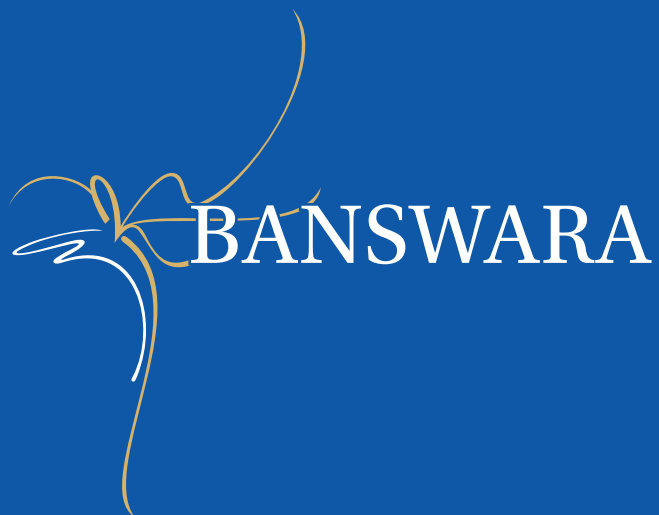
Affix
Rs. 1/-
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.
2. A proxy need not be a member of the Company and shall prove his identity at the time of attending meeting.
3. 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 which remain unstamped or in inadequately stamped or form upon which the stamps have not been canceled will be treated as invalid.



Manufacturing Capabilities



Banswara Syntex Limited

REGISTERED OFFICE: Industrial Area, Dahod Road, Post Box No. 21, BANSWARA-327 001 (Rajasthan)
CIN:L24302RJ1976PLC001684

Email: secretarial@banswarasyntex.com; **website:** www.banswarasyntex.com

Phone No. (02962) 257676, 257679-681; **Fax No.** (02962) 240692