

# BINAYAK TEX PROCESSORS LTD



Annual Report: 2017-2018

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# CORPORATE INFORMATION

CIN: L17110MH1983PLC030245

ISIN: INE626H01019

BSE Scrip Code: 523054

## **Board of Directors**

**Pradipkumar Pachariwala**  
Managing Director

**Heeradevi Pradip Kumar Pachariwala**  
Director

**Ashok Kumar Ramprakash Agarwal**  
Director

**Krishan Kumar Kundanlal Lahoti**  
Independent Director

**Manjeet Kumar Surana**  
Independent Director

## **Company's Bankers**

Union Bank of India  
Central Bank of India  
State Bank of India-JNPT Branch  
HDFC Bank

## **Auditors**

Yatin Kumar Shah  
903, Arcadia NCPA, Road, 195,  
Nariman Point, Mumbai:- 400021.

## **Registered Office**

384-M, Dhabolkar Wadi,  
5th Floor, Kalbadevi Road,  
Mumbai:- 40002

## **Listing of Equity Shares**

**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400001

## **Registrar & Transfer Agents**

Bigshare Services Pvt Ltd,  
1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri:-East, Mumbai:- 400059.

## **NOTICE OF 35<sup>th</sup> ANNUAL GENERAL MEETING**

**Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the members of M/s. Binayak Tex Processors Limited will be held on 29<sup>th</sup> September, 2018 at the registered office of the company at 384-M, Dhabolkar Wadi, 5th Floor, Kalbadevi Road, Mumbai:- 400002 at 3.00 P.M. to transact the following business:**

### **Ordinary Business:**

1. To receive, consider and adopt the Audited Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Managing Director in place of Mr. Pradipkumar Pachariwala (DIN: 00767879), Managing Director, who retire by rotation in compliance of the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers himself for re-appointment.
3. **"Resolved that** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter 'the Act') as amended from time to time or any other law for the time being in force (including any statutory modification or re-enactment thereof), Mr. Yatin Kumar Shah., Chartered Accountants, Mumbai (M.No No. 159796) be and are hereby appointed as Statutory Auditors of the Company they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of 36<sup>th</sup> Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them."

### **Special Business:**

4. To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of the Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meeting of Board And its Power), 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) and the Articles of Associations of the Company and subject to such other approvals as may be required, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs.300 crore i.e. Rs. 3 Billion (Rupees Three Hundred Crore Only)."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required

5. To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of the Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meeting of Board And its Power), 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) and the Articles of Associations of the Company and subject to such other approvals as may be required, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to mortgage and/or to create charge in any manner, on all or any of the immovable and/or moveable assets including outstanding monies, receivables, claims, bills, documents, contracts, engagements, securities, investments and rights of the Company both present and future of the Company for securing any loan obtained or as may be obtained from any Bank or any Consortium of Banks or Financial Institutions or funds or any person or body(ies) together with interest, cost, charges, expenses and other monies payable by the Company or to create the charge to secure any loan taken by any other entities/body corporate on such

terms and conditions as the Board may deem fit in the interest of the Company provided that the total amount at any point of time so secured/mortgage shall not exceed the limit as approved under Section 180(1)(c) of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required

6. To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and subject to such approvals, sanctions and consents (hereinafter referred to as the “Approvals”) as may be required from such authorities and institutions or bodies and such conditions as may be prescribed by any of them while granting such approval, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to make loan to any person or other body corporate to give guarantee or provide security in connection with a loan taken by subsidiaries / associates or any person or other body corporate; and to acquire by way of subscription, purchase or otherwise securities of anybody corporate on such terms and conditions as the Board, may, in its absolute discretion deem fit, notwithstanding the fact that the aggregate of the investments, so far made, or securities so far provided, loan/guarantee so far given by the Company along with the proposed investments which exceeds 60% of the paid up capital and free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, provided that the maximum amount of investment made or loan/ guarantee given / security provided by the Company shall not exceed the sum of **Rs. 500 Crores (Rupees Five Hundred Crores only)**.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to execute all such documents, instruments and writings as may be required and to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard.”

**REGISTERED OFFICE**

384-M, Dhabolkar Wadi,  
5th Floor, Kalbadevi Road,  
Mumbai: - 400002

Date: 14/08/2018

**BY ORDER OF THE BOARD**

**Binayak Tex Processors Limited**

Sd/-

**Pradipkumar Pacheriwala**  
**(Managing Director)**

## **Notes:**

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is attached hereto.
2. A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, 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 MAY NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
3. Corporate Members are requested to send in advance duly certified copy of Board Resolution / power of attorney authorizing their representative to attend the annual general meeting.
4. Members/ proxies are requested to bring their copies of annual reports and the attendance slip duly completed and signed at the meeting, quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
5. Pursuant to section 91 of the Companies Act, 2013 The Register of Members and the Transfer Book of the Company will remain closed from 22/09/2018 to 29/09/2018 (both days inclusive).
6. The Securities & Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent (M/s. Bigshare Services Pvt Ltd,) of the Company.
7. Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at: M/s. Bigshare Services Pvt Ltd, at 1<sup>st</sup> Floor, Bharat Tin Works Building, Vasant Oasis, Makwana Road, Marol, Andheri: -East, Mumbai: - 400059.
8. Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014' electronic copy of the Annual Report for financial year 2017-2018 along with Notice of 35<sup>th</sup> Annual General Meeting of the company (including the Attendance Slip & Proxy Form) is being sent to all the members whose email id is registered with the Registrar/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their e mail address, physical copies of the Annual Report for the financial year 2017-2018 along with the notice of the 35<sup>th</sup> Annual general Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Forms is being sent by other permissible modes.
9. Electronic copy of the Notice convening the 35<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose email addresses are registered with their respective Depository Participants. For those members who have not registered their email address, physical copies of the said Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
10. Members may also note that the Notice of the 35<sup>th</sup> Annual General Meeting and the Annual Report for 2017-2018 will also be available on the Company's website [www.binayaktex.com](http://www.binayaktex.com), which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection during normal business hours on all the working days except Saturdays.
11. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
12. Brief details of the Directors, who are seeking appointment / re-appointment, are annexed hereto as per the requirements of the Companies Act, 2013 and Listing Regulation (LODR).
13. The Company has paid the annual listing fees for the financial year 2018-19 to BSE Limited.
14. Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.

## 15. Procedure and Instruction for E-Voting

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and as per Listing Regulation (LODR), the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 34<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).

The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.

The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

### a. The instructions for e-voting are as under:

#### In case of members receiving e-mail:

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

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

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

- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, 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. (xvii) above to cast vote.
- (B) The voting period begins on 26<sup>th</sup> September 2018 at 10.00 AM and ends on 28<sup>th</sup> September 2018 at 5. PM. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22<sup>nd</sup> September 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## REQUEST TO MEMBERS

Members are requested to send their question(s), if any, relating to the financial statements, shareholding, etc., to the Company Secretary/Chief Financial Officer at the Registered Office of the Company, on or before September 22, 2018, so that the answers/details can be kept ready at the Annual General Meeting.

## **Explanatory Statement Pursuant to Section 102 of the companies Act, 2013**

### **Item No. 4 & 5:**

In order to meet the future requirements of funds, which may arise on account of the plans/programs/business, the Company may require further loans/borrowings from time to time from financial institutions, banks, and other entities. Further, to secure such borrowings, the Company may be required to create charge/mortgage/hypothecation on all or any of its movable and/or immovable assets, both present and future as may be required from time to time.

In terms of the provisions of Section 180(1)(c) & 180(1)(a) of the Companies Act, 2013, the Company needs to take approval of members of the Company for increasing the borrowing powers and authority to create charge / mortgage on the assets of the Company to secure such borrowings from financial institutions, banks, and other entities from time to time, Hence it is proposed to take your approval for a limit upto Rs. 300 Crores.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the passing of the Resolution.

### **Item No. 6:**

As per the provisions of Section 186 of the Companies Act, 2013, a Company, without approval of the shareholders by passing a Special Resolution, cannot give any loan to any person or other body corporate/give any guarantee or provide security in connection with a loan taken by it or other body corporate or person or acquire by way of subscription, purchase or otherwise, securities of anybody corporate exceeding)

- 1) Sixty per cent of its paid up capital, free reserves and securities premium account; or
- 2) One hundred per cent of its free reserves and securities premium account, whichever is more.

Your Company has embarked upon a growth path and is constantly reviewing opportunities for expansion of its business operations either directly or through its subsidiaries / joint ventures / associate companies and therefore it may require to provide financial support to meet long term and working capital requirements by way of loan(s) and/or guarantee(s) and/or security(ies) / investment in securities of such subsidiaries / joint ventures / associate companies / other bodies corporate.

It is, therefore, proposed that the Board of Directors of the Company be authorized to invest by way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee(s) and/or providing of security (ies) for an amount not exceeding Rs. 500 Crores from time to time in/to one or more of the persons/entities i.e. subsidiaries / joint ventures / associate companies / other bodies corporate. The source of funds for making these investments would be surplus funds generated by the Company through operations or from such other sources as the Board may deem appropriate. Since the above investments, loans, guarantees and/or securities proposed together with the loans and investments already made, guarantee and securities already given may exceed the limit as specified in Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board & its Powers) Rules, 2014 and Rule 22 of Companies (Management and Administration) Rules, 2014, approval of the members is required for the same.

The Board of Directors accordingly recommends the Special Resolution as set out at Item No. 06 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

## **Board of Director's Report**

Dear Members,

Your Directors are pleased to present the 34<sup>th</sup> Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2018. The Management Discussion & Analysis is also incorporated into this Report.

### **Financial Results:**

Summary of the Company's financial performance for F.Y. 2017-2018 as compared to the previous financial year is given below:

Particulars	(Figures in Lacs)	
	F.Y. 2017 - 2018	F.Y. 2016 - 2017
Revenue from operations	15780.92	17052.51
Revenue from Other Income	156.10	134.69
<b>Total Revenue</b>	<b>15937.02</b>	<b>17187.20</b>
Depreciation & Amortization	162.34	157.40
Interest Cost	267.09	392.39
Profit/Loss After Depreciation & Interest	106.48	162.92
Provision for Tax	-	-
Income Tax	21.00	21.00
<b>Deferred Tax</b>	<b>12.93</b>	<b>24.52</b>
<b>Profit After Tax</b>	<b>72.55</b>	<b>117.53</b>
<b>EPS</b>	<b>10.20</b>	<b>16.52</b>

### **Highlights:**

During the year your company has its turnover to Rs. 15937.02 Lacs including other income as compared to 17187.20 Lacs in the previous year and thereby registering a decrease approx. 7.45% as compared to the previous year. The Turnover of the Company has decreased because the Competition in textile market and shortage of raw material of textile product and GST impact.

### **Dividend:**

To conserve the resources for future business requirements of the Company, your Directors do not recommend any payment of dividend for the year under review.

### **Policies on Directors' Appointment and Remuneration**

The policies of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Acts appended as Annexure I (a) & (b) to this Report.

### **Deposits:**

Your Company has not accepted any deposits within the meaning of Section 73 (1) of the Companies Act, 2013.

### **Directors' Responsibility Statement:**

In accordance with the provisions of Section 134 (3) (c) of the Companies Act, 2013, and based on the information provided by management, your Directors' state that:

1. In the preparation of the annual accounts for the financial year ended 31st March, 2018 the applicable accounting standards have been followed.
2. Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the State of affairs of the corporation as at the end of March 31, 2018 and of the profit of the Company for the year ended on that date.

3. Proper and sufficient care to the best of their knowledge and ability 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 fraud and other irregularities.
4. The Annual Accounts of the Company have been prepared on the ongoing concern basis.

## **Statutory Auditors:**

Mr. Yatin Kumar Shah Chartered Accountants having Membership No: 159796 statutory auditors of the Company hold office until the conclusion of the ensuring AGM and are eligible for appointment of the 36<sup>th</sup> AGM of the Company to be held in the year 2018.

## **Auditors report:**

Observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments under Section 134(1) of the Companies Act, 2013.

## **Secretarial Audit**

Pursuant to the requirements of Section 204(1) of the Act, and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Sark & Associates, Company Secretary in Practice to conduct the Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report as received from Sark& Associates is appended to this Report as Annexure II.

## **Comments on Auditors' Report**

There are no qualifications, reservations, adverse remarks or disclaimers made by Yatin Kumar Shah, Statutory Auditors, in their Audit Report. However they drawn the attention of the Management of the Company towards non-compliance of Section 203.

M/s. Sark and Associates, Company Secretary in Practice, in his Secretarial Audit Report for financial year 2017-18 have drawn the attention of the management on some the non-compliances, which have been marked as qualification in his report. In connection with the same management herewith give the explanation for the same as follow:

The Company is of view that though the Company has Company Secretary on role of the Company as on date. The Company for that purpose out sourced the Secretarial work to the Professional Company Secretaries Firm. The Company is highly Compliance Company and always believe in high Corporate Governance, The Company is regular in making all required notices, disclosures, announcements, Compliances, filing with the Exchanges, ROC, Income Tax and other concerned Authorities.

The size of the Company is very small as compared to its peer group companies; the Company has also established Risk Management Policy in place to mitigate unforeseeable risks and frauds. The management thinks that Company has adequate internal control system commensurate with the size of the Company and the Statutory Auditor also conduct test audit on quarterly basis and submit the limited review certificate and draws the attention of the management on concerned matters.

## **Extract of Annual Return**

Pursuant to the requirements under Section 92(3) and Section 134(3) of the Act read with Rule 12 of Companies (Management and Administration) Rules, 2014, an extract of Annual Return in prescribed Form MGT-9 is given in the Report as Annexure III.

## **Particulars of Employees and Related Information**

In terms of the provisions of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the disclosures pertaining to remuneration and other details as required under the Act and the above Rules are provided in the Annual Report. The disclosures as specified under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, have been appended to this Report as Annexure IV.

## **Board meetings:**

The Board meets at regular intervals to discuss and decide on the company's policies and strategy apart from other Board matters. During the Financial year 2017-2018, 05 times board meetings were held on 30/05/2017, 14/08/2017, 14/09/2017, 14/12/2017 and 14/02/2018. The gap between two meetings did not exceed 120 days.

## **Audit Committee**

The Audit Committee is constituted in line with the regulatory requirements mandated by the Companies Act, 2013 and the Listing Regulations. The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

## **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee is constituted in line with the regulatory requirements mandated by the Companies Act, 2013 and the Listing Regulations. The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

## **Declaration by Independent Directors**

Mr. Krishan Kumar Kundanlal Lahoti, Mr. Manjeet Kumar Surana are Independent Directors on the Board of the Company. The Independent Directors hold office for a fixed term of five years and are not liable to retire by rotation.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and SEBI Listing Regulations with the Stock Exchanges.

## **Disqualification of Director**

No Director of the Company is disqualified under any law to act as a Director

## **New Listing Agreement**

The Company has entered into new Listing Agreement with BSE Limited, in compliance with Regulation 109 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

## **Postal Ballot:**

No postal ballot was held during the year 2017-2018.

## **Risk Management and Internal Controls:**

The Company has the risk management and internal control framework in place commensurate with the size of the Company. However Company is trying to strengthen the same. The details of the risks faced by the Company and the mitigation thereof are discussed in detail in the Management Discussion and Analysis report that forms part of the Annual Report.

