

Ref: BSL: SECL: 16

30th August, 2016

✓ **BSE Limited**

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

National Stock Exchange of India Limited

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

Security Code: 503722

Security ID: BANSWRAS

Dear Sir/Madam,

Sub : Annual Report for the financial year 2015-16

Pursuant to Regulation 34 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report of the company for the financial year 2015-16.

We request you to kindly take the same on record.

Thanking You.

Yours faithfully,

For Banswara Syntex Limited,

J.K. Jain
For J.K. Jain

CFO & Company Secretary

Encl: as above

**BANSWARA SYNTEX LIMITED
CORPORATE OFFICE**

5th Floor, Gopal Bhawan, 199, Princess Street, Mumbai - 400 002
Tel : +91 22 66336571-76 | Fax : +91 22 2206 4486
Email : info@banswarafabrics.com

REGISTERED OFFICE & MILLS

Industrial Area, Dahod Road, Banswara - 327 001 (Rajasthan)
Tel : +91 2962 240690 - 93, 257676 - 81
Email : info@banswarafabrics.com

An IS / ISO 9001: 2008 Company | CIN : 124302RJ1976PLC001604 | www.banswarasyntex.com



40th Annual Report
2015-16

Banswara Syntex Limited

“Chairman’s Statement”



Dear Shareowners,

It is a matter of great pride for us that BSL has completed 40 years of excellence. Founded in the year 1976, our journey over the last 40 years has been rewarding experience. It has been possible due to the trust and confidence reposed on us by all our stakeholders. With our determination and continuous efforts, we have been able to place ourselves as leading Composite Textile Mill in the country.

We started in the year 1978 as Synthetic yarn producer with a very small capacity. Besides increase in the spinning capacity for Synthetic and Worsted Yarn production, we are leaders in Synthetic Blended Lycra, Cotton, Wool and Wool Blended Fabrics supplied all across the world. Apart from our presence in the Yarn and Fabrics, we are also producing world class Trousers and Jackets at Garment Factories in Daman & Surat.

Going forward your Company will mainly focus on increasing its share of value added products in the supply chain. The substantial capital investment during 2010-11 to 2014-15 will support this strategy. In the next couple of years we shall focus more on consolidation.

Your Company's increasing presence in the international market would further enrich the list of its valued customers. We continue to strive on the Company's major strength on design and development of the new products.

The amalgamation of Banswara Fabrics Limited and Banswara Global Limited with your Company has been approved by all concerned authorities. The scheme is awaiting the final approval by the Hon'ble Rajasthan High Court. It would be my pleasure to welcome the shareholders of these Companies to Banswara Syntex Limited.

I would like to take this opportunity to express my gratitude to all our stake owners for their continued confidence and endorsement to our growth strategy. All this has been possible only because of your continuous support and motivation over the 40 years journey.

With warmest regards,

R.L. Toshniwal
Chairman

BOARD OF DIRECTORS

Shri R.L.Toshniwal, Chairman
 Shri Ravindra Kumar Toshniwal, Managing Director
 Shri Rakesh Mehra, Vice Chairman
 Shri Shaleen Toshniwal, Jt. Managing Director
 Shri P. Kumar
 Shri D. P. Garg
 Dr. S. B. Agarwal
 Shri Vijay Kumar Agarwal
 Shri Kamal Kishore Kacholia
 Shri A.N. Jariwala
 Shri Vijay Mehta
 Dr. Vijayanti Pandit

EXECUTIVES

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

CFO & COMPANY SECRETARY

Shri J. K. Jain

AUDITORS

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

BANKERS

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

REGISTRAR & SHARE TRANSFER AGENT

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

OFFICES**REGISTERED OFFICE**

Industrial Area, Dahod Road,
 BANSWARA-327 001 (Raj.)
 CIN:L24302RJ1976PLC001684
 Email : hpkharwal@banswarasyntex.com
 website : www.banswarasyntex.com
 Phone No. (02962) 257676, 257679-681, 240690, 240691
 Fax No. (02962) 240692

HEAD/MARKETING OFFICE

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

DELHI OFFICE

Room No. 201-202, ARA Center, Jhandewalan Extn.
 NEW DELHI-110 055

JAIPUR OFFICE

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

PLANTS**Banswara Unit**

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

Daman Unit (Garment)

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

Surat Unit (Garment)

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

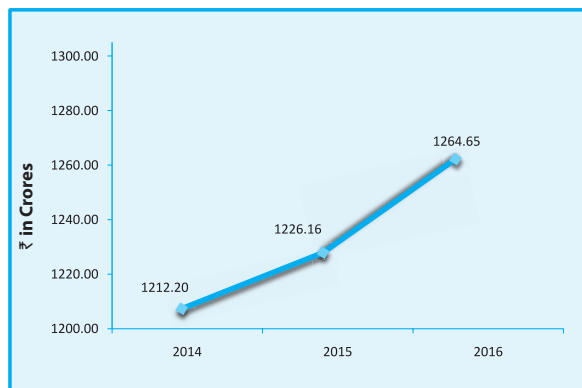
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QUALITY POLICY

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

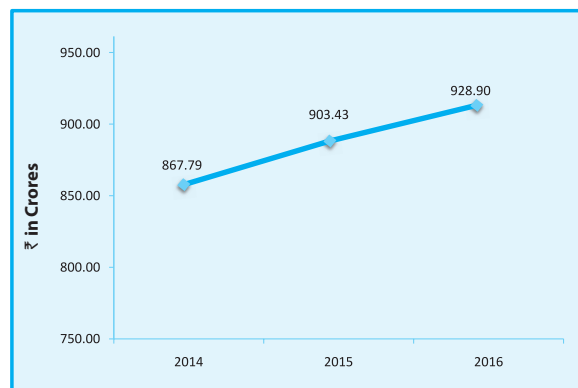
- BEING IN CLOSE CONTACT WITH CUSTOMERS AND GETTING THEIR FEED BACK.
- CONTINUOUS INNOVATION IN PRODUCT DEVELOPMENT.
- CONTINUAL IMPROVEMENT IN QMS & QUALITY THROUGH H.R.D., UPGRADATION OF PLANT & MACHINERY AND IMPROVEMENT IN METHODS OF WORK.
- PARTICIPATION OF MANAGEMENT AND ALL EMPLOYEES AS ONE TEAM.

Revenue From Operations (Net)



For the year ended March

Gross Fixed Assets

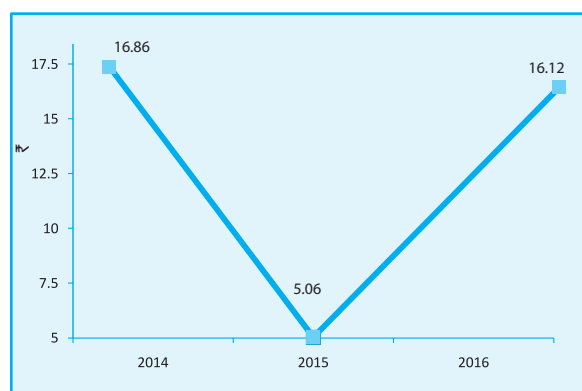


As at 31st March

KEY HIGHLIGHTS OF 2015-16

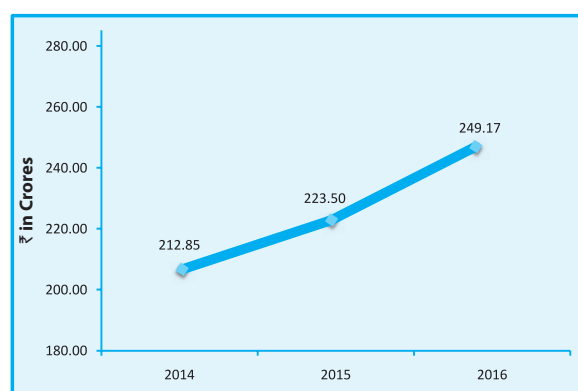
- Revenue From Operations (Net) increased by 3.14%
- Earning Per Share ₹ 16.12
- Book Value Per Share ₹ 147.65
- Profit after tax increased by 239%
- Net Worth ₹ 249.17 Cr.
- Net Worth and DTL ₹ 296 Cr.
- Dividend 20%

Basic Earning Per Share



For the year ended March

Net Worth



As at 31st March

NOTICE

NOTICE is hereby given that 40th Annual General Meeting of the shareholders of Banswara Syntex Limited, will be held on Saturday, the day of 27th August, 2016 at 3.00 p.m. at its Registered Office at Industrial Area, Dahod Road, Banswara (Raj.) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2016, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon including Consolidated Financial Statements and report of auditors on Consolidated Financial Statements.
2. To declare dividend on Equity Shares for the year 2015-16.
3. To appoint a Director in place of Shri Shaleen Toshniwal (holding DIN:00246432) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To ratify the Appointment of Kalani & Co., Jaipur, as Statutory Auditors of the Company, and to authorize Board to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded ratifying the appointment (for the financial year 2016-17) of M/s Kalani & Co., Chartered Accountants (Firm Registration No. 000722C) as Statutory Auditors of the Company pursuant to the resolution passed by the shareholders in the 38th Annual General Meeting of the Company held on 22nd September, 2014 on such remuneration as may be agreed upon by the Board of Directors and auditors, and that such remuneration may be paid on a progressive billing basis to be agreed upon between the auditors and the Board of Directors."

SPECIAL BUSINESS

5. Approval of Remuneration to the Cost Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all others applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the payment of the remuneration of ₹ 2,00,000/- (Rupees Two Lacs only) plus applicable Service Tax and reimbursement of out of pocket expenses at actual to M/s. K.G. Goyal & Company, Cost Accountants (Firm Registration No.000017)

who were appointed by the Board of Directors of the Company, as "Cost Auditors" to conduct the audit of the cost records maintained by the Company for Financial Year ending on 31st March, 2017, be and is hereby ratified and approved.

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

6. Acceptance of Deposits from Members and / or Public Under Sections 73 and 76 of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 73, 76 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such conditions, approvals, permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to invite/accept renew/receive money by way of unsecured/ secured deposits, or in any other form, from public and/or members of the Company, in any form or manner, through circular, advertisement or through any other permissible mode, up to permissible limits prescribed under applicable provisions of law and on such terms and conditions as the Board of Directors of the Company, in its sole discretion, deem fit and necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors and /or any Committee thereof be and is hereby authorized to do all such acts, deeds, things and matters as the Board of Directors and/ or any Committee thereof may, in its absolute discretion, consent, necessary, proper, expedient, desirable or appropriate for such invitation /acceptance /renewal /receipt as aforesaid."