## **Conservation of Energy and Technology Absorption:**

The company has taken various in-house measures to conserve the electricity and energy

Technology absorption and innovation is a continuous process in the company.

## **Foreign Exchange:**

- Foreign Traveling Expenses Rs.-2,63,102.00 (Previous Year Rs. 9,78,526.00)
- Foreign Brokerage Paid Rs.- 33,31,353.00 (Previous Year Rs. 39,99,065.00)
- Earning in foreign Currency (Export/F.O.B.) Rs. 61, 96,88,180.22 (P. Y. Rs. 87,59,14,959.09)
- Raw Material Purchases in foreign Currency Rs 50,95,718.00 (P. Y. Rs NIL )

## **Listing of Shares:**

The Company got its shares listed on Bombay Stock Exchange.

The Company has paid the necessary Listing fees for the year 2018 – 2019 to Bombay Stock Exchange.

## **Vigil Mechanism/Whistle Blower Policy:**

The Company has established a vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the Management, the concerns about behaviour of employees that raise concerns including fraud by using the mechanism provided in the Whistle Blower Policy. The details of the said Policy are included in the Report on Corporate Governance which forms part of the Annual Report.

During the financial year 2017-18, no cases under this mechanism were reported in the Company and any of its subsidiaries/ associates.

## **Policy for Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace:**

The company has framed policy in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year 2017-18, no cases in the nature of sexual harassment were reported at any workplace of the company.

## **Green Initiative in Corporate Governance:**

The Ministry of Corporate Affairs (vide circular nos.17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken 'Green initiative in corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode.

Members are requested to support their green initiative by registering/updating their email addresses, in respect of shares held in dematerialized form with their respective depository participants and in respect of shares held in physical form with Companies RTA.

## **Management Discussion and Analysis Report:**

Further, a separate Management Discussion and Analysis Report covering a wide range of issues relating to Industry Trends, Company Performance, SWOT analysis, Corporate Process, Business Outlook among others is annexed to this Report.

## **Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification:**

The Chief Executive Officer and Chief Financial Officer Certification as required under regulation 17(8) of the Listing Regulation and Chief Executive Officer declaration about the Code of Conduct is Annexed to this Report marked as Annexure IV.

## **Acknowledgement:**

The Board of Directors wishes to express sincere thanks to Bankers, Shareholders, clients, Financial Institutions, customers, suppliers and employees of Companies for extending support during the year.

**For and On behalf of the Board  
Binayak tex Processors Limited**

Sd/-  
**Mr. Pradipkumar Pacheriwala**  
(Managing Director)

Sd/-  
**Mrs. Heeradevi Pradipkumar Pacheriwala**  
(Director)

Date:14/08/2018

Place: Mumbai

## **Annexure to Directors' Report**

### **Annexure - I (a)**

#### **Policy On Selection and Appointment Of Directors**

##### **Objective:**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 (the Act), the In the process of formulating the committees of a company is required formulate the criteria for determining the qualifications, positive attributes and independence of a director proposed to be appointed as an director on the board of the company. This Policy document records the criteria for selection and appointment of directors on the Board of the Company.

##### **Scope:**

This Policy is applicable to selection and appointment of Directors on the Board of the Company.

##### **Criteria for selection of Directors:**

In the process of formulating Committee like Nomination and Remuneration Committee ('the Committee') of the Board of the Company to keep the following criteria in mind while assessing the suitability of an individual as a director on the Board of the Company:

- Demonstration of independence, integrity, high personal and professional ethics;
- Ability and willingness to commit sufficient time to the responsibilities as a Board member;
- Understanding of the Company's/Group's business and related industry;
- General understanding of marketing, finance, and other disciplines relevant to the business of the Company/ Group;
- Educational and professional background – professional qualification and/or experience of having run a business at senior management and decision making level;
- Age giving sufficient experience as well as length of service available;
- Ability to assessment the conflict of interest, if any;
- Personal accomplishments and ability to influence decisions

The above are the broad parameters for assessing the candidate's suitability. The Committee has the discretion to apply additional or different criteria as it may deem fit.

The Committee may also consider the contributions that a board candidate can be expected to make to the collective functioning of the Board based upon the totality of the candidate's credentials, experience and expertise, the composition of the Board at the time, and other relevant circumstances.

The Committee will also keep in mind regulatory requirements in this regard. For example, a person cannot serve on more than seven public listed company boards in addition to the Company. Also a person who serves as the Managing Director/ Chief Executive Officer (or equivalent position) of any company cannot serve on the Board of more than three additional public listed companies.

An Independent Director can hold office for a term up to five consecutive years on the Board of the Company and he is eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director can hold office for more than two consecutive terms of five years, but such Independent Director is eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

Persons to be considered for appointment as directors are selected by the Nomination and Remuneration Committee in accordance with the policies and principles above and under the Act and the Listing Agreement. The invitation to join the Board may be extended by the Chairman of the Board.

## **Annexure - I (b)**

### **Policy on Performance Evaluation and Remuneration of the Directors:**

#### **Scope:**

All members of the Board of Directors

#### **Objective:**

- To assist in the process of assessing the participation and contribution in the Board level deliberations by the directors of the company
- To monitor and evaluate the attainment of the Board objectives
- To provide the Directors an opportunity to reflect on, and assess their areas of strength and development

#### **Evaluation mechanism:**

- (1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated
- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

#### **Criteria for determination of Remuneration of Directors**

The Non-Executive Directors and Independent Directors will receive remuneration by way of sitting fees for attending meetings of the Board and/or Committee thereof, as decided by the Board from time to time subject to the limits specified under the Companies Act, 2013 (the Act) including any amendments thereto. In addition to the sitting fees, the Non-executive and Independent Directors may also be paid commission as may be determined by the Board subject to the limits specified under the Act.

The remuneration of Non-Executive Directors and Independent Directors will be governed by the role assumed, number of meetings of the Board and the committees thereof attended by the directors, the position held by them as the Chairman and member of the committees of the Board and overall contribution to the business. Besides these, the determination of remuneration of independent directors will also depend on the external competitive environment, track record, individual performance of the directors and performance of the Company as well as the industry standards.

**Annexure – I**

**Form 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 insub-section (1) of section 188 of the Act including certain arm's length transactions under third proviso thereto**

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

All contracts/arrangements/transactions entered into during the year ended March 31, 2018, were at arm's length basis.

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

**For and On behalf of the Board  
Binayak tex Processors Limited**

**Sd/-  
Mr. Pradipkumar Pachariwala  
(Managing Director)**

**Sd/-  
Mrs. Heeradevi Pradipkumar Pachariwala  
(Director)**

**Date: 14/08/2018  
Place: Mumbai**

## **Secretarial Audit Report - Annexure- II**

### SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31<sup>st</sup> March, 2017

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

To,  
The Members  
**BINAYAK TEX PROCESSORS LIMITED.**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Binayak Tex Processors 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 **31<sup>st</sup> March, 2018** complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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 **31<sup>st</sup> March, 2018** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (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; - **Not applicable to the Company during the Audit Period.**
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; - **Not applicable to the Company during the Audit Period.**
  - 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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - **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;- **Not applicable to the Company during the Audit Period**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not applicable to the Company during the Audit Period** and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **Not applicable to the Company during the Audit Period.**

(vi) Other laws applicable to the company:

- i. Factories Act, 1948
- ii. The Standards of Weights and Measures (Enforcement) Act, 1985
- iii. Employees Provident Fund and Miscellaneous Provisions Act, 1952
- iv. Industrial Employment (Standing Orders) Act, 1946
- v. Labour Law (Exemption from Furnishing Returns and Maintaining Registers by Certain Establishment) Act, 1988
- vi. The Industrial Disputes Act, 1947
- vii. The Minimum Wages Act, 1948
- viii. Income tax Act, 1961
- ix. Central pollution Control Board
- x. Environment (Protection) Act, 1986
- xi. Forest Act 1980
- xii. Textiles Committee Act, 1963

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The Listing Agreements entered into by the Company with BSE Limited, Mumbai.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above except to the extent as mentioned below:

- a) There is no Internal Auditor in the company.

We further report that -

- a) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and 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.

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 signed any technical collaboration agreement.

**Place: Mumbai**

**Date: 14-08-2018**

**For & on behalf of**

**SARK & Associates**

**Company Secretaries**

**Sd/-**

**Sumit Khanna  
(Partner)**

**A.C.S. No. 22135**

**C.P. No. 9304**

To,  
The Members  
Binayak Tex Processors Limited

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

1. Maintenance of secretarial records 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 process 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.

**Place: Mumbai**

**Date : 14-08-2018**

**For & on behalf of**

**SARK & Associates**

**Company Secretaries**

Sd/-

**Sumit Khanna  
(Partner)**

**A.C.S. No. 22135**

**C.P. No. 9304**

**Annexure - III****Form No. MGT - 9  
EXTRACT OF ANNUAL RETURN****As on the financial year ended on March 31, 2018****[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]**

<b>I REGISTRATION &amp; OTHER DETAILS:</b>		
<b>i</b>	<b>CIN</b>	L17110MH1983PLC030245
<b>ii</b>	<b>Registration Date</b>	21/06/1983
<b>iii</b>	<b>Name of the Company</b>	M/s. Binayak Tex Processors Limited
<b>iv</b>	<b>Category/Sub-category of the Company</b>	Company Limited by shares
<b>v</b>	<b>Address of the Registered office &amp; contact details</b>	384-M, Dhabolkarwadi, 5 <sup>th</sup> Floor, Kalbadevi Road, Mumbai:- 400002. E-Mail Id: btpl.investors@gmail.com Ph. No: 022-40542222
<b>vi</b>	<b>Whether listed company</b>	Yes
<b>vii</b>	<b>Name , Address &amp; contact details of the Registrar &amp; Transfer Agent, if any.</b>	M/s. Bigshare Services Private Limited. 1 <sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri:-East, Mumbai:- 400059.

<b>II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>			
All the business activities contributing 10% or more of the total turnover of the company shall be stated			
<b>Sl. No.</b>	<b>Name &amp; Description of main products/services</b>	<b>NIC Code of the Product /service</b>	<b>% to total turnover of the company</b>
1	Selling of Fabrics & Textile Products	475	100%

<b>III PARTICULARS OF HOLDING , SUBSIDIARY &amp; ASSOCIATE COMPANIES</b>					
<b>Sl. No</b>	<b>Name &amp; Address of the Company</b>	<b>CIN/GLN</b>	<b>Holding / Subsidiary / Associate</b>	<b>% of Shares Held</b>	<b>Applicable Section</b>
1	Valient Glass Works Private Limited	U51900MH1971PTC015495	Associates	43.12%	-
2	Paramount Fine Tex & Industries (I) Pvt Ltd	U24200MH1980PLC023052	Associates	24.38%	-

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)										
(i) Category of Shareholders as on 31.03.2018	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				change during the year	% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>A. Promoters</b>										
(1) Indian	420409	0	420409	59.10	420409	0	420409	59.10	0	0
a) Individual/HUF	0	0	0	0	0	0	0	0	0	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0	0
		0	0	0		0	0	0	0	0
<b>SUB TOTAL:(A) (1)</b>	<b>420409</b>	<b>0</b>	<b>420409</b>	<b>59.10</b>	<b>420409</b>	<b>0</b>	<b>420409</b>	<b>59.10</b>	<b>0</b>	<b>0</b>
<b>(2) Foreign</b>										
a) NRI- Individuals	0	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>420409</b>	<b>0</b>	<b>420409</b>	<b>59.10</b>	<b>420409</b>	<b>0</b>	<b>420409</b>	<b>59.10</b>	<b>0</b>	<b>0</b>
<b>B. Public Shareholding</b>										
<b>(1) Institutions</b>										
a) Mutual Funds	0	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(1):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(2) Non Institutions</b>										
<b>a) Bodies corporates</b>										
i) Indian	50206	0	50206	7.06	50477	0	50477	7.09	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0	0.00
<b>b) Individuals</b>										

i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	137366	51300	188666	26.52	137096	51300	188396	26.48	0	0
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	52018	0	52018	7.31	52018	0	52018	7.31	0	0
c) Others (specify)	0	0	0	0	1	0	1	0	0	0
<b>SUB TOTAL (B)(2):</b>	<b>239591</b>	<b>51300</b>	<b>290891</b>	<b>40.89</b>	<b>239591</b>	<b>51300</b>	<b>290891</b>	<b>40.89</b>	<b>0</b>	<b>0.00</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>239591</b>	<b>51300</b>	<b>2900891</b>	<b>40.89</b>	<b>239591</b>	<b>51300</b>	<b>290891</b>	<b>40.89</b>	<b>0</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>Grand Total (A+B+C)</b>	<b>660000</b>	<b>51300</b>	<b>711300</b>	<b>100</b>	<b>660000</b>	<b>51300</b>	<b>711300</b>	<b>100</b>	<b>0</b>	<b>0.00</b>

<b>(ii) SHARE HOLDING OF PROMOTERS</b>								
Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Bela Pacheriwala	63700	8.96	0	63700	8.96	0	0
2	Bhagiratidevi Pacheriwala	25100	3.53	0	25100	3.53	0	0
3	Binodilal Arjundas Pacheriwala	53150	7.47	0	53150	7.47	0	0
4.	Binodilal Pacheriwala HUF	28900	4.06	0	28900	4.06	0	0
5.	Dilipkumar Pacheriwala	60050	8.44	0	60050	8.44	0	0
6.	Heeradevi Pacheriwala	78909	11.09	0	78909	11.09	0	0
7.	Pradipkumar Pacheriwala	65150	9.16	0	65150	9.16	0	0
8.	Vinita Pacheriwala	19450	2.73	0	19450	2.73	0	0
9.	Vishal Pacheriwala	26000	3.66	0	2600	3.66	0	0
	<b>Total</b>	<b>420409</b>	<b>59.10</b>	<b>0.00</b>	<b>420409</b>	<b>59.10</b>	<b>0.00</b>	<b>0.00</b>

## (iii) Change in Promoters' Shareholding as on the financial year ended on March 31, 2018

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
At the beginning of the year	420409	59.10	<b>Not Applicable</b>	
Date wise Increase/Decrease in Promoters shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer/bonus/sweat equity, etc.)	<u>No Changes</u>	<u>0.00</u>		
At the end of the year	420409	59.10		

## (IV) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS)

Sr. No.	Shareholders Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Harit Export Limited	50000	7.03	50000	7.03
2	Mohit Ramgopal Agarwal	27318	3.84	27318	3.84
3	Neha Ashish Ganeriwal	24700	3.47	24700	3.47
4	Kailashchand Agarwal	18000	2.53	18000	2.53
5	Mahesh Rochiram-Karta	15000	2.10	15000	2.10
6	Meenu Bansal	12500	1.75	12500	1.75
7	Rajeev Bansal	12500	1.75	12500	1.75
8	Anju Ganeriwal	11808	1.66	11808	1.66
9	Sanjay Vinod Bhagat	11000	1.54	11000	1.54
10	Ankitkumar Ganeriwal	10897	1.53	10897	1.53
	<b>Total</b>	<b>193723</b>	<b>27.02</b>	<b>193723</b>	<b>27.02</b>