7. Adoption of new Articles of Association of the Company containing regulations in conformity with Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), rules and regulations made there under, the enabling provisions of the memorandum and articles of association of the Company and subject to the requisite approvals, consents, permissions and/ or sanctions as may be required, if any, the draft regulations contained in the Articles of Association submitted to this meeting and duly initialed be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or Shri J.K. Jain, CFO and Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office

Industrial Area, Dahod Road
BANSWARA-327001 (Raj.)

By order of the Board

Place: Mumbai

Date: 23rd May, 2016

(J.K.JAIN)

CFO & COMPANY SECRETARY

NOTES:

1. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the ensuing Annual General Meeting is appended hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the Proxy, in order to be effective, should be duly stamped, filled, signed and must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

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

3. Computech Sharecap Limited, 147, Mahatma Gandhi Road, Fort, Mumbai - 400001 is the Registrar and Share Transfer Agents (RTA) for physical shares and is also the depository interface of the Company with both CDSL and NSDL.

4. The Register of Members and Shares Transfer Books of the Company shall remain closed from 20th August, 2016 to 27th August, 2016 (both days inclusive) in connection with the payment of dividend for the financial year 2015-16.

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

6. Keeping in view, the relaxation of Ministry of Corporate Affairs (MCA), Government of India, the Company may send various notices/documents to its members, through electronic mode, to the registered e-mail addresses of the shareholders. In view of this, the shareholders are requested to provide their e-mail IDs to the Company duly mentioning their Folio No., Name and number of shares held as on date. This can also be sent by electronic mode to the Company at following e-mail IDs of the Company and/or its RTA.

a) hpkharwal@banswarasyntex.com

b) helpdesk@computechsharecap.in

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

8. Payment of dividend, upon declaration by the shareholders at the forthcoming Annual General Meeting, will be made on or after 31st August, 2016 as under:-

a) To all those beneficial owners holding shares in electronic form, as per the beneficial ownership data as may be made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the end of the day on 19th August, 2016.

b) To all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company, before the closing hours on 19th August, 2016.

9. Members holding shares in physical form are advised to furnish, on or before 05th August, 2016, particulars of their bank account, if changed, to the Company to incorporate the same in the dividend warrants.

In case of payments to the shareholders holding shares in dematerialized form, particulars of bank account registered with their depository participants will be considered by the Company to incorporate the same in the dividend warrants.

10. The Company has declared dividends for the years 2008-09 to 2014-15. It has also declared interim dividends for the years 2009-10 and 2010-11. The shareholders who have, so far, not encashed the dividend warrants, are hereby informed to encash their dividend warrants by surrendering the same, in original, to the Company and getting demand drafts issued in lieu thereof/get the same credited in their account by NEFT. As per the provisions of the Companies Act, 1956 or 2013, the unpaid dividend after the expiry of seven years from the date of declaration will be transferred to Investors' Education and Protection Fund. Unpaid dividend for the year 2008-09 can be encashed till 21st August, 2016, thereafter the same will be transferred to the above fund. Please, therefore, encash the unclaimed dividend before its transferred to above fund.

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

12. The documents referred to in the proposed resolutions are available for inspection at the registered office of the Company during working hours between 10.00 A.M. and 1.00 P.M. except on holidays.

13. Queries, if any, on accounts and operations may please be sent to the Company 7 days in advance of the Annual General Meeting so that the answers can be made available at the meeting.
14. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting's venue.
15. Members holding shares in physical form can avail the nomination facility by filing Form 2B (in duplicate) with the Company's Registrar and Share Transfer Agents which will be made available on request ; incase of shares held in dematerialized form, the nomination has to be lodged with their DP. Members holding shares in dematerialized form may contact their DP for recording nomination in respect of their equity shares.
16. As required under SEBI (Listing obligation and disclosure requirements) Regulation, 2015, the relevant details of Director retiring by rotation and seeking re-appointment at the ensuing AGM is furnished in the Corporate Governance section of the Annual Report.
17. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. A copy of Statement of Profit & Loss for the year ended 31st March, 2016 and Balance Sheet as on that date together with the Directors' and Auditor's Report thereon are enclosed herewith.
19. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on 20th August, 2016.
20. CS Manoj Maheshwari, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the AGM in a fair and transparent manner.
21. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company, www.banswarasyntex.com and on the website of CDSL, www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
22. In compliance with provisions of the Companies Act, 2013, the Company is also offering remote e-voting facility to the Members to enable them to cast their votes electronically. Please note that remote e-voting is optional and not mandatory. Remote E-voting facility would remain open only from 23rd August, 2016 to 26th August, 2016 (both days inclusive).
23. Members are requested to bring their copies of the Annual Report to the meeting.

24. E-voting Facility.

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 40th Annual General Meeting (AGM) by electronic means. The business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).

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

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 9 A.M. on 23rd August, 2016 and ends at 5 P.M. on 26th August, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 20th August, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN *	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the code NPBSL alongwith the 5 digits of the sequence number mentioned on the attendance slip.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Banswara Syntex Ltd. on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case of members receiving the physical copy:**
- (a) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (b) The voting period begins at 9 A.M. on 23rd August, 2016 and ends at 5 P.M. on 26th August, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 20th August, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
25. The Company has designated two exclusive email IDs viz hpkarwal@banswarasyntex.com and helpdesk@computechsharecap.in to enable investors to register their complaints/ queries, if any.

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

ITEM NO. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s K.G. Goyal & Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017.

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the Notice for approval of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2017.

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

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

ITEM NO. 6

The Company is accepting fixed deposits as per Companies Act, 2013. In order to continue to accept and renew the fixed deposits from the members of the Company, consent of the members is required.

The Board of Directors of your Company has approved this item in the Board Meeting held on 23rd May, 2016 and recommends the Resolution, as set out in the accompanying Notice, for the approval of members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their Deposit holdings and /or their share holding in the Company, if any.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

ITEM NO. 7

The existing Articles of Association ("Articles") of the Company are based on the Companies Act, 1956 and several regulations in the existing Articles contain reference to the Sections of the Companies Act, 1956. Some regulations in the existing Articles are no longer in conformity with the provisions of the Companies Act, 2013 ("Act").

With the enactment of the Companies Act, 2013, several regulations of the existing Articles of the Company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing Articles by a new set of Articles.

The draft Articles are lying on website of the company www.banswarasyntex.com. The same shall also be open for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays

and Public Holidays) between 11.00 a.m to 1.00 p.m up to the date of this Annual General Meeting. None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution. The Board of Directors recommend the Special Resolution set out at Item No. 7 of the Notice for approval by the Shareholders.

Registered Office

Industrial Area, Dahod Road
BANSWARA-327001 (Raj.)

Place: Mumbai
Date: 23rd May, 2016

By order of the Board

(J.K.JAIN)
CFO & COMPANY SECRETARY

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 40th Annual Report of the Company together with its Audited Accounts for the year ended 31st March, 2016.

Financial review

(₹ in Lacs)

	Current year 2015-16	Previous year 2014-15
Gross Income	127099	123565
Net Income	126465	122616
Profit before interest, extra-ordinary items, depreciation & tax	17136	15454
Profit before depreciation & tax	10137	7385
Less: Depreciation	5754	5939
Profit before tax	4383	1446
Tax Expenses	1663	643
Profit after Tax	2720	803
Dividend on Equity Shares	339	164
Tax on Dividend	69	33
Earnings per share (Rs) : Basic	16.12	5.06
Diluted	16.12	4.90

Operations & state of affairs

The production quantity during 2015-16, when compared with previous year is almost flat for yarn, increased by 2.50% for fabrics and has marginally declined in case of garments.

Your Company's net income from operations during 2015-16 has been ₹1265 Crores as against ₹1226 Crores during 2014-15.

The profit before interest, depreciation and tax (PBIDT) during 2015-16 is ₹171 Crores as against ₹155 Crores during 2014-15 - up by 10%. Similarly, the profit before depreciation and tax (PBDT) has been ₹101 Crores as against ₹74 Crores during 2014-15. The post tax net profit of the Company during 2015-16 at ₹27.20 crores increased by more than 239% over the previous year.

The basic and diluted EPS for the year 2015-16 is same at ₹16.12 as against ₹5.06 and ₹4.90 respectively for 2014-15.

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

The Company has obtained approval of Shareholders, Secured Creditors and Unsecured Creditors for amalgamation of Banswara Global Limited (wholly Owned subsidiary of BSL) and Banswara Fabrics Limited (an associate company of BSL) with your Company in Court convened Meetings held on 28th March, 2016. The Company has also filed Company Petitions before Hon'ble Rajasthan High Court, Jodhpur, for approval of scheme of amalgamation.

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

Exports

During the year, the export turnover of the Company has been ₹580 Crores as against ₹526 Crores during 2014-15. The share of export turnover in the net income has increased from 43% in 2014-15 to 46% during 2015-16.

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

Dividend

Your Directors are pleased to recommend dividend of ₹2 per equity share (previous year ₹1/- per share). The total dividend payout on Equity shares for the year will absorb ₹3.39 Crores (previous year - ₹1.64 Crores) and ₹0.69 Crore by way of tax on dividend (previous year - ₹0.33 Crore).

The Company has transferred unclaimed dividend amount to the investor Education and Protection Fund for dividend declared up to the year 2007-08.

Increase in paid-up share capital

The Board had, in its meeting held on 13th November, 2013, issued 16,00,000 warrants to promoters and promoters' group, convertible into an equal number of equity shares, at the price of ₹41.50 per warrant including premium of ₹31.50 per share.

Out of the warrants issued to the promoters and promoters' group, your directors had converted 10,90,000 warrants into equal number of Equity Shares up to 31st March, 2015. On 8th May, 2015, balance 5,10,000 warrants were also converted into equal number of Equity Shares.

The Company has forfeited 27,015 partly paid up Equity shares on 27th May, 2015 due to non payment of call money due thereon.

The paid up equity share capital of the Company has increased from ₹1643.14 lacs as on 31st March, 2015 to ₹1,692.93 lacs as on 31st March, 2016 due to conversion of above warrants into equity shares.

Expansion, diversification and modernization

During the year, the Company invested ₹30.29 Crores for acquisition of fixed assets as at 31st March, 2016, the capital-work-in progress stood at ₹7.86 Crores and advances to the capital goods' suppliers aggregated ₹3.05 Crores, as against ₹10.04 Crores and ₹1.85 Crores respectively at the beginning of the year.