## (IV) SHAREHOLDING PATTERN OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sr. No.	Shareholder's Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-17 to 31-03-18)	% of total Shares of the Company
		No. of Shares at the beginning (01-04-16) / end of the year (31-03-18)	% of total Shares of the Company				No. of Shares	
1	Mr.Pradipkumar Pacheriwala - Director	65150	9.16	-	-	-	0	0
2	Mrs. HeeradeviPradipkumarPacheriwala:- Director	78909	11.09	-	-	-	0	0
	<b>Total</b>	<b>144059</b>	<b>20.25</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0</b>	<b>0</b>

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	458408570	-	-	458408570
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	458408570	-	-	458408570
<b>Change in Indebtedness during the financial year</b>				
Additions	-	-	1000000	1000000
Reduction	141253843	-	-	141253843
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount		-	-	
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	317154727	-	<b>1000000</b>	318154727

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/Manager Mr. PradipkumarPacheriwala (Managing Director)	Name of the MD/WTD/Manager Mrs. HeeradeviPradipkumarPacheriwala (Executive Director)	Total Amount (Rs. In Lacs)
1	<b>Gross salary</b>	-		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	18	6	24
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of profit	-	-	-
	others (specify)	-	-	-
5	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>18</b>	<b>6</b>	<b>24</b>
	<b>Ceiling as per the Act</b>	<b>N.A</b>	<b>-</b>	<b>N.A</b>

## B. Remuneration to Other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors					Total Amount (Rs. In Lacs)
<b>1</b>	Independent Directors						
	(a) Fee for attending board committee meetings	-	-				-
	(b) Commission	-	-				-
	(c) Others, please specify	-	-				-
	<b>Total (1)</b>	<b>Nil</b>	<b>Nil</b>				<b>Nil</b>
<b>2</b>	Other Non Executive Directors						
	(a) Fee for attending board committee meetings	-	-				-
	(b) Commission	-	-				-
	(c) Others please specify.	-	-				-
	<b>Total (2)</b>	<b>Nil</b>	<b>Nil</b>				<b>Nil</b>
	<b>Total (B)=(1+2)</b>	<b>Nil</b>	<b>Nil</b>				<b>Nil</b>
	<b>Total Managerial Remuneration</b>	<b>Nil</b>	<b>Nil</b>				<b>Nil</b>
	<b>Overall Ceiling as per the Act.</b>	N.A					

## C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:

Sl. No.	Particulars of Remuneration	Name of the Company Secretary Mr. Tarpan Shah	Total Amount
<b>1</b>	<b>Gross salary</b>	<b>240000/-</b>	<b>240000/-</b>
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	as % of profit	-	-
	others (specify)	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	<b>240000/-</b>	<b>240000/-</b>
	<b>Ceiling as per the Act</b>	<b>N.A</b>	<b>N.A</b>

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)
<b>A. COMPANY</b>					
Penalty			<b>None</b>		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			<b>None</b>		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			<b>None</b>		
Punishment					
Compounding					

On behalf of the Board of Directors

Date: 14/08/2018  
Place: Mumbai

Sd  
Pradipkumar Pacheriwala  
(Managing Director)

Sd/-  
Heeradevi Pradipkumar Pacheriwal  
(Director)

# REPORT ON CORPORATE GOVERNANCE

## A. THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The objective of your Company is not only to meet the statutory requirements of the code but to go well beyond it by instituting such systems and procedures as are in accordance with the latest global trend of making management completely transparent and institutionally sound.

Your Company has always believed in the concept of good Corporate Governance involving transparency, empowerment, accountability and integrity with a view to enhance stake holder value. The Company has professionals on its Board of Directors who are actively involved in the deliberations of the Board on all important policy matters.:

## B. BOARD OF DIRECTORS

The Company has a very balanced and diverse Board of Directors ("Board"), which primarily takes care of the business needs and stakeholders' interest. The Company has a judicious mix of Executive and Non- Executive Directors. As on March 31, 2018, the Board presently consists of 2 (two) Executive Director; which comprises of Managing Director (MD), 1 (One) Non-Executive Director, 2 (Two) Non-Executive, Independent Directors.

Apart from reimbursement of expenses incurred in the discharge of their duties and the remuneration for Independent Directors as entitled under the Companies Act, 2013, none of these Directors has any other material pecuniary relationships or transactions with the Company, its Promoters, its Directors, its Senior Management, which in their judgment would affect their independence.

All the Independent Directors of the Company furnish declarations annually that they satisfy the conditions of their being independent. All such declarations are placed before the Board. Further, pursuant to Section 164(2) of Companies Act, 2013, all the Directors have provided declarations annually in Form DIR-8 that they have not been disqualified to act as Director. No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013.

None of the Directors held Directorships in more than 10 public limited companies. All Directors are also in compliance of the limit on Independent Directorships of listed companies as prescribed in Regulation 25(1) of the Listing Regulations. Further, none of the Directors on the Board is a Member of more than 10 Committees and / or Chairman of more than 5 Committees (Committees being Audit Committee and Stakeholders Relationship Committee, as per Regulation 26(1) of the Listing Regulations) across all the Companies in which he / she is a Director. The necessary disclosures regarding committee positions have been made by all the Directors.

## C. COMPOSITION OF THE BOARD

The Board of Directors comprises 2 (Two) all the Directors are executive The Board also has a Woman Director. The details of the Directors as at March 31, 2018.

None of the Directors held Directorships in more than 10 public limited companies. All Directors are also in compliance of the limit on Independent Directorships of listed companies as prescribed in Regulation 25(1) of the Listing Regulations. Further, none of the Directors on the Board is a Member of more than 10 Committees and / or Chairman of more than 5 Committees (Committees being Audit Committee and Stakeholders Relationship Committee, as per Regulation 26(1) of the Listing Regulations) across all the Companies in which he / she is a Director. The necessary disclosures regarding committee positions have been made by all the Directors.

Sr. No.	Name of Director and DIN	Category	No. of Other Directorship	No. of equity shares held in company	Member/ Chairperson of the committee	
					Member	Chairman
1	Heeradevi Pradip Kumar Pacheriwala	Executive:- Director	3	78909	1	-
2	Pradipkumar Pacheriwala	Executive :- Managing Director	6	65150	3	-
3	Ashok kumar Ramprakash Agarwal	Non Executive:- Director	0	-	1	-
4	Krishan Kumar Kundanlal Lahoti	Non Executive:- Independent Director	0	-	1	3
5	Manjeet Kumar Surana	Non Executive:- Independent Director	0	-	2	1

## **D. BOARD MEETINGS**

The Company holds at least four Board meetings in a year, one in each quarter, inter-alia, to review the financial results of the Company. The Company also holds additional Board Meetings to address its specific requirements, as and when required. All the decisions and urgent matters approved by way of circular resolutions are placed and noted at the subsequent Board meeting. The Company circulates the agenda along with comprehensive notes well in advance before each meeting which, inter-alia, includes the following:

- Quarterly/Half Yearly/Annual financial results of the Company.
- Minutes of various committees of the Board.
- Regulatory notices/judgment/order being material in nature.
- Approvals on the sale of investments/assets of material nature etc.

During the financial year 2017-18 (Five) Board Meetings were held. The maximum gap between two Board meetings was less than one hundred and twenty days.

The details of the attendance of the Board of Directors at the Board Meetings and the last Annual General Meeting (AGM) are as detailed herein below:

Sr. No.	Name of Director and DIN	No. of Board Meetings held	No. of Board meetings attended	Attendance at the last AGM.
1	Mr. Pradipkumar Pacheriwala	5	5	Yes
2	Mrs. Heeradevi Pradipkumar Pacheriwala	5	5	Yes
3	Mr. Ashokkumar Agarwal	5	5	Yes
4	Mr. Krishan Kumar Kundanlal Lahoti	5	5	Yes
5	Mr. Manjeet Kumar Surana	5	5	Yes

## **E. MEETING OF INDEPENDENT DIRECTORS**

The Independent Directors met on the following date during the last financial year.

Date of the Meeting	Total Strength	No. of Directors' Present
30th March, 2018	2	2

## **F. CODE OF CONDUCT**

The Company has adopted a Code of Conduct ("Code") which applies to all the Board members and Senior Management Personnel of the Company. It is the responsibility of all Board members and Senior Management Personnel to familiarize themselves with Code and comply with its provisions. The Code has been circulated to all the members of the Board and Senior Management Personnel and they have confirmed compliance with the Code. A declaration signed by the Chairman and Managing Director to this effect is given below.

## **G. COMMITTEES OF THE BOARD**

### **AUDIT COMMITTEE**

#### **(a) Constitution**

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The Members possess adequate knowledge of Accounts, Audit, Finance, etc.

The Broad terms of reference of Audit Committee inter-alia are:

- To review the financial statements before submission to Board;
- To review reports of the Auditors and Internal Audit department;
- To review the weaknesses in internal controls, if any, reported by Internal and Statutory Auditors, etc.
- Recommending the appointment, remuneration and terms of appointment of Statutory Auditors including Cost Auditors of the Company, etc.

In addition, the powers and role of the Audit Committee are as laid down under Regulation 18 and Schedule II Part C of the Listing Regulations and Section 177 of the Companies Act, 2013.

## **(b) Composition**

The Audit Committee of the Company as on 31st March, 2018 comprised the following 3 Directors of the Company:

1	Manjeet Kumar Surana	Chairman
2	Krishan Kumar Kundanlal Lahoti	Member
3	Pradip Kumar Pachariwala	Member

## **(c) Meetings & Attendances**

The Audit Committee met five times on the following dates during the last financial year. The gap between two Meetings did not exceed four months.

Date of the Meeting	Total Strength	No. of Directors' Present
30th May, 2017	3	3
14th August, 2017	3	3
14th September, 2017	3	3
14th December, 2017	3	3
14th February, 2018	3	3

The necessary quorum was present at the meetings.

## **STAKEHOLDER RELATIONSHIP COMMITTEE**

### **(a) Constitution**

The Committee's composition meets with requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. Terms of reference of the Committee, inter alia, includes the following:

- (a) Review the reports submitted by the Registrars and Share Transfer Agents of the Company at quarterly intervals;
- (b) Periodically interact with the Registrars and Share Transfer Agents to ascertain and look into the quality of the Company's Shareholders/ Investors grievance redressal system and to review the report on the functioning of the Investor grievances redressal system.
- (c) Follow-up on the implementation of suggestions for improvement, if any.
- (d) Periodically report to the Board about serious concerns, if any.

### **(b) Composition**

The Stakeholder Relationship Committee of the Company comprises of the following 3 Directors of the Company:

1	Krishan Kumar Kundanlal Lahoti	Chairman
2	Manjeet Kumar Surana	Member
3	Pradip Kumar Pachariwala	Member

### **(c) Meetings & Attendances**

The Stakeholder Relationship Committee met four times on the following dates during the last financial year.

Date of the Meeting	Total Strength	No. of Directors' Present
30th May, 2017	3	3
14th August, 2017	3	3
14th December, 2017	3	3
14th February, 2018	3	3

## 1. NOMINATION & REMUNERATION COMMITTEE

### **(a) Constitution**

The Committee's constitution and terms of reference are in compliance with provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

Terms of reference of the Committee, inter alia, includes the following:

1. To carry out evaluation of every Director's performance;
2. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal;
3. To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees;
4. To formulate the criteria for evaluation of Independent Directors and the Board;
5. To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria;
6. To carry out any other function as is mandated by the Board of Directors from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;
7. To perform such other functions as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such Committee

### **(b) Composition**

The Nomination & Remuneration Committee comprised the following 3 Directors of the Company:

1	Krishan Kumar Kundanlal Lahoti	Chairman
2	Ashok Kumar Ramprakash Agarwal	Member
3	Manjeet Kumar Surana	Member

### **(c) Meetings & Attendances**

The No Meeting during the year of Nomination & Remuneration Committee.

### **Criteria for evaluation of Individual Directors**

The criteria for evaluation of performance of the individual Directors included various parameters viz. attendance & participation during the meetings, their active contribution & independent judgment, cohesiveness, discussions/ deliberations on important matters, understanding of the Company.

## **H. DISCLOSURES**

During the period, there were no transactions materially significant with Company's promoters, directors or management or subsidiaries or their relatives that may have potential conflict with the interests of the Company at large.

Details of Non Compliance by the Company, penalties strictures imposed on the Company by Stock Exchanges or any statutory authority, on any matter related to capital markets, during the last three years – None.

### **Details of Subsidiary and Associate Companies:**

The Company have Two Associate Companies as on 31<sup>st</sup> March, 2018.

### **Policy for prohibition of Insider Trading**

The Company has adopted a code of conduct for prevention of insider trading with a view to regulate trading in securities by the Directors and employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of the Company's shares by the Directors and employees while in possession of unpublished price sensitive information in relation to the Company or its securities.

The Company has appointed the Compliance Officer to ensure compliance of the said Code by all the Directors, Senior Management Personnel and employees likely to have access to unpublished price sensitive information.

## **Vigil Mechanism/Whistle Blower Policy**

The Vigil Mechanism/Whistle Blower Policy has been adopted to provide appropriate avenues to the employees to bring to the attention of the management, the concerns about any unethical behaviour, by using the mechanism provided in the Policy. In cases related to financial irregularities, including fraud or suspected fraud, the employees may directly approach the Chairman of the Audit Committee of the Company. We affirm that no director or employee has been denied access to the Audit Committee during financial year 2017-18. The Policy provides that no adverse action shall be taken or recommended against an employee in retaliation to his/her disclosure in good faith of any unethical and improper practices or alleged wrongful conduct. This Policy protects such employees from unfair or prejudicial treatment by anyone in the Group.

## **General Body Meetings**

Location, date and time of the Annual General Meetings held during the last three years and Extra Ordinary General Meetings held during the last year are given below:

Financial Year	Type of Meeting	Location	Meeting, Date and Time
2016-17	AGM	384-M, Dhabolkarwadi, 5 <sup>th</sup> Floor, Kalbadevi Road, Mumbai:- 400002	30 <sup>th</sup> September 2017 at 3.00 PM
2015-16	AGM	384-M, Dhabolkarwadi, 5 <sup>th</sup> Floor, Kalbadevi Road, Mumbai:- 400002	30 <sup>th</sup> September 2016 at 3.00 PM
2014-15	AGM	384-M, Dhabolkarwadi, 5 <sup>th</sup> Floor, Kalbadevi Road, Mumbai:- 400002	30 <sup>th</sup> September 2015 at 3.00 PM

## **L. MEANS OF COMMUNICATION**

Quarterly, Half Yearly and Yearly financial results are sent to the Stock Exchanges immediately after they are approved by the Board.

## **General Information for Members**

I. Annual General Meeting -- The 35<sup>th</sup> Annual General Meeting of the Company will be held on 29<sup>th</sup> September, 2018.

Financial Calendar	Last AGM held 30/09/2017
First Quarter Results Declared	14 <sup>th</sup> August, 2017
Second Quarter Results Declared	14 <sup>th</sup> December 2017
Third Quarter Results Declared	14 <sup>th</sup> February, 2017
Fourth Quarter Results Declared with Audited result	30 <sup>th</sup> May, 2018

II. Book Closure date : 22/09/2018 to 29/09/2018

III. a) Listing of Equity Shares: Bombay Stock Exchange

b) Listing fees is duly paid to the Bombay stock exchange Limited as per listing agreement.

IV. a) BSE Scrip Code: 523054

b) Demat ISIN Numbers in NSDL & CDSL INE626H01019 for Equity Shares

## **V. Distribution of Shareholding as on 31st March, 2018**

Shareholders			Shareholding	
No. of Shares	Nos.	%	Holding in Rs.	%
Upto 5000	192	82.7586	249730	3.5109
5001 - 10000	2	0.8621	20000	0.2812
10001 - 20000	4	1.7241	74000	1.0403
20001 - 30000	10	4.3130	282750	3.9751
30001 - 40000	1	0.4310	35000	0.492
40001 - 50000	1	0.4310	50000	0.7029
50001 - 100000	2	0.8621	160000	2.2494
100001 & above	20	8.6207	6241520	87.7481
<b>Total</b>	<b>232</b>		<b>7113000</b>	<b>100</b>

## VI. Shareholding pattern as on 31.03.2018

Category		No. of Shares held	% of Shareholding
<b>A</b>	Promoter's Holding		
1	Promoters		
	- Indian Promoters	420409	59.10
	- Foreign Promoters	0	0
2	Persons acting in concert	0	0
	<b>Sub - Total</b>	420409	59.10
<b>B</b>	Non-Promoter's Holding		
3	Institutional Investors		
a)	Mutual Funds and UTI	0	0
b)	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions / Non-Government Institutions)	0	0
<b>C</b>	FII's	0	0
	<b>Sub - Total</b>	<b>420409</b>	<b>59.10</b>
4	Others		
a)	Private Corporate Bodies	50477	7.09
b)	Indian Public	240414	33.79
c)	NRI's/OCB's - NRI	0	0.00
d)	Any Other (Please specify) - Clearing Members	0	0
	<b>Sub-Total</b>	<b>290891</b>	<b>40.9</b>
	<b>Grand Total</b>	<b>711300</b>	<b>100.00%</b>

## VII. DEMATERIALISATION OF SHARES.

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the depositories, viz, National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL), Percentage of Shares held in physical and dematerialized form as on 31st March, 2018.

Mode	No. of Shares	% Shares
<b>Physical Form</b>	51300	7.21
<b>Electronic Form with NSDL</b>	81528	11.47
<b>Electronic Form with CDSL</b>	578418	81.32
<b>Total</b>	711300	100

## VIII. INVESTOR CORRESPONDENCE:

For Transfer / Dematerialisation of Shares, payment of dividend on shares, interest and redemption of debentures and any other query relating to the shares and debenture of the Company

### Bigshare services Pvt Ltd.

1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri:-East, Mumbai:- 400059.

### For Any other query

### M/s. Binayak Tex Processors Limited

Regd Off: 384-M, Dhabolkarwadi, 5<sup>th</sup> Floor, Kalbadevi  
Road,  
Mumbai:- 400002

Website: [www.binayaktex.com](http://www.binayaktex.com)

Email Id: [btpl.investors@gmail.com](mailto:btpl.investors@gmail.com)

## **MANAGEMENT DISCUSSIONS AND ANALYSIS REPORTS**

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31<sup>st</sup> March, 2018.

The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

### **Segment-wise Performance**

The Company operates in two reportable segments i.e. Textile Business and Finance Business. The Business Segments has been identified as separate segment in accordance with Accounting Standard 17 'Segment Reporting'.

### **Risk & Concerns:**

In today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organization's success. Globalization with increasing integration of markets, newer and more complex products and transactions and an increasingly stringent regulatory framework has exposed organizations to and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success. The sustainability of the business is derived from the following:

- Identification of the diverse risks faced by the company.
- The evolution of appropriate systems and processes to measure and monitor them.
- Risk Management through appropriate mitigation strategies within the policy framework.
- Monitoring the progress of the implementation of such strategies and subjecting them to periodical audit and review.
- Reporting these risk mitigation results to the appropriate managerial levels.
- There is the risk of loss from inadequate or failed systems, processes or procedures. These may be attributed to human failure or technical problems given the increase use of technology and staff turnover. Your company has in place suitable mechanisms to effectively reduce such risks. All these risks are continuously analyzed and reviewed at various levels of management through an effective information system.

### **Opportunities and Threats:**

Some of the key trends of the industry that are favorable to the company to exploit these emerging opportunities are:

- Clients are more comfortable with uniform high quality and quick service and process across the enterprise.
- There are good prospects for expanding further activities in this direction.
- The company is also facing server competition from other travel companies

### **Some of the key changes in the industry unfavourable to the company are:**

- Heightened competition
- Increasing Compliances
- Attraction and retention of human capital.
- Regulatory changes.

## **Internal Control Systems and their Adequacy:**

Internal control systems are embedded in the processes across all functions in the Company. These systems are being regularly reviewed and wherever necessary are modified or redesigned to ensure better efficiency and effectiveness. The systems are subjected to supervision by the Board of Directors and the Audit Committee, duly supported by Corporate Governance.

Company Complies with all Applicable statutes, policies, procedures, listing requirements and management guidelines. It Adheres to applicable accounting standards and polices.

## **Human Resources:**

- The Management believes in maintaining cordial relations with its employees. The management recognizes the importance of Human Resources and effective steps will be taken to strengthen the same depending on the requirements.
- The Company provided excellent working environment so that the individual staff can reach his/her full potential.
- The Company is poised to take on the challenges and march towards accomplishing its mission with success.
- The Company maintained good Industrial/Business relation in market which enhanced the Creditworthiness of the Company.

## **Cautionary Statement:**

Statement in the Management Discussion and Analysis describing the Company's objectives exceptions or predications may be forwards looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Several factors could make significant difference to the company's operation. These include climatic conditions and economic conditions affecting demand and supply, government regulations and taxation, natural calamities etc. over which the company does not have any control.

## AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members,  
M/s. Binayak Tex Processors Limited

We have examined the compliance of conditions of Corporate Governance of M/s. Binayak Tex Processors Limited (the 'Company'), for the year ended March 31, 2018, as stipulated in Regulations 17, 18, 20, 21, 22, 23, 24, 25, 26, 27 and Clause (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance, as stipulated in the SEBI Listing Regulations, 2015.

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

**For Yatin Kumar Shah  
(Chartered Accountants)**

Sd/-  
**Yatin Kumar Shah**  
M.No. 159796

**Date: 30/05/2018**  
**Place: Mumbai**

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## DECLARATION

I, PradipkumarPacheriwala, Managing Director of Binayak Tex Processors Limited, hereby declare that all the members of the Board of Directors and the Senior Management Personnel have affirmed compliance with the code of conduct for the year ended 31st March, 2018.

**For Binayak Tex Processors Ltd**

Sd/-  
**PradipkumarPacheriwala**  
**(Managing Director)**  
DIN: 00767879

**Date:14/08/2018**  
**Place:Mumbai**

## **CEO / CFO CERTIFICATION**

**To,  
The Board of Directors,  
Binayak Tex Processors Limited**

We hereby certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2018 and that to the best of our knowledge and belief;
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. No transaction is entered into by the company during the year which is fraudulent, illegal or violate of the Company's Code of Conduct.
3. We accept responsibility 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 and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps 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 in internal control over financial reporting during the year.
  - b) Significant changes 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 over financial reporting.

**For Binayak Tex Processors Ltd**

**Sd/-  
HeeradeviPradipkumarPacheriwala  
(Director)  
DIN: 00433665**

**Date: 14/08/2018  
Place: Mumbai**

# **Independent Auditor's Report**

## **TO THE MEMBERS OF BINAYAK TEX PROCESSORS LIMITED**

### **Report on the Audit of the Ind AS Financial Statements**

I have audited the accompanying Ind AS financial statements of BINAYAK TEX PROCESSORS LIMITED ('the Company'), which comprise the Balance sheet as at 31 March 2018, the Statement of profit and loss the Statement of Changes in Equity and the Statement of Cash Flows for the year ended, and summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income changed in equity and cash flow of the company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standard) Rules, 2015 (as amended) under section 133 of the Act. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

### **AUDITOR'S RESPONSIBILITY**

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

### **AUDITOR'S RESPONSIBILITY (Continued)**

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I am also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit qualified opinion on the Ind AS financial statements.

## **Basis for Qualified Opinion**

The Company has not accounted for liability for gratuity and leave encashment for the year ended 31 March 2018 this is not in accordance with the requirements of Ind AS 19 – Employee Benefits which requires the Company to accounted for actuarial liability of gratuity and leave encashment, I am unable to quantify the amount adjustments to these Ind AS financial statements as the Company has not carried out actuarial valuation of gratuity and leave encashment.

## **Qualified Opinion**

In my opinion and to the best of my information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31 March 2018, its loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

## **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, I give in the "Annexure A" statement on the matters specified in paragraph 3 and 4 of the Order, to extent applicable.
2. As required by Section 143(3) of the Act, I report that:
  - a. I have sought and obtained, except for the matters described in the Basis for Qualified Opinion paragraph, all the information and explanations which to the best of my knowledge and belief are necessary for the purposes of my audit.
  - b. Except for the matters described in the Basis for Qualified Opinion paragraph, in my opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books ;
  - c. The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - d. Except for the matters described in the Basis for Qualified Opinion paragraph, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
  - e. The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above.
  - f. On the basis of the written representations received from the directors as on 31 March 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018, from being appointed as a director in terms of section 164(2) of the Act ;
  - 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 my separate report in "**Annexure B**"; and
  - 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 my opinion and to the best of my information and according to the explanations given to us :
    - i. The pending litigations as disclosed in Note No. 24 of Financial Statements would not impact financial position of the Company.
    - ii. The Company did not have any long term contracts including derivative contracts for which there are any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For YATIN KUMAR SHAH  
CHARTERED ACCOUNTANTS**

Sd/-  
**(YATIN KUMAR SHAH)  
PROPRIETOR  
Membership Number 159796**

PLACE : MUMBAI  
DATE : 30<sup>th</sup> May, 2018

## ANNEXURE - A TO THE AUDITORS' REPORT

The Annexure referred to in my Independent Auditors' Report to the members of the Company on the Financial Statements for the year ended 31<sup>st</sup> March, 2018, I report that:

### I. Fixed Assets

- a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) All fixed assets have been physically verified by the management during the year and there is a regular programme of verification which, in my opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies are noticed on such verification.
- c) According to the information and explanations given to us and on the basis of my examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

### II. Inventories

- a) The inventories have been physically verified by the management at reasonable intervals during the current year. The discrepancies noticed on verification between the physical stocks and the book records are not material and have been properly dealt with in the books of accounts. In my opinion, the frequency of verification is reasonable.
- iii. The Company has granted loans to one bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
  - a) In my opinion, the rate of interest and other terms and conditions on which the loans had been granted to the bodies corporate listed in the register maintained under Section 189 of the Act are not, prima facie, prejudicial to the interest of the Company.
  - b) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the barriers have been regular in the payment of the principal and interest as stipulated.
  - c) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act.
- iv. In my opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v. In my opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public covered under section 73 to 76 of the companies Act 2013.
- vi. I have broadly reviewed the records maintained by the company pursuant to companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Sub-section (1) of section 148 of the Companies Act, 2013 and I am of the opinion that prima facie the prescribed accounts and records have been made and maintained. I have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. a. According to the information and explanation given to us and on the basis of my examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

According to information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues are in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.

- b. According to the information and explanations given to us, there are no material dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, sales tax, duty of excise, service tax and value added tax have not been deposited by the Company on account of disputes:

Name of the statute	Nature of dues	Disputed Amount (in Rs)	Amount Paid	Period to which the amount relate	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax	9,35,361/-	9,35,361/-	A.Y 2012-13	ITAT Appeal
The Income Tax Act, 1961	Income Tax	8,96,787/-	8,96,787/-	A.Y 2013-14	CIT Appeal
The Income Tax Act, 1961	Income Tax	9,79,710/-	9,79,710/-	A.Y 2014-15	CIT Appeal
The Income Tax Act, 1961	Income Tax	11,75,070/-	-	A.Y 2015-16	CIT Appeal

- viii. The Company has taken loan from Union Bank of India and company has not defaulted in repayment of installment during the year.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- x. To the best of my knowledge and belief and according to the information and explanations given to me, no fraud on or by the Company has been noticed or reported during the course of my audit.
- xi. According to the information and explanations give to us and based on my examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. In my opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on my examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on my examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanation given to us and based on my examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. According to the information and explanation given to us and based on my examination of the records of the Company, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For YATIN KUMAR SHAH  
CHARTERED ACCOUNTANTS**

Sd/-  
**(YATIN KUMAR SHAH)  
PROPRIETOR  
Membership Number 159796**

PLACE : MUMBAI  
DATE : 30<sup>th</sup>May, 2018

## ANNEXURE - B TO THE AUDITORS' REPORT

### **REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (i) OF SUB-SECTION 143 OF THE COMPANIES ACT, 2013 ("the Act")**

I have audited the internal financial controls over financial reporting of Binayak Tex Processors Limited ('the company'), as of 31 March 2018, in conjunction with my audit of the standalone financial statements of the Company for the year ended on that date.

### **MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

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

### **AUDITORS' RESPONSIBILITY**

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that I 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My 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.

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

### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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

## **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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

## **OPINION**

In my opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting are operating effectively as at 31 March 2018, based on the information and explanation of the company provided to us, Internal Financial Control framework and the report of the Internal Auditors on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For YATIN KUMAR SHAH  
CHARTERED ACCOUNTANTS**

PLACE : MUMBAI  
DATE : 30<sup>th</sup> May, 2018

Sd/-  
**(YATIN KUMAR SHAH)  
PROPRIETOR  
Membership Number 159796**

## Corporate Information

BINAYAK TEX PROCESSORS LIMITED is Public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956 having Corporate Identity Number L17110MH1983PLC030245. Its shares are listed on Bombay Stock Exchange in India. The Company is engaged in the business of manufacturing / processing of textile fabrics. The principal place of business of the company is at Mumbai, Maharashtra. The Company caters to both domestic and international markets.

### 1. Significant Accounting Policies:-

#### Basis of Preparation of Financial Statements:-

The Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("Act") read with Companies (Indian Accounting Standards) Rules, 2015; and the other relevant provisions of the Act and Rules thereunder.

The Financial Statements have been prepared under historical cost convention basis, except for certain assets and liabilities measured at fair value.

The Company has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101 'First time adoption of Indian Accounting Standards'. The transition was carried out from Generally Accepted Accounting Principles in India (Indian GAAP) as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, which was the "Previous GAAP".

The Company's presentation and functional currency is Indian Rupees (Rs.). All figures appearing the financial statements are rounded off to the Rupee, except where otherwise indicated.

### 1.1 Authorization of Financial Statements:-

The preparation of Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets, liabilities and the accompanying disclosures along with contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require material adjustments to the carrying amounts of the assets or liabilities affected in future periods. The Company continually evaluates these estimates and assumptions based on the most recently available information.

- Assessment of functional currency;
- Financial instruments;
- Estimates of useful lives and residual value of Property, Plant and Equipment and Intangible assets;
- Valuation of Inventories
- Provisions;
- Evaluation of recoverability deferred tax assets; and
- Contingencies.

Revisions to accounting estimates are recognised prospectively in the Statement of Profit and Loss in the period in which the estimates are revised and in any future periods affected.

### 1.2 Property, Plant and Equipment

1.2.1 Property, Plant and Equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.

1.2.2 The initial costs of an asset comprises its purchase price or construction costs (including import duties and non-refundable taxes), any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and borrowing cost for qualifying assets (i.e. assets that necessarily take a substantial period of time to get ready for their intended use).