The total production capacity of the Company as at 31st March, 2016 for yarn production is 151672 ring spindles including 21120 spindles for worsted yarn spinning and 592 Air Jet spindles, 368 shuttle less looms, 34 Air Jet jacquard looms, 8 stenters with processing capacity of 5 million mtrs. per month and 3.82 lac pieces of garments per month.

Subsidiaries, Joint Ventures and Associates

In accordance with the General Circular, issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Statement of Profit and Loss and other documents of the subsidiary, Joint Venture and Associate Company are not being attached with the Balance Sheet of the Company. However, Pursuant to Section 129 of the Companies Act, 2013, the financial information of the subsidiary Company is disclosed in the Annual Report in compliance with the said circular. The Company will make available the Annual Accounts of the subsidiary company and the related detailed information to any member of the Company who requests for the same. The annual accounts of the subsidiary company will also be kept open for inspection at the Registered Office of the Company and that of the respective subsidiary company. The Consolidated Financial Statements presented by the Company include the financial results of its Subsidiary, J.V. and Associate Companies.

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

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

Subsidiary

Banswara Global Ltd. (BGL) is a wholly owned subsidiary company of Banswara Syntex Ltd.

During the year, Banswara Global Ltd. produced 47.15 lac mtrs. of fabric (previous year 43.32 lac mtrs.) on job work basis for your Company. Total turnover of BGL during 2015-16 was ₹ 931 lacs and the net profit after tax was ₹ 2.45 lacs.

Joint Venture

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

During the year 2015-16, Treves Banswara Private Limited produced 4.82 lac mtrs. of Laminated Fabric and 0.35 lac pcs. of Embossed Panels and Flex. Total turnover of this JV company during 2015-16 was ₹ 1118 lacs (previous year ₹622 lacs).

Associates

The Company has an associate company namely Banswara Fabrics Ltd. (BFL). Your Company holds 39.13% of the paid up share capital of BFL.

During the year, this associate company produced 10.25 lac mtrs. of fabric. Total turnover of BFL during the year has been ₹322 lacs and the net profit after tax has been ₹ 16.89 lacs.

Thermal Power Plant

The two units of Captive Thermal Power Plant (33 MW) are working satisfactorily. Your Company is consuming coal from

domestic sources as well from imports.

Finance

During the year 2015-16, the Company got disbursement of long term loan of ₹ 4.50 Crores from IDBI Bank, ₹ 0.80 Crore from Punjab National Bank and ₹ 5.32 Crores from Union Bank of India for acquisition of fixed assets. The repayments of term loans made during the year aggregated ₹ 63.50 Crores.

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

Consolidated Financial Statements

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

Contribution to Exchequer

During the year, your Company contributed ₹ 26.62 Crores to the Government Exchequer by way of Excise Duty, Service Tax, Value Added Tax (VAT), Income Tax, Dividend Distribution Tax and other payments.

Corporate Governance/Management Discussion & Analysis Report

As per Clause 49 of the Listing Agreements with the Stock Exchanges and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Code of Conduct which is applicable to the members of the Board, Key Managerial Personnel (KMP) and Senior Management. The Company fully complies with the Corporate Governance practices as enunciated in the Listing Agreements and SEBI (LODR) Regulations, 2015, Corporate Governance Report and Management Discussion & Analysis Report; these are annexed and form part of this report as **Annexure-II**.

Fixed Deposits

As per the provisions of the Companies Act, 2013, the Company has invited fixed deposits from members of the Company as approved by the shareholders in their meeting held on 12th September, 2015. The Company had such deposits aggregating ₹ 1175 lacs as on 31st March, 2016. There has been no default in repayment of deposits or interest thereon and no deposit is unclaimed or matured but not paid as on 31st March, 2016. The Company has duly complied with the provisions of the Companies (Acceptance of Deposits) Rules, 2014.

Corporate Social Responsibility Initiatives

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

As required under Section 134 (3) (o) and Rule 9 of the Companies

(Corporate Social Responsibility) Rules, 2014, the annual report on CSR activities, forming part of the Directors Report, is annexed as **Annexure III**.

Risk Management

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

Pursuant to requirement of Clause 49 of the Listing Agreements, the Company had constituted Risk Management Committee which was dissolved by the Board of Directors at their Meeting held on 11th February, 2016 as the same is not legally mandatory and the matter is fairly regularly discussed at the Board level.

Internal Control System and its adequacy

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

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

Vigil Mechanism/Whistle Blower Policy

The Company has adopted a Vigil Mechanism/Whistle Blower Policy to provide a vigil mechanism to its Directors and employees to report their concerns about unethical, behavior, actual or suspected trend of company's code of conduct. The details of the policy is explained in the Corporate Governance Report and also posted on website of the Company at www.banswarasyntex.com

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

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

The Company has not received any complaint on sexual harassment of women at work place during the financial year 2015-16.

Directors and Key Managerial Personnel

During the financial year 2015-16, Shri P. K. Bhandari (DIN: 00021923), Director, has resigned from the Board of Directors of the Company. His resignation was accepted by the Board in its Meeting held on 14th August, 2015. The Board wishes to place on record its deep appreciation for the contribution made by Shri P. K. Bhandari during his tenure as a member of the Board of Directors of the Company.

Shri Arun Agarwal (DIN: 00194010) a fellow member of Institute of Chartered Accountants of India was appointed as an additional Director by the Board of Directors of the Company, in their Meeting held on 4th November, 2015, to hold office till the next AGM. However, Shri Arun Agarwal has since resigned from Directorship of the Company due to his pre- occupation with others. The Board has accepted his resignation at its meeting held on 23rd May, 2016.

Shri Shaleen Toshniwal (Din: 00246432), Joint Managing Director of the Company is liable to retire by rotation pursuant to provisions of the Companies Act, 2013 and Articles of Association of the Company. He would retire by rotation at the ensuing AGM and being eligible offers himself for re-appointment. The Board has decided to re-appoint him and, accordingly, an agenda item has been proposed in the notice to the shareholders for their approval.

A brief resume and other information required under Clause 49 of the Listing Agreements is included in the Annual Report/ Notice of Annual General Meeting. The Board recommends his re-appointment.

The Company has formulated a policy for performance evaluation of Independent Directors, Board, Committees and individual Directors which include criteria for performance evaluation of the non-executive independent directors and executive directors.

Declaration of Independent Directors

All Independent Directors have furnished declarations to the effect that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013, Clause 49 of the Listing Agreements and SEBI(Listing Obligations and Disclosure Requirement) Regulations, 2015.

Board evaluation

Pursuant to the provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges the Board has adopted a formal mechanism for evaluating its performance as well as that of its Committees and Individual Directors. The exercise was carried out through structured evaluation process through a questionnaire sent to all Directors followed by discussions in specific manner covering various aspects of the Board's functioning such as its composition of the Board and Committees, effectiveness of the process etc.

Separate exercise was carried out to evaluate the performance of individual Directors including the Chairman and Whole Time Directors on specific parameters such as attendance, contribution, independent judgement, safeguarding the interest of minority shareholders etc.

The evaluation of independent Directors was carried out by the Executive Directors. The Board of Directors expressed its satisfaction on the evaluation process.

Remuneration Policy

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for appointment of Directors, Key Management personnel and Senior Management and as also their remuneration. The Remuneration Policy is stated

in the Corporate Governance Report and also posted on the website of the Company at www.banswarasyntex.com.

Related party transactions

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

Details of all related party transactions are reported to the Audit Committee and the Board for approval. The approval of the shareholders for related party transactions was also obtained in the Annual General Meeting of the Company held on 12.9.2015. The particulars of the contracts or arrangement enter into with related parties referred to in sub section (1) of Section 188 are indicated in Form AOC 2 which, forms part of this report as **Annexure IV**.

Board Meetings

Four meetings of the Board of Directors were held during the year i.e. on 27th May, 2015, 14th August, 2015, 4th November, 2015 and 11th February, 2016. Frequency and quorum, etc. at these meetings were in conformity with the provisions of the Companies Act, 2013.

Directors' responsibility statement

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

- In the preparation of the annual accounts for the year ended March 31, 2016, the applicable Accounting Standards have been followed and there are no material departures from the same. The Notes to the Accounts are self-explanatory.
- The Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit of the Company for the year ended on that date.
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
- The Directors have prepared the annual accounts of the Company for the year ended March 31, 2016 on a "going concern" basis.
- The Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and have been operating effectively.
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and have been operating effectively.

Audit Committee

In accordance with the requirement of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreements with Stock Exchanges, the Board has constituted the Audit Committee which comprises 3 (three) Independent Directors viz. Shri P. Kumar (Chairman), Shri Kamal Kishore Kacholia and Dr. S.B. Agarwal besides Shri Ravindra Kumar Toshniwal, Managing Director, as members.

The composition, role, functions and powers of the Audit Committee are in accordance with the applicable laws and the Listing Agreements with the Stock Exchanges and are furnished in Corporate Governance Report annexed hereto as Annexure II.

Auditors

Statutory Auditor

Kalani & Company, Chartered Accountants, Jaipur, were appointed as Statutory Auditors of the Company, for 3 years i.e. 2014-15 to 2016-17, by the shareholders in their meeting held on 22.09.2014 subject to ratification of the appointment by the members at every General Meeting held thereafter. Accordingly, they hold office as the Auditors of the Company until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. They have furnished a Certificate to the effect that their re-appointment, if made, would fulfill the requirements under the provisions of the Sections 139 and 141 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014.

Tax Auditor

As per the requirement of Section 44AB of the Income Tax Act, 1961, M/s Kalani & Company, Chartered Accountants, Jaipur, have been appointed as Tax Auditors of the Company for the year 2015-16. It is proposed to re-appoint them for the year 2016-17 and to fix their remuneration as per the recommendation of the Audit Committee.

Cost Auditor

The Company has re-appointed K.G. Goyal & Company, Cost Accountants, Jaipur, as Cost Auditors of the Company for the financial year 2016-17. They have furnished a Certificate to the effect that their appointment, if made, would be in accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014, the Company had appointed V.M. & Associates, a firm of Company Secretaries in practice to undertake the secretarial audit of the Company for the financial year ended 31st March, 2016. The report of the Secretarial Audit is annexed herewith as **Annexure V**. As regards auditors observations, these are self explanatory and do not call for any comments.

On the recommendation of the Audit Committee, the Board of Directors has reappointed V.M. & Associates to carry out secretarial audit for the year 2016-17.