1.2.3 Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

1.2.4 Expenditure on assets not exceeding threshold limit are charged to revenue.

1.2.5 Spare parts which meet the definition of Property, Plant and Equipment are capitalized as Property, Plant and Equipment in case the unit value of the spare part is above the threshold limit. In other cases, the spare part is inventorised on procurement and charged to Statement of Profit and Loss on consumption.

1.2.6 An item of Property, Plant and Equipment and any significant part initially recognized separately as part

of Property, Plant and Equipment is de-recognized upon disposal; or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the Statement of Profit and Loss when the asset is de-recognized.

- 1.2.7 The residual values and useful lives of Property, Plant and Equipment are reviewed at each financial year end and changes, if any are accounted in line with revisions to accounting estimates.
- 1.2.8 The Company has elected to use exemption available under Ind AS 101 to continue the carrying value for all its Property, Plant and Equipment as recognised in the financial statements as at the date of transition to Ind ASs, measured as per previous GAAP and use that as its deemed cost as at the date of transition (1st April, 2016).
- 1.3. Depreciation  
Depreciation on Property, Plant and Equipment are provided on straight line basis, over the estimated useful lives of assets (after retaining the estimated residual value of 5%). These useful lives determined are in line with the useful lives as prescribed in the Schedule II of the Act.
  - 1.3.1 Items of Property, Plant and Equipment costing not more than the threshold limit are depreciated 100% in the year of acquisition.
  - 1.3.2 Components of the main asset that are significant in value and have different useful lives as compared to the main asset are depreciated over their estimated useful life. Useful life of such components has been assessed based on historical experience and internal technical assessment.
  - 1.3.3 Depreciation on spare parts specific to an item of Property, Plant and Equipment is based on life of the related Property, Plant and Equipment. In other cases, the spare parts are depreciated over their estimated useful life based on the technical assessment.
  - 1.3.4 Depreciation is charged on additions/deletions on pro-rata monthly basis including the month of addition/deletion.
- 1.4. Intangible Assets
  - 1.4.1 Intangible assets are carried at cost net of accumulated amortization and accumulated impairment losses, if any.
- 1.5. Investment Property
  - 1.5.1 Investment property is property (land or a building – or part of building – or both) held either to earn rental income or a capital appreciation or for both, but not for sale in the ordinary course of business, use in production or supply of goods or services or for administrative purposes.
  - 1.5.2 Any gain or loss on disposal of investment property calculated as the difference between the net proceeds and the carrying amount of the Investment Property is recognised in Statement of Profit and Loss.
- 1.6. Borrowing Costs
  - 1.6.1 Borrowing costs consist of interest and other costs incurred in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.
  - 1.6.2 Borrowing costs that are attributable to the acquisition or construction of qualifying assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets. All other borrowing costs are charged to the Statement of Profit and Loss.
- 1.7. Impairment of Non-financial Assets
  - 1.7.1 Non-financial assets other than inventories, deferred tax assets and non-current assets classified as held for sale are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. The recoverable amount is higher of the assets or Cash-Generating Units (CGU's) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets.
  - 1.7.2 When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

## 1.8 Inventories

1.8.1 The cost for the purpose of valuation of Finished and Semi - Finished goods is arrived at on FIFO basis and includes Cost of conversion and other cost incurred in bringing the inventories to their present location and condition. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the company.

The mode of valuing closing stock is as under:

- Raw Materials and General Stores are valued at cost or net realizable value, whichever is less, excluding CENVAT and VAT/GST credit, by FIFO method.
- Work-in-Process is valued at raw material cost plus estimated overheads or net realizable value; whichever is less but excluding CENVAT and VAT/GST credit.
- Finished Goods valued at cost including estimated overheads or net realizable value whichever is less.
- Scrap is valued at realizable value.

1.8.2 Raw materials held for use in the production of finished goods are not written down below cost except in cases where raw material prices have declined and it is estimated that the cost of the finished goods will exceed their net realizable value.

1.8.3 Obsolete, slow moving, surplus and defective stocks are identified at the time of physical verification of stocks and where necessary, provision is made for such stocks.

## 1.9 Revenue Recognition

### 1.9.1 Sale of Goods/Services

Revenue from the sale of goods is recognized when the significant risks and rewards of the ownership of the goods have passed to the buyer, the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold, revenue and the associated costs can be estimated reliably and it is probable that economic benefits associated with the transaction will flow to the Company.

Revenue from sale of goods excludes GST & excise duty & sales tax and is measured at the fair value of the consideration received or receivable (after including fair value allocations related to multiple deliverable and/or linked arrangements), after the deduction of any trade discounts, volume rebates, net of returns, taxes or duties collected on behalf of the government.

When the Company acts as an agent on behalf of a third party, the associated income is recognized on net basis.

1.9.2 Claims are recognized on settlement. Export incentives are accounted on accrual basis.

1.9.3 Interest income is recognized using Effective Interest Rate (EIR) method.

## 1.10 Classification of Income/ Expenses

1.10.1 Income/ expenditure (net) in aggregate pertaining to prior year(s) above the threshold limit are corrected retrospectively in the first set of financial statements approved for issue after their discovery by restating the comparative amounts and / or restating the opening Balance Sheet for the earliest prior period presented.

1.10.2 Prepaid expenses up to threshold limit in each case, are charged to revenue as and when incurred.

1.11 Employee benefits : Gratuity Liability is not determined and not provided at the end of the each financial year. However same is accounted on cash basis.

## 1.12 Foreign Currency Transactions

### 1.12.1 Monetary Items

Transactions in foreign currencies are initially recorded at their respective exchange rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at exchange rates prevailing on the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss either as profit or loss on foreign currency transaction and translation or as borrowing costs to the extent regarded as an adjustment to borrowing costs.

### 1.12.2 Non – Monetary items:

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

## 1.13 Provisions, Contingent Liabilities and Capital Commitments

1.13.1 Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

1.13.2 The expenses relating to a provision is presented in the Statement of Profit and Loss net of reimbursements, if any.

1.13.3 If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, 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.

1.13.4 Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability.

1.13.5 Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.

1.13.6 Contingent liabilities and Capital Commitments disclosed are in respect of items which in each case are above the threshold limit.

## 1.14 Fair Value measurement

1.14.1 The Company measures certain financial instruments at fair value at each reporting date.

1.14.2 Certain accounting policies and disclosures require the measurement of fair values, for both financial and non- financial assets and liabilities.

1.14.3 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 in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability also reflects its non-performance risk.

1.14.4 The best estimate of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received. If the Company determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, then the financial instrument is initially

measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently that difference is recognised in Statement of Profit and Loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

## 1.15 Financial Assets

### 1.15.1 Initial recognition and measurement

Trade Receivables and debt securities issued are initially recognised when they are originated. All other financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets other than those measured subsequently at fair value through profit and loss, are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

### 1.15.2 Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. Based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, the Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit and loss.

#### Debt instruments at amortised cost

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

The asset is held within a business model whose objective is -

- To hold assets for collecting contractual cash flows; and
- 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 amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

#### Debt instruments at Fair value through Other Comprehensive Income (FVOCI)

A 'debt instrument' is measured at the fair value through Other Comprehensive Income if both the following conditions are met:

The asset is held within a business model whose objective is achieved by both

- collecting contractual cash flows and selling financial assets; and
- contractual terms of the asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

After initial measurement, these assets are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment losses are recognised in the Statement of Profit and Loss. Other net gains and losses are recognised in other comprehensive Income.

#### Debt instruments at Fair value through Profit or Loss (FVTPL)

Fair Value through Profit or Loss is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation at amortised cost or as FVOCI, is classified as FVTPL. After initial measurement, any fair value changes including any interest income, foreign exchange gain and losses, impairment losses and other net gains and losses are recognised in the Statement of Profit and Loss.

### 1.15.3 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 financial assets measured at amortised cost and debt instruments measured at FVOCI.

Loss allowances on trade receivables are measured following the 'simplified approach' at an amount equal to the lifetime ECL at each reporting date. The application of simplified approach does not require the Company to track changes in credit risk. Based on the past history and track records the company has assessed the risk of default by the customer and expects the credit loss to be insignificant. In respect

of other financial assets such as debt securities and bank balances, the loss allowance is measured at 12 month ECL only if there is no significant deterioration in the credit risk since initial recognition of the asset or asset is determined to have a low credit risk at the reporting date.

## 1.16 Offsetting of financial instruments

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

## 1.17 Taxes on Income

### 1.17.1 Current Tax

Income-tax Assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the end of reporting period.

Current Tax items are recognised in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity.

### 1.17.2 Deferred tax

Deferred tax is provided using the Balance Sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred Tax items are recognised in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

## 1.18 Earnings per share

Basic earnings per share are calculated by dividing the profit or loss for the period attributable to equity shareholders (after deducting preference dividends, if any, and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

- 1.19 **Classification of Assets and Liabilities as Current and Non-Current:**  
All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle (determined at 12 months) and other criteria set out in Schedule III of the Act.
- 1.20 **Cash and Cash equivalents**  
Cash and cash equivalents in the Balance Sheet include cash at bank, cash, cheque, draft on hand and demand deposits with an original maturity of less than three months, which are subject to an insignificant risk of changes in value.  
  
For the purpose of Statement of Cash Flows, Cash and cash equivalents include cash at bank, cash, cheque and draft on hand. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.
- 1.21 **Cash Flows**  
Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.
- 1.22 **Goods and Services Tax (GST)**  
Goods and Services Tax (GST) has been implemented with applied from 1st July 2017 and therefore the Revenue from operations from 1st July 2017 are net of GST.
- 1.23 **CORPORATE SOCIAL RESPONSIBILITY**  
The Company has made a provision of Rs. Nil (Rs. 22,50,000/- towards CSR activities; for F.Y. 14-15 of Rs. 11,35,000/- and F.Y. 15-16 of Rs. 11,15,000/-;) as per required Section 135 of the Companies Act, 2013. and paid in F.Y 2016-17 of Rs 3,00,000/- & in F.Y 2017-18 of Rs 7,51,000/- .

**BINAYAK TEX PROCESSORS LIMITED****BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2018**

Particulars		AS AT	AS AT	AS AT
		31/3/2018	31/03/2017	4/1/2016
Amount in (Rs.)				
<b>(I) ASSETS</b>				
<b>(1) Non-Current Assets</b>				
(a) Property, Plant and Equipment	<b>2</b>	181,815,634	174,776,205	88,461,223
(b) Capital work-in-progress	<b>2</b>	17,396,300	11,455,662	16,405,709
(c) Investment Property	<b>2</b>	16,636,660	17,411,175	18,586,355
(d) Other Intangible Assets	<b>2</b>	45,892	60,761	244,329
(e) <b>Financial Assets</b>				
(i) Investments	<b>3</b>	73,710,000	73,710,000	73,710,000
(ii) Loans	<b>4</b>	99,165,944	98,727,885	98,322,650
(iii) Others (to be specified)	<b>5</b>	33,375,110	31,047,528	35,228,684
(f) Deferred Tax Assets (net)		-	-	-
(g) Other Non-Current Assets	<b>6</b>	77,782,911	64,272,638	68,080,115
		<b>499,928,451</b>	<b>471,461,853</b>	<b>399,039,065</b>
<b>(2) Current Assets</b>				
(a) Inventories	<b>7</b>	156,262,591	233,773,217	181,540,990
(b) <b>Financial Assets</b>				
(i) Trade receivable	<b>8</b>	467,693,217	470,136,302	544,372,738
(ii) Cash and cash equivalents	<b>9</b>	333,711	442,791	384,450
(iii) Bank balances other than (iii) above	<b>10</b>	48,903,304	82,840,900	83,623,900
(c) Current Tax Assets (Net)	<b>11</b>	35,300,636	24,359,426	13,035,326
(d) Other current assets	<b>12</b>	71,723,738	87,212,352	76,483,230
		<b>780,217,197</b>	<b>898,764,988</b>	<b>899,440,634</b>
<b>Total Assets</b>		<b>1,280,145,648</b>	<b>1,370,226,843</b>	<b>1,298,479,700</b>

<b>(II) EQUITY AND LIABILITIES</b>				
<b>(1) Equity</b>				
(a) Equity Share Capital	<b>13</b>	7,113,000	7,113,000	7,113,000
(b) Other Equity	<b>14</b>	656,259,186	649,003,876	638,962,526
		<b>663,372,186</b>	<b>656,116,876</b>	<b>646,075,526</b>
<b>(2) Liabilities</b>				
<b>(1) Non-Current Liabilities</b>				
<b>(a) Financial Liabilities</b>				
(i) Borrowings	<b>15</b>	3,449,918	10,033,799	1,462,936
(ii) Other Financial Liabilities	<b>16</b>	1,000,000	-	-
(b) Deferred tax liabilities (Net)	<b>17</b>	21,218,191	19,925,043	17,472,814
		<b>25,668,109</b>	<b>29,958,842</b>	<b>18,935,750</b>
<b>(2) Current Liabilities</b>				
<b>(a) Financial Liabilities</b>				
(i) Borrowings	<b>18</b>	299,282,720	433,824,784	399,609,996
(ii) Trade Payable	<b>19</b>	240,487,933	210,107,293	210,126,390
(iii) Other financial liabilities [other than those specified in item (c)]	<b>20</b>	14,422,089	15,149,987	1,722,396
(b) Other Current Liabilities	<b>21</b>	35,713,612	23,119,061	19,759,643
(c) Provisions	<b>22</b>	1,199,000	1,950,000	2,250,000
		<b>591,105,353</b>	<b>684,151,125</b>	<b>633,468,426</b>
<b>Total Equity and Liabilities</b>		<b>1,280,145,648</b>	<b>1,370,226,843</b>	<b>1,298,479,700</b>

Summary of Significant accounting policies and Notes to 1 to 45

The accompanying notes are an integral part of the Financial Statements.