Auditors' report

As regards the Statutory Auditors' observations, the relevant Notes on Significant Accounting Policies, Notes on Accounts and other disclosures are self-explanatory and therefore, do not call for any further comments, except in the matter of non payment of Custom Duty of ₹267.24 lacs for which the matter is under appeal before CESTAT, Ahmedabad and at Rajasthan High Court, Jodhpur. In addition to this, non payment of Income Tax of ₹4.96 lacs for which the matter is under appeal with CIT (Appeals), Udaipur.

These liabilities will be met, if necessary, on final decision of the respective Appellate Authorities.

Particulars of loan given, investment made, guarantee given and security provided

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

Energy conservation, technology absorption & foreign exchange earnings and outgo

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

Insurance

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

Dematerialization of shares

In pursuance of SEBI/Stock Exchange directions, your Company has offered demat option to its esteemed shareholders so as to enable them to trade the shares in the demat form. In response, 98.18% shares have been converted into demat form up to 31st March, 2016, The stock code number in NSDL and CDSL for equity shares of the Company is ISIN – INE 629 D01012.

Particulars of employees

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

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

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

Significant and material orders passed by the Regulators or Courts

There are no significant or material orders passed by the Regulators or Court that would impact the going concern status of the Company and its future operations.

Extract of annual return

The details forming part of the extract of the Annual Return in Form MGT 9 is annexed as **Annexure IX**.

Acknowledgements

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

For and on behalf of the Board

R. L. TOSHNIWAL
CHAIRMAN
DIN: 00106933

Place: Mumbai
Date: 23rd May, 2016

Annexure I to the Directors' Report

FORM AOC – 1

(Pursuant to first proviso to sub section (3) of Section 129 read with rule 5 of Companies (Accounts) Rule, 2014)

Statement containing salient features of the financial Statement of the subsidiaries/associates companies/ joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amount in ₹ in Lacs)

Sr. No.	Particulars	Details
1	Name of the Subsidiary	Banswara Global Limited
2	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Financial Year – 1 st April, 2015 to 31 st March, 2016
3	Reporting currency and Exchange rate as on the last date the relevant Financial year in case of the Foreign subsidiary	N.A.
4	Share Capital	₹ 1240 Lacs
5	Reserve and Surplus	₹ 87.12 Lacs
6	Total Assets	₹ 1484.71 Lacs
7	Total Liabilities	₹ 157.59 Lacs
8	Investment	NIL
9	Turnover	₹ 889.16 Lacs
10	Profit before Taxation	₹ 3.59 Lacs
11	Provision for taxation	₹ (1.14) Lacs
12	Profit after taxation	₹ 2.45 Lacs
13	Proposed Dividend	NIL
14	% of the Shareholding	100%

Part "B" Associates and Joint Ventures

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

Name of Associate/ Joint Ventures	Banswara Fabrics Ltd. (Associates)	Treves Banswara Pvt. Ltd. (Joint Venture)
1. Latest Audited Balance Sheet date	31/03/2016	31/03/2016
2. Shares of Associate/ Joint Ventures held by the Company on the year end		
No.	300000	36,00,000
Amount of Investment in Associates/ Joint Ventures	₹ 30 Lacs	₹ 360 Lacs
Extend of Holding %	39.13%	50%
3. Description of how there is significant influence	N.A.	N.A.
4. Reason why the associate/ Joint Venture is not consolidated	N.A.	N.A.
5. Net worth attributable to shareholding as per latest Audited Balance Sheet	₹ 151.69 Lacs	₹ (158.56) Lacs
6. Profit/ Loss for the year	₹ 16.89 Lacs	₹ (2.11) Lacs
i. Considered in Consolidation	₹ 3.72 Lacs	₹ (1.05) Lacs
ii. Not Considered in Consolidation	NIL	NIL

For and on behalf of the Board

Place: Mumbai
Date: 23rd May, 2016

R. L. TOSHNIWAL
CHAIRMAN
DIN: 00106933

Annexure - II to the Directors' Report

CORPORATE GOVERNANCE REPORT

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

I. COMPANY'S PHILOSOPHY

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

The Company has complied with the provisions of the Code of Corporate Governance as per Clause 49 of the Listing Agreements (as amended) with the Stock Exchanges and Regulation 27 of SEBI (LODR) Regulations, 2015. A report on the implementation of the provisions of the Corporate Governance is furnished hereunder:

II. BOARD OF DIRECTORS

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

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

(a) Whole-Time Directors

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

(b) Non-Executive Independent Directors

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

Number of Board Meetings

Four Board meetings were held during the year 2015-16 i.e. on 27th May, 2015, 14th August, 2015, 4th November, 2015 and 11th February, 2016. Frequency and quorum etc. at these meetings were in conformity with the provisions of the Companies Act, 2013 and Secretarial Standard 1 issued by ICSI under Section 118 of Companies Act, 2013. All the Board members, KMPs and the senior management personnel have affirmed compliance with the Code of Conduct during the year ended on 31st March, 2016.

A. Composition of the Board of Directors as on 31.03.2016 and attendance at the Board meetings during 2015-16:-

Name of the Director	Attendance at last AGM	No. of Board meetings attended	Category of Director	No. of directorships in other Public Limited Companies	No. of other Board Committees of which Member / Chairman	
					Member	Chairman
Shri R. L. Toshniwal, (Chairman) DIN: 00106933	Yes	4	WTED	2	-	-
Shri Ravindra Kumar Toshniwal (M.D.) DIN: 00106789	Yes	4	WTED	1	1	-
Shri Rakesh Mehra (Vice Chairman) DIN: 00467321	No	4	WTED	2	1	-

Name of the Director	Attendance at last AGM	No. of Board meetings attended	Category of Director	No. of directorships in other Public Limited Companies	No. of other Board Committees of which Member / Chairman	
					Member	Chairman
Shri Shaleen Toshniwal (Joint M.D.) DIN: 00246432	No	3	WTED	-	-	-
Shri P. Kumar DIN: 00179074	Yes	4	NEID	1	-	3
Shri A.N. Jariwala, DIN: 00024008	No	3	NEID	1	1	1
Shri Kamal Kishore Kacholia DIN: 00278897	No	4	NEID	2	-	-
Shri Vijay Mehta, DIN: 00057151	No	4	NEID	4	3	-
Shri. D.P. Garg, DIN: 00003068	No	4	NEID	1	-	-
Dr. S.B. Agarwal, DIN: 00524452	Yes	4	NEID	1	1	-
Shri Vijay Kumar Agarwal, DIN: 00108710	No	2	NEID	2	-	-
Shri P. K. Bhandari* DIN: 00021923	No	1	NEID	-	-	-
Dr. Vijayanti Pandit, DIN: 06742237	Yes	4	NEID- WD	7	-	-
Shri Arun Agarwal**DIN:00194010	No	2	NEID	1	-	-

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

* ceased on 14.08.2015

** appointed w.e.f. 04.11.2015 & ceased to be on 23.05.2016

B. Board Procedure

The members of the Board are provided with the requisite information mentioned in the Listing Agreements and as per new provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 well before the Board meetings.

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

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

All the Directors, who are members/chairpersons of the various committees, are within the limits prescribed in the Listing Agreements and Regulation 26 of SEBI (LODR) Regulations, 2015. The Directors have intimated, from time to time, about their directorship/membership of committees in other companies.

Details of Shareholdings of Directors as on 31st March, 2016:-

Sr. No.	Name of Director	Number of shares
1.	Shri R.L. Toshniwal	27,765
2.	Shri Ravindra Kumar Toshniwal	22,31,447
3.	Shri Shaleen Toshniwal	21,18,180
4.	Shri Rakesh Mehra	6,061

C. Weblink where details of familiarisation programmes imparted to independent directors are disclosed. [www.banswarasyntax.com/financials/Fam_Prg_ID]

III. COMMITTEES OF THE BOARD

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

As the Risk Management Committee is required for only top 100 BSE listed companies, the Company's Board has dissolved the Risk Management Committee. The Share Transfer Committee has also been dissolved in May, 2016, while a new committee viz. Evaluation Committee has been constituted by the Board on May, 2014.

A. AUDIT COMMITTEE

OBJECTIVE:

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

Minutes of meetings of the Audit Committee are circulated to members of the Committee for approval and reported to the Board in the next meeting.

COMPOSITION:

The Audit Committee comprises 4 members, viz. Shri P. Kumar (Chairman), Shri Kamal Kishore Kacholia, Dr. S.B. Agarwal, independent directors and Shri Ravindra Kumar Toshniwal, Managing Director.

MEETINGS

Four meetings of the Committee were held during the year 2015-16 i.e. on 27th May, 2015, 14th August, 2015, 4th November, 2015 and 11th February, 2016.

The frequency and quorum, etc. at these meetings were in conformity with the provisions of the Companies Act, 2013 and Secretarial Standard 1 issued by ICSI under Section 118 of Companies Act, 2013 and also the Listing Agreements with the Stock Exchanges.

ATTENDANCE

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

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

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

At the invitation of the Committee, representatives of various departments of the Company besides the Whole-time Director-in-charge of finance function, Statutory Auditors, Internal Auditors and CFO & Company Secretary, who also acts as the Secretary to the Committee, attend the Audit Committee meetings to and answer/clarify the specific queries, the points if any, raised at the meetings and generally assist the Committee in its deliberations.

ROLE OF AUDIT COMMITTEE

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

TERMS OF REFERENCE OF AUDIT COMMITTEE:-

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

- i) The recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.
 - ii) Review and monitoring the Auditors' independence and performance as also the effectiveness of audit process.
 - iii) Approval of payment to statutory auditors for any other services rendered by them;
 - iv) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
 - v) Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval.
 - vi) Approval or any subsequent modification of transactions of the Company with related parties.
 - vii) Scrutiny of inter-corporate loans and investments.
 - viii) Valuation of undertakings or assets of the Company, wherever necessary.
 - ix) Evaluation of internal financial controls and risk management systems.
 - x) Monitoring the end use of funds raised through public offers and related matters.
- The Audit Committee is authorised to call comments of the Auditors about the internal control system, the scope of the Audit, observations of Auditors and review of financial statements. It has the power to investigate into any matter in relation to any matter covered by its terms of reference, referred to it by the Board
- xi) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems including internal financial control.
 - xii) Establish and implement the Vigil Mechanism for Directors and employees to report their genuine concerns.
 - xiii) Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, adequate and credible;
 - xiv) Review the functioning of the Whistle Blower Mechanism;
 - xv) Approval of appointment of Key Management Personnel after assessing the qualifications, experience and background, etc. of the candidate;
 - xvi) Carrying out any other function as mentioned in the terms of reference of the audit committee.

B. NOMINATION AND REMUNERATION COMMITTEE

OBJECTIVE

The Nomination and Remuneration Committee has been constituted as per provisions of Section 178 of Companies Act, 2013, the rule framed thereunder to Clause 49 of the Listing Agreements with Stock Exchanges and Regulation 19 of SEBI (LODR) Regulations, 2015. The functions of the Committee are as per the provisions of the Listing Agreements and Companies Act, 2013 as also may be delegated to it by the Board, The Committees' role is monthly to recommend the appointment, remuneration, etc. of Directors and Key Managerial Personnel and fix the criteria for appointment of senior management personnel/staff.

COMPOSITION:

The "Nomination and Remuneration Committee" comprises three Non-Executive Independent Directors viz: Shri P. Kumar (Chairman), Shri D.P. Garg and Dr. Smt. Vijayanti Pandit, Smt. Pandit was appointed w.e.f. 14.08.2015 in place of Shri P.K. Bhandari, who ceased as a Director w.e.f. 14.08.2015.

MEETINGS

During the year 2015-16, two meetings of the Committee were held i.e. on 27th May, 2015 and 4th November, 2015.

ATTENDANCE

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

Name of Member	Meetings held (No.)	No. of meetings attended
Shri P. Kumar	2	2
Shri D.P. Garg	2	2
Shri P.K. Bhandari *	1	1
Dr. Vaijayanti Pandit **	1	1

*ceased to be a member w.e.f.14.08.2015

**appointed w.e.f. 14.08.2015

THE TERMS OF REFERENCE OF THE COMMITTEE ARE:-

1. To identify persons who are qualified to become Directors and also those who may be appointed at Senior Management level, in accordance with the criteria laid down, recommend to the Board their appointment and removal of any Director, KMPs or Sr. Management Personnel after consideration of a specific complaint/recommendation/reference.
2. 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 Directors, Key Management Personnel and other employees.

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

Remuneration Policy

The Board has formulated the remuneration policy as under:

- a. Structure of Remuneration for the Whole Time Directors, Key Managerial Personnel and Senior Management Personnel
The Whole Time Directors, Key Management Personnel and Senior Management Personnel (other than Non-executive Directors) receive Salary and other Perquisites as approved by the competent authority. The Perquisites include other allowances and specified facilities. The total salary comprises fixed and variable components.
The Company's policy is that the total fixed salary should be fair and reasonable after taking into account the following factors:
 - The scope of duties, the role and nature of responsibilities
 - The requisite level of skill, knowledge and experience
 - Core performance requirements and expectations from the concerned individuals
 - The Company's plans, projected performance and strategy for growth
 - Legal and Industrial Obligations knowledge & experience
- b. Structure of Remuneration for Non-executive Directors
Non Executive Directors are being paid sitting fees for attending meetings of the Board of Directors of the Company and Committees thereof, besides reimbursement from incurred incidental expenses of out of pocket expenses and travelling and/ or other expenses actually incurred for attending the above meetings as well as General Meetings or other events related to the Company's affairs.
Any increase in the maximum aggregate remuneration payable to Whole Time and Non Executive Directors beyond permissible limits under the Companies Act, 2013 is subject to the approval of the Shareholders at the General Meeting by way of special resolution and/or of the Central Government, as may be applicable.
- c. Structure of Remuneration for Other Employees
The power to decide structure of remuneration for other employees has been delegated to HR Department of the Company within the overall guidelines framed by the management.

DETAILS OF APPOINTMENTS AND REMUNERATION PAID TO DIRECTORS FOR THE YEAR 2015-16:

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

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

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

(i) Executive Directors

(₹ in lacs)

Sr. No.	Name of Director	Salary	Contribution to PF, Perquisites, commission & other payments
1.	Shri R.L. Toshniwal	72.00	83.10
2.	Shri Ravindra Kumar Toshniwal	63.00	60.86
3.	Shri Rakesh Mehra	63.00	57.94
4.	Shri Shaleen Toshniwal	57.00	55.27
Total		255.00	257.17

(ii) Non-Executive Independent Directors

(₹ in lacs)

Sr. No.	Name of Director	Amount
1.	Shri P. Kumar	3.50
2.	Shri A.N. Jariwala	0.90
3.	Shri Kamal Kishore Kacholia	2.40
4.	Shri Vijay Mehta	1.80
5.	Shri D.P. Garg	2.25
6.	Dr. S.B. Agarwal	3.30
7.	Shri Vijay Kumar Agarwal	0.30
8.	Shri P. K. Bhandari	0.60
9.	Dr. Vaijayanti Pandit	1.50
10.	Shri Arun Agarwal	0.60

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013, Listing Agreements with the Stock Exchanges and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted the "Stakeholders Relationship Committee".

The Committee is empowered to consider and resolve the grievances of security holders of the Company.

The Chairperson of the Committee is required to attend general meetings of the Company.

COMPOSITION:

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

The Board has designated Shri J.K. Jain, CFO & Company Secretary, as the Compliance Officer of the Company for the purpose of investors' complaints/grievances.

MEETINGS

During the year 2015-16, no meeting of the Committee was held. Three complaint received from a shareholder/investor during the year were promptly resolved to the satisfaction of the complainant and position in respect thereof was duly reported to Board/Stock Exchanges as part of quarterly results.

DISPOSAL OF COMPLAINTS

The shareholders' complaints are being promptly attended to and disposed off well within one month of the receipt thereof. Details of the complaints received and resolved during the year are as under:-

Nature of Complaint	No. of complaints not replied at beginning of the year	No. of complaints received during the year	No. of complaints attended during the year	Range of no. of days taken to reply the complaints (if it exceeds 15 days, pls. Specif	If pending for reply, No. of days pending	No. of complaints not resolved at end of the year
Non-receipt of Dividend	0	0	0	NA	NA	0

Nature of Complaint	No. of complaints not replied at beginning of the year	No. of complaints received during the year	No. of complaints attended during the year	Range of no. of days taken to reply the complaints (if it exceeds 15 days, pls. Specif	If pending for reply, No. of days pending	No. of complaints not resolved at end of the year
Non- receipt of Shares lodged for transfer/ exchange	0	3	3	<15 days	0	0
Others	0	0	0	NA	NA	0

D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

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

MEETINGS

During the year 2015-16, two meetings of Corporate Social Responsibility Committee were held i.e. 27th May, 2015 and 4th November, 2015. Two members constituted the quorum for each meeting.

ATTENDANCE

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

Name of Member	Meetings held (No.)	No. of meetings attended
Shri Vijay Mehta, Chairman	2	2
Shri Ravindra Kumar Toshniwal	2	2
Shri Rakesh Mehra	2	2
Dr. S.B Agarwal*	2	1

* w.e.f. 27th May, 2015

E. RISK MANAGEMENT COMMITTEE

The Board of Directors constituted "Risk Management Committee" on 12th November, 2014 as required under the Listing Agreements with the Stock Exchanges.

The Board of Directors has dissolved the Committee on 11th February, 2016 as the provision relating to Risk Management Committee under Regulation 21 of SEBI (LODR) is applicable only BSE's is to TOP 100 listed companies determined on the basis of the market capitalization at the end of 31.03.2015 i.e. previous financial year.

F. EVALUATION COMMITTEE

COMPOSITION:

The Evaluation Committee constituted by the Board in its meeting held on 24th May, 2014 comprises 5 (Five) Directors viz. Dr. S. B. Agarwal (Chairman), Shri R.L. Toshniwal, Shri Ravindra Kumar Toshniwal, Shri Rakesh Mehra and Shri D. P. Garg as members.

MEETINGS

During the year 2015-16, one meeting of the Committee was held on 11th February, 2016.

ATTENDANCE

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

Name of Member	Meeting held (No.)	No. of meeting attended
Dr. S. B. Agarwal (Chairman)	1	1
Shri R. L. Toshniwal	1	1
Shri Ravindra Kumar Toshniwal	1	1
Shri Rakesh Mehra	1	1
Shri D. P. Garg	1	1

G. SHARE TRANSFER COMMITTEE:

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

The Committee's primary focus is on:

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

COMPOSITION:

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

MEETINGS

During the year 2015-16, 4 meetings of Share Transfer Committee were held i.e. on 16th June, 2015, 1st September, 2015, 2nd November, 2015 and 15th February, 2016.

ATTENDANCE

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

Name of Member	Meetings held (No.)	No. of meetings attended
Shri R. L. Toshniwal (Chairman)	4	4
Shri P. Kumar	4	4
Shri D. P. Garg	4	3

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

H. MEETING OF INDEPENDENT DIRECTORS

As required under the Clause 49 of the Listing Agreements, provisions of Companies Act, 2013 and Regulation 27 of SEBI (LODR) Regulations, 2015 a meeting of independent Directors of the Company was held on 11th February, 2016 wherein independent Directors reviewed the performance of non independent Directors and the Board as a whole it also reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and non-executive Directors; and assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

IV. ANNUAL GENERAL MEETINGS

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

Financial Year	Date	Time	Venue
2012-13	24 th Aug., 2013	3.30 PM	Regd. Office: Indl. Area, Dahod Road, Banswara –327 001
2013-14	22 nd Sept., 2014	3.30 PM	Regd. Office: Indl. Area, Dahod Road, Banswara –327 001
2014-15	12 th Sept., 2015	3.30 PM	Regd. Office: Indl. Area, Dahod Road, Banswara –327 001

Special Resolutions passed in the last 3 AGMs: The details of special resolutions passed at AGMs during last 3 years i.e. 2013, 2014 & 2015 are as under:-

Sr. No.	AGM held on	Special Resolution Passed
1.	24 th Aug., 2013	No Special Resolution passed.
2.	22 nd Sept. 2014	1. Re-appointment of Shri R.L. Toshniwal as Chairman 2. Re-appointment of Shri Ravindra Kumar Toshniwal as Managing Director 3. Re-appointment of Shri Rakesh Mehra as Vice-Chairman 4. Re-appointment of Shri Shaleen Toshniwal as Jt. Managing Director 5. Acceptance of Deposits from members and/or public under Sections 73 and 76 of the Companies Act, 2013

Sr. No.	AGM held on	Special Resolution Passed
3.	12 th Sept. 2015	1. Acceptance of deposit from Members and public. 2. Related Party Transaction/Contract with Banswara Global Limited. 3. Related Party Transaction/Contract with Treves Banswara Pvt. Limited. 4. Related Party Transaction/Contract with Banswara Fabrics Limited.