AS PER OUR REPORT OF EVEN DATE

FOR YATIN KUMAR SHAH,  
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF BOARD OF  
DIRECTORS

Sd/-

(YATIN KUMAR SHAH)  
PROPRIETOR

Membership No.159796

PLACE : MUMBAI

DATED : 30th May,2018

Sd/-

DIRECTOR

Sd/-

DIRECTOR

## BINAYAK TEX PROCESSORS LIMITED

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2018

Particulars	Note No.	Year Ended	Year Ended
		31/03/2018	31/03/2017
		Amount in (Rs.)	
I. Revenue from Operations	23	1,578,092,380	1,705,251,488
II. Other Income	24	15,610,269	15,549,816
III. <b>Total Income ( I + II )</b>		<b>1,593,702,649</b>	<b>1,720,801,304</b>
IV. <b>Expenses:</b>			
(a) Cost of material consumed	25	819,445,869	962,278,314
(b) Purchase of Stock-in-Trade	26	74,641,387	237,600,026
(c) Changes in Finished Goods, Stock-in-Trade and Work-in-Progress		109,836,305	(73,000,732)
(d) Employee Benefit Expenses	27	45,963,144	40,401,632
(e) Finance Costs	28	26,709,176	39,239,210
(f) Depreciation and amortization expenses		16,234,733	15,740,303
(g) Other Expenses	29	490,223,577	482,249,656
<b>Total Expenses (IV)</b>		<b>1,583,054,191</b>	<b>1,704,508,408</b>
V. Profit/(Loss) before exceptional items and Tax (I - IV)		<b>10,648,458</b>	<b>16,292,895</b>
VI. Exceptional Items		-	-
VII. Profit/(Loss) before Tax (V-VI)		<b>10,648,458</b>	<b>16,292,895</b>
VIII. <u>Tax Expense:</u>			
(1) Current Tax		2,100,000	2,100,000
(2) Deferred Tax/(Credit)		1,293,148	2,452,228
(3) (Excess)/Short Provision of taxation of earlier years w/back		-	(12,927)
IX. Profit/(Loss) for the Period from continuing operations (VII-VIII)		<b>7,255,310</b>	<b>11,753,594</b>
X. Profit/(Loss) for the period (IX+XII)		<b>7,255,310</b>	<b>11,753,594</b>
XI. <u>Other Comprehensive Income</u>			
A. (i) Items that will not be reclassified to profit or loss		<b>(460,492)</b>	<b>(460,492)</b>
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B. (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss			
XII. Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit/(Loss) and Other Comprehensive Income from the period)		<b>(460,492)</b> <b>6,794,818</b>	<b>(460,492)</b> <b>11,293,102</b>
XIII. Earnings per equity share			
(1) Basic		<b>10.20</b>	<b>16.52</b>
(2) Diluted		<b>10.20</b>	<b>16.52</b>

**Summary of Significant accounting policies and Notes**

**1 to  
45**

**The accompanying notes are an integral part of the Financial Statements.**

**AS PER OUR REPORT OF EVEN DATE**

**FOR YATIN KUMAR SHAH,  
CHARTERED ACCOUNTANTS**

**FOR AND ON BEHALF OF BOARD  
OF DIRECTORS**

Sd/-  
**(YATIN KUMAR SHAH)**  
**PROPRIETOR**  
**Membership No.159796**

Sd/-  
**DIRECTOR**

Sd/-  
**DIRECTOR**

PLACE MUMBAI  
DATED : 30th May,2018

## BINAYAK TEX PROCESSORS LIMITED

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

PARTICULARS	2017-18		2016-17	
		Rs. In Lacs		Rs. In Lacs
Cash flows from Operating Activities				
Net profit before taxation, and extraordinary item		106.48		162.92
Adjustments for :-				
Depreciation	162.35		157.40	
CSR Contribution	-		-	
Profit/Loss on Sale of Asset	(0.165)		2.47	
Interest Income	(135.91)		(133.51)	
Dividend Income	(0.03)		(0.02)	
			-	
Interest Expenses	233.58	259.82	348.92	375.27
Operating profit before working capital changes		366.30		538.19
Adjustments for :-				
(Increase)/Decrease in sundry debtors	24.43		742.36	
(Increase)/Decrease in inventories	775.11		(522.32)	
(Increase)/Decrease in Loans & Advances	7.87		(31.45)	
Increase(Decrease) in Current Liabilities	414.96	1,222.37	25.63	214.22
Cash generated from operations		1,588.67		752.41
Income taxes paid		(149.65)		(134.24)
Net Cash from Operating Activities		1,439.02		618.17
Cash Flow from Investing Activities				
Purchase of Assets		(286.09)		(963.80)
Sale of fixed assets		5.33		6.47

Profit/(Loss) of fixed assets	0.16	-2.47
Interest Received	135.91	133.51
Dividend Received	0.03	0.015
Net Cash from / used in Investing activities	(144.66)	(826.28)
Cash flow from Financing Activities		
(Repayment)/ Proceeds from Long-Term Borrowings	(65.83)	221.87
Proceeds from Short-Term Borrowings	(1,345.42)	342.15
Interest paid	(233.58)	(348.92)
Deposits Received	10.00	
Dividends Paid	-	(14.23)
Dividend Tax Paid	-	-
Net Cash from / (used) in financing Activities	(1,634.83)	200.86
Net (decrease)/ increase in Cash and Cash Equivalents	(340.46)	(7.24)
Cash and cash equivalents at the beginning of period	832.84	840.08
Cash and cash equivalents at the end of period	492.37	832.84

Notes:-

1. The Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard-3 on Cash Flow Statements issued by The Institute of Chartered Accountants of India.
2. Cash & Cash Equivalents represents cash and bank balances only.
3. Figures in brackets represents cash outflow.
4. Previous Year's figures are regrouped / reconsidered wherever necessary

**For YATIN KUMAR SHAH**  
Chartered Accountants

**For and on behalf of Board of Directors**

Sd/-  
**YATIN KUMAR SHAH**  
Partner  
Membership Number 159796

Sd/-  
**Director**

Sd/-  
**Director**

Place : Mumbai  
Date : 30/05/2018

## NOTES TO FINANCIAL STATEMENT

Particulars	AS AT	AS AT	AS AT
	31/03/2018	31/03/2017	01/04/2016
	Amount in (Rs.)		
<b>NOTE – 3</b>			
<b>INVESTMENTS</b>			
<b>Investments in Equity Instruments</b>			
<b>(valued at cost unless stated otherwise):</b>			
<b>Unquoted &amp; Trade Investment - Equity Shares</b>			
3,16,800 Equity Shares of Valiant Glass Works Pvt Ltd of Rs.-100/- each f	-	-	
of Rs.-100/- each fully paid in Cash)	72,000,000	72,000,000	72,000,000
89,000 Equity Shares of Paramount Fine Tex & Industries (I) Pvt Ltd. of Rs.10/- each fully paid in Cash	1,700,000	1,700,000	1,700,000
<b>Unquoted &amp; Non-Trade Investment - Equity Shares</b>			
1,000 Equity Shares of Saraswat Co-Op Bank Ltd. of Rs.10/- each fully paid in Cash)	10,000	10,000	10,000
	-	-	-
<b>Total</b>	73,710,000	73,710,000	73,710,000
<b>(Aggregate amount of Unquoted investment)</b>	<b>73,710,000</b>	<b>73,710,000</b>	<b>73,710,000</b>

## NOTE – 4

### LOANS

Loans to Related parties

92,265,944      91,827,885      91,422,650

Loans to Others

6,900,000      6,900,000      6,900,000

**Total**

**99,165,944      98,727,885      98,322,650**

## NOTE – 5

### OTHER FINANCIAL ASSETS

Fixed Deposits with maturity of more than 12 months

-      -

(Pledged with bank as margin against B/Gs' & L/Cs')

-      -      -

### Unsecured and considered good

Security Deposits

33,375,110      31,047,528      35,228,684

**Total**

**33,375,110      31,047,528      35,228,684**

## NOTE – 6

### OTHER NON-CURRENT ASSETS

### Unsecured and considered good

VAT

41,302,849      64,272,638      68,080,115

GST

19,108,830      -

GST on Export Sales

17,371,232      -

-      -      -

**Total**

**77,782,911      64,272,638      68,080,115**

## NOTE – 7

### INVENTORIS

( As per Inventory taken, valued and certified by management)

Raw Materials	57,161,210	25,512,146	47,982,879
Work-In –Process	68,821,727	128,037,973	60,653,686
Finished goods	24,852,416	75,472,475	69,856,030
Stores and Spares ( including Consumables )	5,427,238	4,750,623	3,048,396

**Total**      **156,262,591**      **233,773,217**      **181,540,990**

## NOTE – 8

### TRADE RECEIVABLE

(Unsecured and considered good)

Outstanding Over Six Months from due date	13,484,893	59,264,016	59,339,780
Others	454,208,324	410,872,286	485,032,958

**Total**      **467,693,217**      **470,136,302**      **544,372,738**

## NOTE 9

### CASH AND CASH EQUIVALENTS:

Cash on Hand	333,711	442,791	384,450
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**Total**      **333,711**      **442,791**      **384,450**

## NOTE 10

### BALANCES WITH BANK

In current accounts	10,068,109	30,908,392	33,069,337
Balance in Unpaid Dividend Account	46,878	53,253	242,378
Amount held as margin money or security against the borrowings, guarantees or Other commitments	38,788,317	51,879,255	50,312,185

**Total**      **48,903,304**      **82,840,900**      **83,623,900**

## NOTE 11

### CURRENT TAX ASSETS (NET)

Payment of Advance Income Tax, TDS ( Net )

**Total**

35,300,636

24,359,426

13,035,326

**35,300,636**

**24,359,426**

**13,035,326**

## NOTE:12

### OTHER CURRENT ASSETS

#### 1) Advances other than Capital Advances

Advances to Related Parties

-

-

-

#### 2) Other Advances

Advances recoverable in cash or in kind for value to be received

53,679,830

66,381,386

42,090,510

Export incentive receivable

13,575,928

14,345,217

33,778,020

Prepaid Insurance

533,245

711,516

614,699

Prepaid rent Exp (Ind AS Adj)

3,099,292

4,728,987

-

Interest Rebate on Export credit facility

835,443

1,045,246

-

**Total**

**71,723,738**

**87,212,352**

**76,483,230**

## Statement of Changes in Equity for the period ended 31<sup>st</sup> March 2018

### NOTE 13

#### Equity Share Capital

(Amount in ` )

	AS AT 31/03/2018	AS AT 31/03/2017	AS AT 01/04/2016
<b>AUTHORISED:</b>			
<u>7,50,000 (7,50,000) Equity Shares Of ` 10/- each</u>	75,00,000	75,00,000	75,00,000
	<b>75,00,000</b>	<b>75,00,000</b>	<b>75,00,000</b>
<b>ISSUED, SUBSCRIBED AND FULLY PAID UP :</b>			
<u>7,11,300 (7,11,300) Equity Shares of ` 10/- each</u>	7,113,000	7,113,000	7,113,000
	<b>7,113,000</b>	<b>7,113,000</b>	<b>7,113,000</b>
<b>Reconciliation of Equity Shares Outstanding</b>			
At the begining of the year	711,300	711,300	711,300
Add: Equity Shares issued during the year	---	---	---
At the end of the year	711,300	711,300	711,300

#### Terms/ Rights Attached to Equity Shares:

a) The company has only one class of equity shares having par value of ` 10/- Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend, if any, in Indian Rupees.

b) In the event of liquidation of the company, the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## Details of Shareholders Holding more than 5% Shares of the Company:

Sr. No.	Name of the Shareholder	No. of shares	No. of shares	No. of shares
		as at 31-03-2018	as at 31-03-2017	as at 01-04-2016
1	Hiradevi Pacheriwala	78909	78909	78909
2	Beladevi Pacheriwala	63700	63700	63700
3	Binodilal Pacheriwala	53150	53150	53150
4	Dilipkumar Pacheriwala	60050	60050	60050
5	Harit Exports Ltd.	50000	50000	50000
6	Pradipkumar Pacheriwala	65150	65150	65150

**NOTE: 14**

**Other Equity**

**Statement of Changes in Equity**

a) General Reserve:

Opening Balance	127,775,451	127,775,451	125,910,451
Add: Transferred from statement of profit and loss			3,000,000
Less CSR Provision for FY 2014-15	-	-	1,135,000
	127,775,451	127,775,451	127,775,451

Share Premium

b) Account

Opening Balance	25,200,000	25,200,000	25,200,000
Add : Received during the year			
	25,200,000	25,200,000	25,200,000

c) Retained Earnings

Opening Balance	496,021,055	484,267,461	455,587,679
Add/(Less) transfer from Statement of Profit & Loss	6,794,818	11,293,102	33,392,025
<b>Less:</b> Transferred to General Reserve	-	-	3,000,000
Less: Provision for tax on dividend	-	-	289,642
Less Proposed Dividend			1,422,600
Add/(Less) transfer from Statement of Profit & Loss for the year			
Add/(Less) : Other Comprehensive Income	460,492	460,492	
<b>Net surplus in the statement of profit &amp; loss</b>	503,276,365	496,021,055	484,267,462

d)

Investment Allowance Reserve - As per Last Balance Sheet	7,370	7,370	7,370

**NOTE 15**

**BORROWINGS**

Secured  
Loan

**a) Vehicle loan New Motor Car**

(Secured against Vehicle and personal guarantee of  
shri Pradeep Kumar Pachariwala, Director of company )  
(Repayable in monthly installment of rs. 95000/- each)

**Vehicle loan**

**b) Tempo**

(Secured against Vehicle and personal guarantee of  
shri Pradeep kumar Pachariwala , Director of the Company )  
(Repayable in monthly installment of rs. 88720 for three tempo)

**c) Term Loan**

(Hyp. Of Plant & Machinery Purchased )

**Total**

**NOTE 16**

**Other Financial Liabilities**

Deposit Received

	-	371,241.00	1,404,831
	-	-	58,105
	<b>3,449,918</b>	<b>9,662,558</b>	-
	<b>3,449,918</b>	<b>10,033,799</b>	<b>1,462,936</b>
	1,000,000	-	-
	<b>1,000,000</b>	-	-

<b>NOTE – 17</b>			
<b>Deferred Tax Liabilities (Net)</b>			
Deferred Tax Liabilities (Net)	21,374,174	6,649,710	35,029,289
<b>Total</b>	<b>21,374,174</b>	<b>6,649,710</b>	<b>35,029,289</b>
<b>NOTE – 18</b>			
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
<b>Borrowings</b>			
<b>Secured Loans</b>			
Export Bills Discounting/ Purchases	232,385,488	356,941,387	310,731,380
Packing Credit	66,897,232	76,883,397	88,878,616
<p>FDBP/PC/PCFC/ Cash Credit account are Secured by first hypothecation charge on entire current assets consisting of raw Material, semi finished goods and receivables. Extension of first charge on entire fixed assets of the Company consisting of land, building, plant and Machinery situated at Dombivali, Office property situated at Kalbadevi Dist. Thane.</p> <p>The loans are also guaranteed by the directors &amp; Personal Guarantee of Mr. Binodilal Pachariwala , Shri</p>			
<b>Unsecured Loans</b>			
Inter Corporates Loans from Others	-	-	-
<b>Total</b>	<b>299,282,720</b>	<b>433,824,784</b>	<b>399,609,996</b>

<b>NOTE – 19</b>			
<b>Trade Payables</b>	240,487,933	210,107,293	210,126,390
<b>Total</b>	<b>240,487,933</b>	<b>210,107,293</b>	<b>210,126,390</b>
<b>NOTE – 20</b>			
<b>Other Financial Liabilities</b>			1,480,018
Current Maturities of long term debts	14,375,211	15,095,695	
Unpaid Dividend	46,878	54,292	242,378
<b>Total</b>	<b>14,422,089</b>	<b>15,149,987</b>	<b>1,722,396</b>
<b>NOTE – 21</b>			
<b>OTHER CURRENT LIABILITIES</b>			
Income Received in Advance	-	-	-
<b>Other Payables:</b>			
- Advance from Customers	645,906	-	215,237
- TDS Payable	382,463	866,122	248,189
- Service Tax Payable	-	7,033	73,156
- Other Statutory dues payable	777,237	715,351	465,648
- Other Creditors	26,284,722	21,240,913	18,757,413

- Dividend Tax Payable	-	289,642	-
- Excess Cheque Issue Money etc)	7,623,284	-	-
<b>Total</b>	<b>35,713,612</b>	<b>23,119,061</b>	<b>19,759,643</b>
<b>NOTE – 22</b>			
<b>PROVISIOS</b>			
<b>Short Term Provisions</b>			
Provision for Dividend			-
Provision for Tax on Dividend			-
Provision For Corporate Social Responsibility	1,199,000	1,950,000	2,250,000
	-	-	-
<b>Total</b>	<b>1,199,000</b>	<b>1,950,000</b>	<b>2,250,000</b>