Court- convened meeting of shareholders of the company-

During the year Hon'ble High Court of Rajasthan convened a meeting of the Company's shareholders for approval of Scheme of Amalgamation or Arrangement of Banswara Global Limited and Banswara Fabrics Limited with your Company. The said meeting was held on 28th March, 2016; an opportunity was also given to the shareholders for e-voting.

POSTAL BALLOT

Following Resolutions was passed on 28th March, 2016, by the Company's members through postal ballot.

Resolution for approval of the Scheme of Arrangement between Banswara Global Limited and Banswara Fabrics Limited with Banswara Syntex Limited and their respective shareholders and creditors pursuant to the provisions of Section 391 to 394 and the other provisions of the Companies Act, 1956 and/ or under the corresponding provisions of the Companies Act, 2013 as applicable, and in terms of the requirement of SEBI circular No. CIR/CFD/DIL/5/ 2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013

Details of the aforesaid resolution passed through postal ballot are as under-

A. Person who conducted the postal ballot exercise:

The Board appointed Shri Manoj Maheshwari, Practising Company Secretary, FCS 3355, as the scrutinizer to conduct postal ballot voting process. Shri Manoj Maheshwari conducted the process and submitted his report to the Chairman.

B. Procedure followed:

- (i) The postal ballot notice and accompanying documents were dispatched to the shareholders by Registered post
- (ii) A calendar of events along with Board resolution was submitted to the Ministry of Corporate Affairs.

C. Details of voting pattern:

After scrutinizing all the ballot forms received and the e-voting, the Scrutinizer reported the result as under:

Sr. No.	Items	% of shareholders voted in favour of the resolution
1	Resolution for approval of the Scheme of Arrangement between Banswara Global Limited and Banswara Fabrics Limited with Banswara Syntex Limited and their respective shareholders and creditors pursuant to the provisions of Section 391 to 394 and the other provisions of the Companies Act, 1956 and/ or under the corresponding provisions of the Companies Act, 2013 as applicable and in terms of the requirement of SEBI circulars No. CIR/CFD/DIL/5/ 2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013	100%

Based on the scrutinizer's report, result was announced and the resolution was declared to have been approved with majority of votes.

V. DISCLOSURES

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

The Company has entered into certain transactions with its Promoters, Directors and the Management related parties in the ordinary course of business, duly approved by the shareholders; these transactions do not have any potential conflict with the interests of the Company at large. The Company has complied with mandatory requirements of Clause 49 of the Listing Agreements with the Stock Exchanges and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as also comply with the requirements of Accounting Standard and Companies Act, 2013.

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

No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market, during the year.

3. Whistle Blower Policy.

In compliance of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreements, the Company has formulated Vigil Mechanism/Whistle Blower Policy to develop a culture where it is possible for all employees to raise concern about any poor or unacceptable practice, to adhere to the highest standards of ethics, moral and legal conduct of business operations the vigil (Whistle Blower) Mechanism provides a channel to the employees and Directors to report to the management about unethical behavior, actual or suspected fraud or violation of the code of conduct or policy. The policy is also displayed on the Company's website.

VI. MEANS OF COMMUNICATION

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

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

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

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

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

Website: The Company has a website under the name www.banswarasyntex.com which contains information regarding the history of the Company, shareholding pattern of the Company, investors update, various policies, the Company's products, its achievements, various other important news and latest information related to the Company's activities, progress and current events.

VII. GENERAL SHAREHOLDERS' INFORMATION

1. Annual General Meeting (to be held)

Date : 27th August, 2016
Time : 3.00 p.m.
Venue : Industrial Area, Dahod Road, Banswara – 327 001 (Raj.)

2. Financial Year (Tentative Calendar of events)

Financial Year: April 1, 2016 to March 31, 2017.

First Quarter Results & Limited Review	Within 45 days from the end of quarter.
Second Quarter/Half Yearly Results & Limited Review	Within 45 days from the end of quarter.
Third Quarter Results & Limited Review	Within 45 days from the end of quarter.
Audited Annual Results (2016-17)	Within 60 days from the end of year.

3. Date of Book Closure

The register of members and share transfer books of the Company shall remain closed from 20th August, 2016 to 27th August, 2016 (both days inclusive).

4. Dividend Payment Date (Tentative)

Dividend for the year 2015-16, if approved by the shareholders, will be paid on or after 31st August, 2016.

5. Listing of Equity Shares on Stock Exchanges

The Company's Shares are listed on:

- BSE Limited, Mumbai
Floor 25, P. J. Towers, Dalal Street,
Mumbai- 400 001
- National Stock Exchange of India Ltd., Mumbai (NSE).
"Exchange Plaza", Bandra-Kurla Complex,
Bandra (E), Mumbai- 400 051

During the year, the Company has issued 5,10,000 equity shares to Promoters and promoters' group on preferential basis, due to conversion of 5,10,000 warrants issued to them on preferential basis. Listing and trading approval for the above issue has been received from the Stock Exchanges.

The company have forfeited 27015 partly paidup equity shares due to non-payment of call money due thereon, the Stock Exchanges have approved the reduction of share capital.

The requisite listing fees for the year 2016-17 have been paid to both the Stock Exchanges.

6. Stock Code

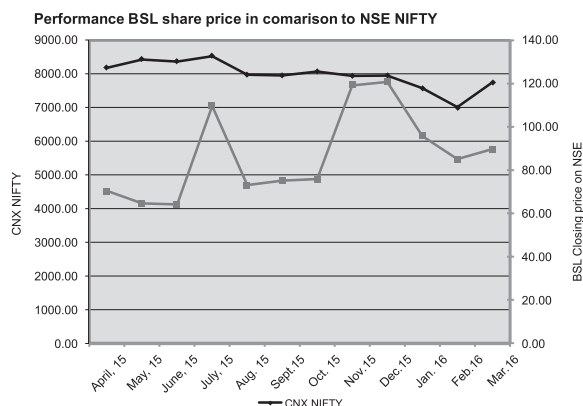
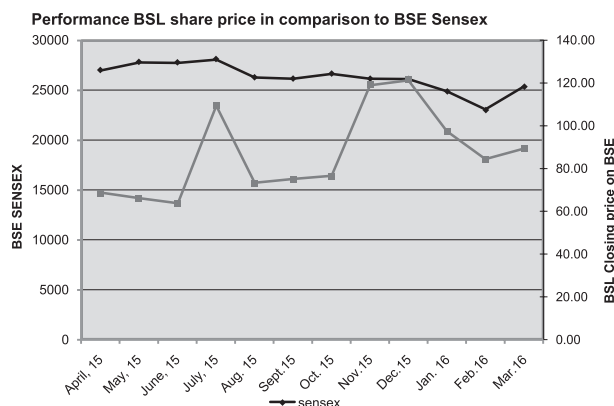
Number in NSDL and CDSL for equity shares	-	ISIN INE 629 D01012
BSE Limited, Mumbai	-	503722
National Stock Exchange of India Ltd., Mumbai	-	BANSWRAS

7. Stock Market Price Data

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

Month	BSE LIMITED		NATIONAL STOCK EXCHANGE OF INDIA LTD.	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2015	79.5	60.3	78.00	66.1
May, 2015	76.00	64.00	80.00	63.00
June, 2015	67.85	57.3	67.7	56.1
July, 2015	112.9	63.5	112.4	62.25
August, 2015	116.6	71.00	116.6	70.00
September, 2015	77.00	66.00	78.00	65.7
October, 2015	86.65	75.00	87.00	74.15
November, 2015	120.95	72.1	120.95	73.00
December, 2015	131.5	103.00	131.00	102.05
January, 2016	129.7	92.1	129.75	91.4
February, 2016	102.1	80.00	101.9	80.1
March, 2016	93.65	83.25	93.3	82.5

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



9. Registrar & Share Transfer Agent

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

10. Share Transfers

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

M/s. Computech Sharecap Limited, 147, Mahatma Gandhi Road, Fort, Mumbai-400 001, is RTA, for effecting transfers of shares held in both the demat as well as physical form. The Board of Directors in its meeting held on 12th February, 2015, has delegated powers

of share transfer/transmission/split etc. to RTA which shall be periodically placed before Board for its approval. Physical transfers are effected within fifteen days. The Board has designated the Company Secretary as the Compliance Officer. The Company obtains, from a Company Secretary in practice, half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreements & Regulation 40(9) of SEBI (LODR) Regulations, 2015 and files a copy of the certificate with the Stock Exchanges.

11. Distribution of shareholding

i. Shareholding Pattern as on 31st March, 2016

Sr. No	Category	Number of Shares held	Shareholding (%)
1.	Promoters & promoter group	10005251	59.10
2.	Mutual Funds	4775	0.03
3.	Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions, Non-Government Institutions)	570	0.00
4.	Foreign Institutional Investors	2108581	12.45
5.	Private Corporate Bodies	1824885	10.78
6.	Indian Public	2838285	16.77
7.	NRIs/OCBs /Foreign Nationals	146999	0.87
8.	Any other	-	-
	Grand Total	16929346	100.00

ii. Distribution of Shareholding as on 31st March, 2016

(a) Number-wise

Number of Shares	No. of Shareholders	Shareholders (%)	Number of share held	Voting Strength (%)
1 to 500	7723	90.19	697959	4.12
501 to 1000	366	4.27	285794	1.69
1001 to 2000	186	2.17	275248	1.62
2001 to 3000	82	0.96	204340	1.21
3001 to 4000	42	0.49	146602	0.87
4001 to 5000	31	0.36	141008	0.83
5001 to 10000	54	0.63	395617	2.34
10001 & above	79	0.92	14782778	87.32
Total	8563	100.00	16929346	100.00

(b) Category-wise

Category	No. of shareholders	Shareholders (%)	Number of share held	Voting Strength (%)
Physical	3919	45.77	307947	1.82
Electronic	4644	54.23	16621399	98.18
Total	8563	100.00	16929346	100.00

12. Re-appointment of Directors

Executive Director

The Board of Directors of the Company, at their meetings held on 23rd May, 2016, have recommended the re-appointment of Shri Shaleen Toshniwal, as Director who is retiring by rotation and is eligible for re-appointment. The Resolution for re-appointment of Shri Shaleen Toshniwal is being put up before the shareholders in the ensuing Annual General Meeting for their approval.

Brief particulars of Shri Shaleen Toshniwal are given below:-

Shri Shaleen Toshniwal, aged 39 years, is a Bachelor in Business Management from Bentley College, USA, and has over 13 years' experience in the textile industry. He looks after all the readymade garment units of the Company at Daman and Surat.

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

Sr. No.	Name of the Company
1.	NIL

Name of Public Limited Companies in which Shri Shaleen Toshniwal is Member/Chairman of the Committee.