**BINAYAK TEX PROCESSORS LIMITED**

**NOTES TO PROFIT AND LOSS STATEMENT**

Particulars	Year Ended	Year Ended
	3/31/2018	3/31/2017
	<b>Amount in (Rs.)</b>	
<b><u>NOTE - 23</u></b>		
<b><u>Revenue from Operations:</u></b>		
<u>Sale of Products:</u>	-	
Local Sales	256,256,375	255,223,612
Export Sales	619,688,180	882,889,675
Process Charges	647,835,610	516,218,327
	<b>1,523,780,165</b>	<b>1,654,331,614</b>
<u>Other Operating Revenues:</u>		
Export incentive (Net)	41,350,315	44,179,806
Sale of scrap	-	334,110
Exchange rate difference	12,961,901	6,405,958
	54,312,216	50,919,874
<b>Revenue from operations</b>	<b>1,578,092,380</b>	<b>1,705,251,488</b>
<b><u>NOTE - 24</u></b>		
<b><u>Other Income</u></b>		
Dividend income	3,000	1,500
Interest Income	11,363,212	13,350,764
Rent Received	2,000,000	-
Profit on sale of machinery	16,475	-
Interest Income (Ind AS adj.)	2,227,582	2,080,408
Sundry creditors written off		117,144
<b>Total</b>	<b>15,610,269</b>	<b>15,549,816</b>
<b><u>NOTE - 25</u></b>		
<b><u>Cost of Materials consumed</u></b>		
<b><u>Raw Material</u></b>		
Inventory at the beginning of the year	25,512,146	47,982,879
Add: Purchase	803,622,202	880,666,457
	829,134,348	928,649,336
Less: Inventory at the end of the year	57,161,210	25,512,146
<b>Cost of Materials Consumed</b> (a)	<b>771,973,138</b>	<b>903,137,191</b>

## Consumable goods

Inventory at the beginning of the year		3,276,324	2,693,776
Add: Purchase		47,601,454	59,723,672
		50,877,778	62,417,447
Less: Inventory at the end of the year		3,405,046	3,276,324
	(b)	<b>47,472,731</b>	<b>59,141,124</b>
	Total (a+b)	<b>819,445,869</b>	<b>962,278,314</b>

## NOTE – 26

### Purchases of Stock-in-Trade

Purchases		74,641,387	237,600,026
	<b>Total</b>	<b>74,641,387</b>	<b>237,600,026</b>

## NOTE – 27

### Employee Benefit expenses:

Salaries, wages and bonus etc.		37,303,256	32,319,826
Contribution to Provident funds & other funds		5,176,139	4,404,780
Staff welfare expenses		1,083,749	1,277,026
Director Remuneration		2,400,000	2,400,000
	<b>Total</b>	<b>45,963,144</b>	<b>40,401,632</b>

## NOTE – 28

### Finance Costs

Interest expenses		23,357,781	34,892,329
Bank Charges		3,351,395	4,346,880
	<b>Total</b>	<b>26,709,176</b>	<b>39,239,210</b>

## NOTE – 29

### Other Expenses:

#### Manufacturing Expenses :

Power and fuel		206,346,834	169,562,780
Job Work Charges		73,458,079	108,913,540

#### Repairs and maintenance:

Building		5,052,027	6,117,528
Machinery		6,914,499	4,237,914
Other		1,302,054	1,003,759

### Adminstrative, Selling & Other Expenses :

Rent	2,136,000	2,350,400
Insurance	1,089,445	1,023,151
Property Tax and Lease Rent		
Rates and Taxes	599,951	3,389,060
Travelling & Conveyance	1,353,289	3,543,790
Director Sitting Fees		
Donation	207,000	51,000
Legal and professional fees	1,731,118	2,327,293
Conducting charges	6,225,000	6,895,000
Late Delivery Charges		
Labour charges	117,606,186	114,667,804
VAT paid (Net)	4,111,284	4,384,072
Rent expenses (Ind AS adj.)	1,629,695	1,629,695
GST expenses	16,992,019	-
Loss on sale of machinery	-	246,917
<u>Payment to auditors:</u>		
<b>As auditors:</b>		
Audit fee	250,000	287,500
<b>For other Services;</b>		
Certification fees	30,000	115,000
Freight and Forwarding Charges	17,287,950	23,068,624
Brokerage & Commission	7,818,557	8,675,472
Miscellaneous Expenses	18,082,589	19,759,357
<b>Total</b>	<b>490,223,577</b>	<b>482,249,656</b>

**NOTE : 30**

**Contingent Liability not Provided for in respect of:**

	Current Year	Previous Year
	31.03.2018 (Rs.)	31.03.2017 (Rs.)
Bills Discounted / Purchases	23,23,85,488.00	35,69,41,387.00
A.Y. 2015-16	11,75,070.00	-
A.Y. 2014-15	-	9,79,710

The Company has received demand notice for A.Y. 2014-15 against the said notices the company has filed appeals with CIT appeals.

**NOTE : 31**

**Expenditure in Foreign Currency:**

- Foreign Travelling Expenses Rs.-2,63,102.00 (Previous Year Rs. 9,78,526.00)
- Foreign Brokerage Paid Rs.- 33,31,353.00 (Previous Year Rs. 39,99,065.00)
- Earning in foreign Currency (Export/F.O.B.) Rs. 61, 96,88,180.22 (P. Y. Rs. 87,59,14,959.09)
- Raw Material Purchases in foreign Currency Rs 50,95,718.00 (P. Y. Rs NIL )

**NOTE : 32**

The Company has not provided for gratuity liabilities and leave salaries as same has not been ascertained, however it will be recognized on cash basis. The method adopted by company & disclosures made hereinabove are not in accordance with AS-15 (Revised) issued by The Institute of Chartered Accountants of India.

**NOTE : 33**

Consequent to issue of Indian Accounting standard 12 "Income taxes" by 'The Institute of Chartered Accountant of India', the Company recorded the deferred Tax Liabilities on account of timing difference & deferred tax charge for the year is Rs 2,12,18,191/- (P.Y. Rs. 1,99,25,043/-) which has been credited / debited to Statement of Profit & Loss.

## NOTE : 34

### Earning Per Share:

	<u>2017-2018</u>	<u>2016-2017</u>
a) Weighted average number of equity shares of Rs-10/ each		
i) Number of shares at the beginning of the year	7,11,300	7,11,300
ii) Number of shares at the end of the year	7,11,300	7,11,300
Weighted average number of equity shares outstanding during the year		
b) Net profit after tax available for equity –holder (Rs. in lacs)	72.55	117.53
c) Basic and diluted earnings for equity share (in Rupees)	10.20	16.52

## NOTE : 35

### Related parties Disclosures:-

- i)       (a)       **Key Management Personnel**  
                     Shree Pradip kumar Pachariwala  
  
                     Shree Ashok Kumar Agarwal  
  
                     Smt. Heera Devi Pachariwala
- (b)       **Associates:-**  
                     Jimtex Pvt Ltd  
  
                     S.V. Business Pvt Ltd  
  
                     Hanuman Das Madanlal  
  
                     Valiant Glass Works Pvt Ltd  
  
                     Benkatesh Synth Processors Pvt Ltd  
  
                     Paramount Finetex & Industries ( I ) Pvt. Ltd  
  
                     Balaji Tex Knitting Mfg. Co. Pvt Ltd.  
  
                     Wintry Engineering & Chemicals Pvt Ltd
- (c)       **Relatives of key management personnel and their enterprises:**  
                     Mr Binodilal Pachariwala, Mr Dilipkumar Pachariwala, Smt. Bhagirathi Devi  
  
                     Pachariwala and Smt. Beladevi Pachariwal.Vinita Pachariwal

ii) Transaction carried out with related parties referred in (i) above, in ordinary course of business:

*Rs. In Lacs*

Nature of Transactions	Referred in 1 (a) above	Referred in 1 (b) above	Referred in 1 (c) above
<b>Purchases</b>			
Goods & Materials	- (-)	968.98 (2376.00)	- (-)
<u>Sales</u>			
Goods & Materials	- (-)	1066.18 (1644.80)	- (-)
Job Works charges	- (-)	284.53 (441.46)	- (-)
<b>Expenses</b>			
Rent & other service charges	- (-)	21.36 (23.50)	- (-)
Conductor Charges	- (-)	62.25 (68.95)	- (-)
Job Works charges	- (-)	757.46 (1085.50)	- (-)
Remuneration	24.00 (24.00)	- (-)	- (-)
Salary	- (-)	- (-)	15.00 (15.00)
<b>Income</b>			
Interest Received	- (-)	82.64 (82.28)	- (-)
<b>Finance</b>			
Investments	- (-) (-)	737.00 (737.00) (737.00)	- (-) (-)

<b>Outstanding</b>			
Payable	-	46.61	-
	(-)	(112.54)	(-)
	(-)	(22.66)	(-)
Receivable	-	741.19	-
	(-)	(541.52)	(-)
	(-)	(1199.14)	(-)
Loan given(Closing Balance)	-	922.65	-
	(-)	(918.28)	(-)
	(-)	(914.22)	(-)
Security Deposit paid	-	330.00	-
(Closing Balance)	(-)	(330.00)	(-)
	(-)	(330.00)	(-)

**Note:-** Related party relationship is as identified by the company and relied upon by the Auditors. Figures in brackets indicate previous year's figures.

#### **NOTE : 36**

#### **Operating Segments**

The Company's sole business segment is manufacturing / processing of textile fabrics and all activities are incidental to this sole business segment. Given this fact and the Company Services its domestic and export markets from India only, the financial statements reflect the information required by Indian Accounting standard – 108 for the sole business segment of Manufacturing / Processing of textile fabrics. The whole of the business assets are situated in India.

#### **NOTE : 37**

Company has advanced unsecured loan of Rs. 922.65 Lacs of companies in which directors are interested. The maximum balance outstanding at any time during the year to such parties / companies is Rs. 922.65 Lacs.

#### **NOTE : 38**

#### **Derivative Instruments:**

The Company uses forward contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The Company does not enter into any derivative instruments for trading or speculative purposes. Details of outstanding forward contract as on 31.3.2018 have been given below:-

Sr. No.	Currency Exchange	USD/INR
A	Number of 'Sell Contracts'	NIL
B	Aggregate Currency Amount (USD)	NIL

**NOTE : 39**

Company does not have complete information to determine Micro, Small and Medium Enterprises as specified in Micro, Small and Medium Enterprises development Act, 2006 hence it is not possible for us to verify the amount due to such enterprises.

**NOTE : 40**

As at March 31, 2018, the company has reviewed the future earnings of all the cash generating units in accordance with the Indian Accounting Standard 36 "Impairment of Assets. As the carrying amount of assets does not exceed the future recoverable amount, consequently, no adjustment to carrying amount of assets is considered necessary by the Management.

**NOTE : 41**

In the Opinion of the Management, the current Assets and Loans and Advances as shown in the books are expected to realise at their Book Values in the normal course of business and adequate provision have been made in respect of all known liabilities.

**NOTE : 42**

Certain balances under the heads Sundry Debtors, Loans & Advances, Sundry Creditors are subject to confirmations from the respective parties and consequential reconciliation, if any.

**NOTE : 43. Notes to First time adoption :**

**1. Security Deposits :**

Under the previous IGAAP interest free security deposits (that are refundable in cash on completion of the lease term) are recorded at transaction price. Under Ind AS all financial assets are required to be recognized at fair value. Accordingly the company has fair valued security deposits and the difference between the fair value and transaction value of the Security deposit has been recognized as prepaid rent.

**2. Employee Benefit Cost :**

Under Ind AS the actuarial gains and losses form part of the remeasurement of the net defined benefit Liability / Assets and is recognized in other comprehensive income. Under IGAAP, actuarial gains and losses were recognized in profit or loss. Consequently, the deferred tax effect of the same has also been recognized in other comprehensive income under Ind AS instead of profit or loss.

**3. Fair Valuation of Investment :**

Under IGAAP investment in equity / other instruments were classified into long term and current investments. Long term investments were carried at cost less provision, other than temporary in nature. Current investments were carried at lower of cost as fair value. Under Ind AS, these investments are required to be measured at fair value either through other comprehensive income or through profit and loss. The company has opted to fair value of these investments through other comprehensive income.

#### 4. **Deferred Taxes:**

Under previous GAAP, deferred taxes were recognized based on profit and loss approach i.e. tax impact on difference between the accounting income and taxable income. Under Ind AS deferred tax is recognized by following Balance Sheet approach i.e. tax impact on temporary difference between the carrying value of assets and liabilities in the books and their respective tax base. Also deferred tax has been recognized on the adjustments made on transition to Ind AS.

#### 5. **Excise Duty:**

Under previous GAAP, revenue from sale of goods was presented net of excise duty on sale. Under Ind AS, revenue from sale of goods is presented inclusive of excise duty. Excise duty is presented in statement of profit and loss as an expense.

#### 6. **Other Equity:**

Adjustments to retained earnings and other comprehensive income have been made in accordance with Ind AS, for the above mentioned items.

#### **Optional Exemption availed:**

##### **a) Deemed Cost**

The Company has elected to continue with the carrying value for all of its property, plant and equipment and intangible assets as recognized in the financial statement as at 31.03.2016 measured as per the previous GAAP and use that as its deemed cost as at the transition date.

##### **b) Investments in subsidiaries and joint ventures**

The Company has elected to continue with the carrying amount of investment as recognized in the financial statement as at 31.03.2016 measured as per the previous GAAP and used that as its deemed cost as at the transition date.

#### **Applicable Mandatory Exceptions**

##### **a) Estimates**

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

Ind AS estimates as at 1<sup>st</sup> April, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP.

- i. Impairment of financial assets based on expected credit loss model.

##### **b) Depreciation of financial assets and financial liabilities**

Ind AS 101 requires first time adopter to apply the derecognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows the first time adopter to apply the de-recognition requirement in Ind AS 109 retrospectively from the date to the entities choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities to de-recognized as a result of past transactions

was obtained at the time of initially accounting for those transactions. The Company has elected to apply the de-recognition provision of Ind AS 109 perceptively from the date of transition to Ind AS.

### **c) Classification and measurement of financial assets**

As required under Ind AS 101 the Company has assessed the classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition Ind AS. Where practicable, measurement of financial assets accounted at amortized cost has been done retrospectively.

### **d) Impairment of financial assets**

Ind AS 101 requires an entity to apply the Ind AS requirements retrospectively if it is practicable, without undue cost and effort to determine the credit risk that debt financial instruments were initially recognized. The Company has measured impairment losses on financial assets as on the date of transition i.e. 1<sup>st</sup> April, 2016 in view of Cost and effort.