Sr. No.	Name of the Company
1.	NIL

13. Relationship among Directors

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

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

14. Dematerialization of shares and liquidity

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

Shares of the Company are to be delivered compulsorily in the demat form on Stock Exchanges by all investors. Shares representing 98.18% of the Paid-up Capital have so far been dematerialized by Investors.

15. Outstanding GDRs / ADRs / Warrants and Convertible Instruments

The Board of Directors had, in its meeting held on 13th November, 2013 issued 16,00,000 warrants to promoters and promoters' group on preferential basis, convertible into equal number of equity shares of ₹10/- per warrant at the rate of ₹41.50, including premium of ₹31.50 per warrant. Out of these 16,00,000 warrants, the Board of Directors converted 170000 warrants into an equal number of equity shares, in its meeting held on 12th February, 2014 (i.e. accounting year 2013-14). The Board, in its Meeting held on 12th November, 2014, further converted 920000 warrants into an equal number of equity shares. The balance 510000 warrants were converted into an equal number of equity shares on 8th May, 2015 (i.e. accounting year 2015-16).

16. Plant Locations

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

17. Registered Office

Industrial Area, Dahod Road, BANSWARA-327 001 (Raj.)

18. Address for Correspondence

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

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

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

(b) Registered Office:
Mr. H.P. Kharwal
Industrial Area, Dahod Road,
Banswara – 327 001 (Raj.)

19. Non-Mandatory Requirements under Clause 49 of the Listing Agreements and new provision of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. **Shareholders' Rights:** The Quarterly Financial results as per Clause 41 of the Listing Agreements are published in newspapers. The complete Annual Report is sent to every shareholder of the Company.
2. **Audit Qualifications:** The Company always presents unqualified financial statements. As regards the Auditors' observations on Annual Accounts for 2015-16, the relevant Notes in Significant Accounting Policies, Notes on Accounts and other disclosures are self-explanatory and, therefore, do not call for any comments, except in the matter of non payment of custom duty of ₹267.24 lacs for which, the matter is under appeal before CESTAT, Ahmedabad and at Rajasthan High Court, Jodhpur in addition to this and non-payment of Income Tax ₹4.96 lacs for which the matter, is under appeal with CIT (appeals), Udaipur.
These liabilities will be met, if necessary, on final decision of the respective Appellate Authorities.
3. **Separate posts of Chairman and CEO:** The Company has appointed Shri R.L. Toshniwal as the Chairman and Shri Ravindra Kumar Toshniwal as the CEO of the Company.
4. **Reporting of Internal Auditor:** The Internal auditors of the Company are directly reporting to Chief Internal Auditor (CIA) and CIA is reporting to Audit Committee.

VIII. CODE OF CONDUCT

The Code of Conduct, duly amended in view of amended SEBI (Prohibition of Insider Trading) Regulations, 2015, for the Directors, Key Managerial Personnel and the Senior Management of the Company has been adopted by the Board and the same is posted on the website of the Company.

For **BANSWARA SYNTEX LIMITED**

Place: Mumbai
Date: 23rd May, 2016

R.L. TOSHWAL
Chairman
DIN: 00106933

CEO/ CFO CERTIFICATION**Certificate from CEO/ CFO for the Financial Year ended 31st March, 2016**

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

1. We have reviewed the Financial Statements and the Cash Flow Statement for the year ended 31st March, 2016 and that to the best of our knowledge and belief, we state that;
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading, and
 - b) these statements present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. We further state that, to the best of our knowledge and belief, no transactions entered into by the Company during the year, are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps that we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
 - a) significant changes, if any, in internal control over financial reporting during the year;
 - b) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system or financial reporting.

For **BANSWARA SYNTEX LIMITED**

For **BANSWARA SYNTEX LIMITED**

Ravindra Kumar Toshniwal

J.K. Jain

(Chief Executive Officer & Managing Director)

(C.F.O. & Company Secretary)

Place: Mumbai

Date: 23rd May, 2016

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

The Company has obtained a Certificate from Auditors regarding compliance of conditions of Corporate Governance as stipulated in the Listing Agreements with the Stock Exchanges, and Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The said Corporate Governance Certificate is annexed to this report.

For **BANSWARA SYNTAX LIMITED**

R.L. TOSHNIWAL

Chairman

DIN: 00106933

Place: Mumbai

Date: 23rd May, 2016

DECLARATION OF THE CHAIRMAN

I hereby declare that all Board Members and designated senior management have affirmed compliance with the Code of Conduct, as laid down by the Board of Directors of the Company, for the year ended 31st March, 2016.

For **BANSWARA SYNTAX LIMITED**

R.L. TOSHNIWAL

Chairman

DIN: 00106933

Place: Mumbai

Date: 23rd May, 2016

CERTIFICATE

To the Members of Banswara Syntax Limited,
Banswara

We have examined the compliance of conditions of Corporate Governance by Banswara Syntax Limited for the year ended on 31st March, 2016 as stipulated in Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 49 of the Listing Agreements of the said Company with the Stock Exchanges.

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

In our opinion, and to the best of our information and according to the explanations given and the representations made by the Directors and the Management to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 27 of the above-mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

For **KALANI & COMPANY**

Chartered Accountants

FRN-000722C

S.P. JHANWAR

Partner

M. No.074414

Place: Mumbai

Date : 23rd May, 2016

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INTRODUCTION

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

The textiles industry has made a major contribution to the national economic in term of Direct and Indirect Employment generation and net foreign exchange earnings. The sector contributes about 14% to industrial production, 4% to the gross domestic product (GDP) and 27% to the Country's foreign exchange inflows and also provides direct employment to over 45 million people. The textiles sector is the second largest provider of the employment after agriculture.

RISK AND CONCERN

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

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

CORE BUSINESS AND PRODUCTS

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

OUTLOOK

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

For the FY 2016-17, the estimated total revenue of the Company is expected to be ₹1350 Crores, which is about 6.70% higher than the actual for the year 2015-16. The Company is focused towards increase in sales of value-added products in yarn, fabric and readymade garments. As the Company crosses its share of value added products, its EBIDTA margin is expected to improve. On the whole the outlook for the Company continues to remain positive.

INDUSTRY STRUCTURE, ITS DEVELOPMENT

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

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

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

Sl. No.	Particulars	Installed Capacity as at	
		31.03.16	31.03.15
1.	Spinning (spindles)		
	a) Synthetic Blended yarn	130552	130552
	b) Worsted Yarn	21120	21120
	c) Airjet Yarn	592	592
2.	Fibre,Yarn & wool Dyeing (MT/Month)		
	a) Fibre	1050	1050
	b) Yarn	150	150
3.	Fabric Weaving (No. of Looms)		
	a) Fabric Weaving	368	378
	b) Jacquard and Jacquard Technical Fabrics	34	34
4.	Fabric Processing (Lac Mtrs./month)	50	50
5.	Suitings		
	Trousers – Lines	23	23
	Pcs/month	345000	345000
	Jackets and west coat -Lines	5	5
	Pcs/month	37500	37500
6.	Thermal Power Plant (MW) (Coal based)	33	33

During the year under review, the Company invested ₹ 30.29 crore (previous year- ₹ 50.32 crore) for modernization of its production capacities. The capital-work-in-progress at ₹ 7.86 crore (previous year ₹10.04 crore) with advances to capital goods' suppliers aggregating ₹ 3.04 crore (previous year ₹ 1.85 crore) at the end of the respective periods.

OPPORTUNITIES & THREATS:

The Company is consuming almost 40% of its yarn production for its fabric manufacturing and it is consuming about 20% of its fabric production for its garment conversion. The Company is looking for more avenues for forward integration and, as such, the availability of the material from the preceding stage is a big advantage. Your Company produces all types of yarns and fabrics i.e. polyester viscose Lycra, cotton yarn, dyed RFD, cotton piece dyed, linen, all wool and wool blends etc. Thus, your Company is a single source of supply for all these types of fabrics. It has flexibility to increase fabric production as per market demand. The Company has its own design studio and has developed world class range which is being displayed to the customers within and outside India. As there is variety of fabrics available in its product line, your Company anticipates deeper penetration in the domestic and international markets. Your Company has started exporting to Japan. We expect to increase the business with the new customers while restraining and strengthening the volumes with the existing clientele.

Your Company is both into export and domestic market. The major share of Company's earnings is generated through sales in the international market. There is huge competition among the suppliers from various countries. There are countries like China and Vietnam where the scale of operations and cost of production is lower than India's. Recently, there has been a Trans Pacific Partnership Agreement (TPP) among Singapore, Brunei, New Zealand, Chile, United States, Australia, Peru, Vietnam, Malaysia, Mexico, Canada and Japan. As a result, the goods produced in these countries would be much cheaper for the customers in USA. As such, the competitiveness of your Company's products might get reduced.

SEGMENT-WISE PERFORMANCE

The Company is engaged in manufacture of Textile products having integrated working; it is converting fibre into ready-to-wear garments. For management purposes, the Company's major operating activity is the textile products; besides this, it has power generation mainly for captive consumption as an auxiliary. The Company has no activity outside India except export of textile products manufactured in India. Thereby, there is no geographical segment and no segment-wise information is reported.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

During the year the Company has adopted and framed the policies and procedure for Internal Financial Controls System and for ensuring orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds, errors and irregularities, the accuracy and completeness of the accounting records and timely preparation of reliable financial information.

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

The Audit Committee reviews the adequacy and effectiveness of internal control systems and provides guidance for further strengthening them.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The operating performance of the Company has been detailed in the first two paragraphs of the Directors' Report under the heads 'Financial Review' and 'Operations'. The profit before tax for the year 2015-16, at ₹ 43.83 crore, works out to 3.46% of sales as against ₹ 14.46 crore, i.e. 1.18% of sales in the previous Financial Year- 2014-15.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS FRONTS,

The FY 2015-16 started off with the focus on improvement of human resource efficiencies using Information Technology as an enabler. It was planned to strengthen the Company's IT resources, policies and strategy for improvement in data security, reliability and MIS across the organisation.

A Human Resource Information System (HRIS) was developed, for end to end tracking of all Human Resource activities across all locations and functionalities at Banswara Syntex Limited during the year The Performance Management System (PMS) which completed three successful cycles was the first on the agenda for HRIS. The HRIS has been identified, finalised, designed, re-designed and is undergoing testing for roll out in FY 2016-17.

The goal based PMS system was successfully implemented in all locations and the annual increments were awarded based on performance differentiation. Variable pay system / one time rewards were not declared for FY 15-16.