### **NOTE : 44. Transition to Ind AS - Reconciliations**

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS as required under Ind AS 101:

- (i) Reconciliation of Balance sheet as at 1st April, 2016 (Transition Date);
- (ii) Reconciliation of Balance sheet as at 31st March, 2017;
- (iii) Reconciliation of Total Comprehensive Income for the year ended 31st March, 2017;
- (iv) Reconciliation of Total Equity as at 1st April, 2016 and as at 31st March, 2017;
- (v) Adjustments to Cash Flow Statements as at 31st March, 2017

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

Sr. No.	Particulars	Notes	As at 31st March, 2017 (End of the last period presented under previous GAAP)			As at 1st April, 2016 (Date of transition)		
			Previous GAAP	Effects of transition to Ind AS	Amount as per Ind AS balance sheet	Previous GAAP	Effects of transition to Ind AS	Amount as per Ind AS balance sheet
<b>(1)</b>	<b>Non-current assets</b>							
	(a) Property, Plant and Equipment		17,47,76,205		17,47,76,205	8,84,61,223		8,84,61,223
	(b) Capital work-in-progress		1,14,55,662		1,14,55,662	1,64,05,709		1,64,05,709
	(c) Investment Property (Ind AS 40)		1,74,11,175		1,74,11,175	1,85,86,355		1,85,86,355
	(d) Goodwill							
	(e) Other Intangible assets		60,761	-	60,761	2,44,329	--	2,44,329
	(f) Intangible assets under development		-	-	-	-	-	-
	(g) Investment in Subsidiaries and Joint Venture		-	-	-	-	-	-
	(h) <u>Financial Assets</u>							
	(i) Investments		7,37,10,000		7,37,10,000	7,37,10,000		7,37,10,000
	(ii) Trade Receivables							
	(iii) Loans		9,87,27,885		9,87,27,885	9,83,22,650		9,83,22,650
	(iv) Others (to be specified)		3,53,25,802	(28,08,677)	3,25,17,125	3,52,28,684		3,52,28,684
	(i) Deferred tax assets (net)							
	(j) Other non-current assets		6,42,72,638		6,42,72,638	6,80,80,115		6,80,80,115
	<b>Total non-current assets</b>		<b>47,57,40,127</b>	<b>(28,08,677)</b>	<b>47,29,31,450</b>	<b>39,90,39,065</b>		<b>39,90,39,065</b>
<b>(2)</b>	<b>Current assets</b>							
	(a) Inventories		23,37,73,217		23,37,73,217	18,15,40,990		18,15,40,990
	(b) <u>Financial Assets</u>							
	(i) Investments							
	(ii) Trade Receivables		47,01,36,302		47,01,36,302	54,43,72,738		54,43,72,738
	(iii) Cash and cash equivalents		4,42,791		4,42,791	3,84,450		3,84,450
	(iv) Bank balances other than		8,28,40,900		8,28,40,900	8,36,23,900		8,36,23,900

		(iii) above						
	(v)	Loans						
	(vi)	Other financial assets						
(c)		Current Tax Assets (Net)	2,43,59,426		2,43,59,426	1,30,35,326		1,30,35,326
(d)		Other current assets	8,24,83,365	32,59,390	8,57,42,755	7,64,83,230		7,64,83,230
		<b>Total current assets</b>	<b>89,40,36,001</b>	<b>32,59,390</b>	<b>89,72,95,391</b>	<b>89,94,40,634</b>		<b>89,94,40,634</b>
		<b>Total Assets</b>	<b>1,36,97,76,130</b>	<b>4,51,713</b>	<b>1,37,02,26,843</b>	<b>1,29,84,79,700</b>		<b>1,29,84,79,700</b>
<b>EQUITY AND LIABILITIES</b>								
<b>Equity</b>								
(a)		Equity Share capital	71,13,000		71,13,000	71,13,000		71,13,000
(b)		Other Equity	64,83,97,180	6,06,696	64,90,03,876	63,72,50,283	17,12,243	63,89,62,526
		Total equity	<b>65,55,10,180</b>	<b>6,06,696</b>	<b>65,61,16,876</b>	<b>64,43,63,283</b>	<b>17,12,243</b>	<b>64,60,75,526</b>
<b>Liabilities</b>								
(1)	<b>Non-current liabilities</b>							
(a)	Financial Liabilities							
	(i)	Borrowings	1,00,33,799		1,00,33,799	14,62,936		14,62,936
	(ii)	Trade Payables						
	(iii)	Other financial liabilities (other than those specified in item (b), to be specified)						
(b)	Provisions							
(c)		Deferred tax liabilities (Net)	2,00,81,026	(1,55,983)	1,99,25,043	1,74,72,814		1,74,72,814
(d)		Other non-current liabilities						
		<b>Total non current liabilities</b>	<b>3,01,14,825</b>	<b>(1,55,983)</b>	<b>2,99,58,842</b>	<b>1,89,35,750</b>		<b>1,89,35,750</b>
(2)	<b>Current liabilities</b>							
(a)	Financial Liabilities							
	(i)	Borrowings	43,38,24,784		43,38,24,784	39,96,09,996		39,96,09,996
	(ii)	Trade payables	21,01,07,293		21,01,07,293	21,01,26,390		21,01,26,390
	(iii)	Other financial liabilities	1,51,49,987		1,51,49,987	17,22,396		17,22,396

(b)	Other current liabilities		2,31,19,061		2,31,19,061	1,97,59,643		1,97,59,643
(c)	Provisions		19,50,000		19,50,000	39,62,242	(17,12,243)	22,49,999
(d)	Current Tax Liabilities (Net)							
	<b>Total current liabilities</b>		<b>68,41,51,125</b>		<b>68,41,51,125</b>	<b>63,51,80,668</b>	(17,12,243)	<b>63,34,68,424</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,36,97,76,130</b>	<b>4,50,713</b>	<b>137,02,26,843</b>	<b>1,29,84,79,700</b>		<b>1,29,84,79,700</b>

<b>(iii) Reconciliation of Total Comprehensive Income for the year ended 31st March, 2017:</b>					
Sr. No.	Particulars	Notes	Previous GAAP	Effects of transition to Ind AS	Amount as per Ind AS SOP&L
I	Revenue From Operations		1,70,52,51,488		1,70,52,51,488
II	Other Income		1,34,69,408	20,80,408	1,55,49,816
III	<b>Total Income (I+II)</b>		<b>1,71,87,20,896</b>	<b>20,80,408</b>	<b>1,72,08,01,304</b>
IV	<b>EXPENSES</b>				
(1)	Cost of materials consumed		96,22,78,314		96,22,78,314
(2)	Purchase of Stock in Trade		23,76,00,026		23,76,00,026
(3)	Changes in inventories of finished goods, stock in trade and work-in-progress		(7,30,00,732)		(7,30,00,732)
(4)	Excise Duty				
(5)	Employee benefits expense		4,04,01,632		4,04,01,632
(6)	Finance costs		3,92,39,210		3,92,39,210
(7)	Depreciation and amortization expense		1,57,40,303		1,57,40,303
(8)	Other expenses		48,06,19,961	16,29,695	48,22,49,656
	<b>Total expenses (IV)</b>		<b>1,70,28,78,713</b>	<b>16,29,695</b>	<b>1,70,45,08,409</b>
V	<b>Profit/(loss) before tax (III-IV)</b>		<b>1,58,42,182</b>	<b>4,50,713</b>	<b>1,62,92,895</b>
V	<b>Tax expense:</b>				
VI	(1) Current tax		21,00,000		21,00,000
	(2) Deferred tax		26,08,211	(155983)	24,52,228
	(3) Tax in respect of Earlier Years		(12927)		(12927)
			<b>46,95,284</b>	<b>(1,55,983)</b>	<b>45,39,301</b>
IX	<b>Profit for the year (V-VI)</b>		<b>1,11,46,898</b>	<b>6,06,696</b>	<b>1,17,53,594</b>
53	Other Comprehensive Income				
XI	(i) Items that will not be reclassified to profit or loss			(687917)	(687917)

<b>XII</b>	- Remeasurement of Defined benefit plans				
	(ii) Income tax relating to items that will not be reclassified to profit or loss			2,27,425	2,27,425
<b>XIII</b>	- Remeasurement of Defined benefit plans				
<b>XI V</b>	<b>Total comprehensive income for the year ( VII + VIII )</b>		<b>1,11,46,898</b>	<b>1,46,204</b>	<b>1,12,93,102</b>

## Reconciliation of Total Comprehensive Income:

Particulars	Note	For the year ended 31st March, 2017
<b>Net Profit as per Previous GAAP</b>		<b>1,11,46,898</b>
(i) Fair valuation of financial instruments		(6,06,696)
(ii) Actuarial (gain)/loss on employee defined benefit plans recognized in Other Comprehensive Income		
(iii) Loss allowance of trade receivables as per expected credit loss model		
(iv) Interest on loan to subsidiary		-
(v) Deferred tax impact		
<b>Net profit after tax as per Ind AS</b>		
Other Comprehensive Income (net of taxes)		(4,60,492)
<b>Total Comprehensive income as per Ind AS</b>		<b>(1,12,93,102)</b>

## (iv) Reconciliation of Total Equity as at 1st April, 2016 and as at 31st March, 2017:

Particulars	Note	As at 31st March, 2017	As at 1st April, 2016
<b>Equity as per Previous GAAP</b>		<b>65,55,10,180</b>	<b>64,43,63,283</b>
(i) Fair valuation of financial instruments		4,50,713	17,12,243
(ii) Reclassification of net actuarial gain on defined gain obligation to other comprehensive income			--
(iii) Loss allowance of trade receivables as per expected credit loss model		-	-
(iv) Interest on loan to subsidiary		-	-
(v) Deferred tax impact		1,55,983	
<b>Total Impact</b>		<b>6,06,696</b>	
<b>Total Equity as per Ind AS</b>		<b>65,61,16,876</b>	<b>64,60,75,526</b>

**NOTE : 45** Previous year figures are regrouped / rearranged and reclassified whenever necessary to conform to current year's presentation.

## SIGNATURE TO NOTES 1 TO 45

AS PER OUR REPORT OF EVEN DATE ANNEXED

**FOR YATIN KUMAR SHAH,  
CHARTERED ACCOUNTANTS**

**FOR AND ON BEHALF OF BOARD**

Sd/-  
**(YATIN KUMAR SHAH)**

**Membership No. 159796**

Sd/-  
**(PRADIPKUMAR  
PACHERIWALA)**

**DIRECTOR**

**DIN: 00767879**

Sd/-  
**(HEERADEVI  
PACHERIWALA)**

**DIRECTOR**

**DIN: 00433665**

PLACE : MUMBAI

DATED : 30<sup>th</sup> MAY,2018

## Standalone Statement of Changes in Equity for the year ended March 31, 2018

### EQUITY SHARE CAPITAL :

Particulars	Balance as at April 1, 2016	Changes in equity share capital during the year	Balance as at April 1, 2017	Changes in equity share capital during the year	Balance as at March 31, 2018
Paid up Capital (Equity shares of Rs.10/- each issued, subscribed & fully paid up)	71,13,000.00	-	71,13,000.00	-	71,13,000.00

### OTHER EQUITY :

Particulars	Investment Allowance Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Other Comprehensive Income	Total
<b>Balance as at April 1, 2016</b>	7,370.00	2,52,00,000	12,77,75,451	48,42,67,461		63,72,50,282
Profit for the year	-	-	-	1,12,93,102.00		1,12,93,102
<u>Other Comprehensive Income:</u>						
Remeasurements of net defined benefit plans (Net of tax)				4,60,492.00		
Others						
<b>Balance as at March 31, 2017</b>	7,370.00	2,52,00,000.00	12,77,75,451	49,60,21,055		64,90,03,876
Profit for the year	-	-	-	67,94,818		67,94,818
<u>Other Comprehensive Income:</u>						
Remeasurements of net defined benefit plans (Net of tax)				4,60,492.00		
<b>Balance as at March 31, 2018</b>	7,370.00	2,52,00,000.00	12,77,75,451	50,32,76,365		65,62,59,186

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date

**For Yatin Kumar Shah,**

Chartered Accountant

Sd/-

**(Yatin Kumar Shah)**

Proprietor

M. No.159796

**For and on behalf of Board of Directors**

Sd/-

**(Pradipkumar Pachariwala)**

**Director**

**DIN:**

**00767879**

Sd/-

**(Heeradevi Pachariwala)**

**Director**

**DIN: 00433665**

Place : Mumbai

Dated: 30th May,2018

## Binayak Tex Processors Limited

Regd. Off: 384/M 5<sup>th</sup> Floor, Dhabolkarwadi, Kalbadevi, Mumbai:- 400002

CIN: L17110MH1983PLC030245

### ATTENDANCE SLIP

35<sup>th</sup>Annual General Meeting, September 29, 2018 at 03:00 P.M.

Regd. Folio No.	
No. of Equity Shares held	

* DP ID:	
* Client ID:	

Name of the Shareholder	
Name of Proxy	

I/We hereby record my / our presence at the 35<sup>th</sup>Annual General Meeting of the members of the Company held on Saturday, the September 29, 2018 at 03:00 P M. at 384/M 5<sup>th</sup> Floor, Dhabolkarwadi.Kalabadevi, Mumbai:- 400002

#### SIGNATURE OF THE MEMBER OR THE PROXY ATTENDING THE MEETING

\_\_\_\_\_  
If Member, please sign here

\_\_\_\_\_  
If Proxy, please sign here

Note: This form should be signed and handed over at the Meeting Venue.

\* Applicable for investors holding shares in electronic form.

## Form No. MGT – 11 PROXY FORM

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

**CIN: L17110MH1983PLC030245**

**Name of Company: Binayak Tex Processors Limited**

**Registered Office: 384/M 5<sup>th</sup> Floor, Dhabolkarwadi, Kalbadevi, Mumbai- 400002**

<b>Name of the member(s):</b>	
<b>Registered address:</b>	
<b>Email Id:</b>	
<b>Folio No./Client Id:</b>	
<b>DP ID:</b>	

I/We, being the member(s) holding \_\_\_\_\_ shares of the above named Company, hereby appoint:

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_, or failing him

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_, or failing him

3. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_, or failing him

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35<sup>th</sup> Annual General Meeting of the Company, to be held on Saturday, September 29, 2018 at 03:00 P M. at 384/ M 5<sup>th</sup> Floor, Dhabolkarwadi, Kalbadevi, Mumbai- 400002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
<b>Ordinary Business:</b>	
1	To receive, consider and adopt the Audited Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon.
2	To appoint a Managing Director in place of Mr. Pradip Kumar Pachariwala(DIN: 00767879), Managing Director, who retire by rotation in compliance of the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers himself for re-appointment.
3	To appoint Mr. Yatin Kumar Shah., Chartered Accountants, Mumbai (Membership No. <b>159796</b> ) as Statutory Auditors of the Company.
<b>Special Business:</b>	
4	Special Resolution under Section 180 (1) (c ) of the Companies Act, 2013 to increase the borrowing powers of the Company uptoRs. 300 Crores.
5	Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 to create mortgages / charges/ hypothecation on all or any of the immovable and movable assets of the Company both present and future upto an amount as approved by the shareholders under Section 180 (1)(c ) of the Companies Act, 2013.
6	Special Resolution for the increasing the limits of loans/investments/guarantee by the Company under Section 186 of the Companies Act, 2013

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

.....  
**Signature of the Member**

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

Please  
 Affix  
 Re.1/-  
 Revenue  
 Stamp and  
 sign  
 across

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.

## BOOK POST

### **Registered Office**

384/ M 5<sup>th</sup> Floor, Dhabolkarwadi,  
Kalbadevi, Mumbai:- 400002

Tel: 022-40542222

Website: [www.binayaktex.com](http://www.binayaktex.com)

Email Id: [btpl.investors@gmail.com](mailto:btpl.investors@gmail.com)