Talent Management exercise was a bit out of sync. It is planned to revamp the Talent exercise in the FY 16-17 with aid from the HRIS platform being setup. Retirement and succession planning did not have any major breakthrough during FY 15-16. The succession plan is being put in place by taking inputs from the Talent Exercise and PMS outcomes for all key positions in the organisation.

Under the 'National Skill Development Program' of Ministry of Skill Development and Entrepreneurship of Government of India; Banswara Syntex is one of the registered 'Skill Development "Centres" at Banswara, Rajasthan.

For increase in per person productivity and resource optimization, The Company invited an outside agency (NITRA) to study various manufacturing processes in the organization. Based on the NITRA report the company achieved improvement in output per employee in a few sections of Spinning Division. Eminent faculties from National Council for Quality Management (NCQM) were engaged to impart training in Housekeeping Improvement and Waste Elimination. Garments division employees were trained for the 'SCRUM' technique for improvement in teamwork and overall coordination.

Various other HR initiatives were undertaken, from time to time, to maintain healthy working environment for all employees at Banswara, Daman, Surat and Mumbai. With a view towards 'Kaizen' the HR team is working towards set goals for FY 16-17.

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

Banswara	Staff	1274	Surat	Staff	105
	Workers	8920		Workers	1503
	Sub Total	10194		Sub Total	1608
Daman	Staff	210	Mumbai	Staff	151
	Workers	1841		Workers	-
	Sub Total	2051		Sub Total	151
Total	Staff	1740	Workers	12264	

For and on behalf of the Board

Annexure- III to the Directors' Report

REPORT ON CSR ACTIVITIES DURING 2015-16

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

Reference to the web-link - www.banswarasyntex.com

4. The Composition of the CSR Committee.

The composition of CSR Committee is as under :-

1. Shri Vijay Mehta, Chairman
2. Shri Ravindra Kumar Toshniwal, Member
3. Shri Rakesh Mehra, Member
4. Dr. S.B. Agarwal, Member

5. Company's obligation under CSR during 2015-16

- a. Average net profit of the company for last three financial years (PAT) : ₹ 1557.42 lacs
- b. Prescribed CSR Expenditure (two percent of the amount as in item 3 above) : ₹ 31.15 lacs
- c. Details of CSR spent during the financial year :
 - (i) Total amount to be spent for the financial year; : ₹ 31.15 lacs
 - (ii) Amount unspent, if any : NIL
 - (iii) Manner in which the amount spent during the financial year is detailed below :

(1) Sr. no.	(2) CSR Project or activity identified	(3) Sector in which the project is covered	(4) Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount outlay(budget) project or programs- wise (₹ In Lacs)	(6) Amount spent on the projects or programs Sub- heads (1) Direct expenditure on projects or programs (2) Over – heads (₹ In Lacs)	(7) Cumulative expenditure up to the reporting period	(8) Amount spent Direct or through implementing agency
1.	Plantation in the forest surrounding Banswara	Environmental Green Cover:	Banswara, Rajasthan	2.00	9.95	-	Direct
2.	Mukhyamantri Jal Swavlamban Abhiyan	----- do-----	----- do-----	0.00	0.70	-	----- do-----
3.	Build 10 Public Toilets	----- do-----	----- do-----	3.00	0.50	-	----- do-----

(1) Sr. no.	(2) CSR Project or activity identified	(3) Sector in which the project is covered	(4) Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount outlay(budget) project or programs- wise (₹ In Lacs)	(6) Amount spent on the projects or programs Sub- heads (1) Direct expenditure on projects or programs (2) Over – heads (₹ In Lacs)	(7) Cumulative expenditure up to the reporting period	(8) Amount spent Direct or through implementing agency
4.	Set up a Re-cycling facility for Solid Waste in the Banswara District	----- do-----	-----do-----	10.00	5.15	-	----- do-----
5.	Set up a Public Garden with a 500 Mtrs. Circular Walking path near the Crematorium on Dahod Road	----- do-----	-----do-----	10.00	13.45	-	----- do-----
6.	Teaching, stitching and embroidery skills to women and young girls to enable them to be self-employed and thereby creating a second income for them and setting up of a computer lab for women & Children education	Women and children Empowerment through vocational training:	-----do-----	1.00	-	-	----- do-----
7.	Construction of Room in the Women Hostel, organizing conference for the college girls, repairs to school building etc.	----- do-----	-----do-----	3.00	4.00	-	----- do-----
8.	Other			2.00	1.36	-	----- do-----
	Total			31.00	35.11		

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

CERTIFICATE

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

RAVINDRA KUMAR TOSHNIWAL

(Chief Executive Officer)

VIJAY MEHTA

(Chairman CSR Committee)

Annexure- IV to the Directors' Report

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)
Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

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

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

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

Name of related party and Nature of Relationship :	Nature of Contract	Duration of the Contract	Monetary Value Of Contract (₹. in crores)	Salient terms of the Contract
M/s. Banswara Global Limited, (Subsidiary Company)	Sale, purchase, job work or supply of any goods or materials Availing or rendering of any services	One Year From 01.04.2015 to 31.03.2016	25.00	Arm's Length Basis/ Prevailing Market Price
M/s. Treves Banswara Private Limited (Joint Venture Company)	Sale, purchase, job work or supply of any goods or materials Availing or rendering of any services	One Year From 01.04.2015 to 31.03.2016	25.00	Arm's Length Basis/ Prevailing Market Price
M/s. Banswara Fabrics Limited (Associate Company)	Sale, purchase, job work or supply of any goods or materials Availing or rendering of any services	One Year From 01.04.2015 to 31.03.2016	50.00	Arm's Length Basis/ Prevailing Market Price

- Date(s) of approval by the Board: 23rd May, 2016
- Amount paid as advances, if any: Nil

For and on behalf of the Board

Place: Mumbai

Date: 23rd May, 2016

R.L. TOSHNIWAL
Chairman

DIN: 00106933

Annexure V to the Directors' Report**Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st March, 2016

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

To,

The Members,

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

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; (repealed w.e.f. 15th May, 2015)
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;(Not applicable to the Company during the Audit Period)
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;(Not applicable to the Company during the Audit Period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not applicable to the Company during the Audit Period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period)

- (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and
- (j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

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

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

We further report that

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

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

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

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

We further report that during the audit period the company has:

1. Forfeited 27015 partly paid equity shares of the company;
2. Received approval from shareholders and creditors in court convened meetings in the matter of amalgamation of Company with Banswara Global Limited and Banswara Fabrics Limited.

**For V.M. & Associates
Company Secretaries**

Place: Jaipur
Date: 23rd May, 2016

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

Note:

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

‘Annexure A’

To,
The Members

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

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

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

**For V.M. & Associates
Company Secretaries**

Place: Jaipur
Date: 23rd May, 2016

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

Annexure- VI to the Directors' Report

Particulars of technology absorption and foreign exchange earnings and outgo, as per section 134(3) (m) of the Companies Act, 2013 and the rules made therein and forming part of the Directors' Report for the year ended March 31, 2016.

A) Conservation of Energy

(i) Energy Conservation measures taken-

a. Energy Conservation measures taken Year (2015-16)

1. Installed 55 nos. of energy efficient KSB motor pump in Humidification Plants.
2. Replaced 23 nos., 7.5 Kw energy efficient motor in Carding at BFL.
3. Replaced 11600 nos., 36 Watt Fluorescent Conventional tube light by 19 Watt LED tube lights in all mill's production area.
4. Installed 185 nos. VFD (in different capacity) in H-Plants.

b. Measures to be taken in Year (2016-17)

1. Installation of VFD in Humidification Plants used in winter season (4 months) for energy consumption reduction.
2. Replace the 40 nos. (30 BSL +10 BFL), 7.5 Kw motors by energy efficient motors in Carding section.
3. Replace 11 nos., 40 Kw motor with 55 Kw, energy efficient in Ring Frame at BFL.
4. Replace 10 nos., 22 Kw motor with 30 Kw motor of Ring Frame at BSL.

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

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

(iii) The Capital investment on energy conservation equipment

For the year 2015-16, total expenditure for energy saving equipment is about ₹ 111.73 lacs.

B) TECHNOLOGY ABSORPTION 2015-2016

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

- Introduction of pet coke in place of conventional fuel in thermopac to get good quality of temperature on stenters which is also a big step towards energy saving.
- Introduction of new centralized ETP with capacity of 5000 KL.
- Replacement of mono blocked pumps with high efficiency coupled pumps in humidification plant.
- In ring spinning "direct coupling drive with inverter" has been introduced in place of variator pulley.
- In carding low efficiency motors are replaced with "high efficiency motors".
- Replacement of conventional tube lights with LED power saver bulbs.
- Automation in mixing-blending is done in few areas and rests are in process of completion.
- Reached at a level of smooth working in spinning with lustrous appearance of yarn by making changes in process of fibre dyeing.

Contemporary Collection

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

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

- Banswara Syntex Limited aims to serve entire world and keep themselves at top position in export of synthetic yarn and fabric and for that the company has again been awarded for best exporter award.

- For serving premium products to the customer, Banswara Syntex Limited is committed to bring versatility in their product for that increased business in raised fabrics made with fibre dyed synthetic and their blend and yarn dyed cotton and its blends.
- Becoming an effective supplier for government orders so getting L-1 position for production of goods in many orders.

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

(iv) The expenditure incurred on Research and Development.

- Capital expenditure ₹ 19 lacs.
- Recurring Normal running expenditure ₹ 89 lacs.
- Total ₹ 108 lacs.
- Total R & D expenditure as percentage of total turnover is less than 1%.

C) Foreign Exchange Earnings and Outgo

During the year, foreign exchange outgo was ₹ 66.96 Crores (which includes import of capital goods, stores & spares, coal, raw materials, consumables, payment of consultancy, dividend and travelling expenses etc.) while foreign exchange earned was ₹ 528.71 Crores. The details have been given under item numbers 39 to 41 of Notes to Financial Statements.

For and on behalf of the Board

Place: Mumbai
Date: 23rd May, 2016

R.L. TOSHNIWAL
Chairman
DIN: 00106933

Annexure – VII to the Directors' Report

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

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

S.No.	Name of the KMPs	Remuneration FY 15-16 (₹ In Lacs)	Ratio
1	R.L. Toshniwal	155.10	114.20:1
2	Ravindra Kumar Toshniwal	123.86	91.21:1
3	Rakesh Mehra	120.94	89.05:1
4	Shaleen Toshniwal	112.27	82.67:1
5	J.K. Jain	38.26	28.17:1

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

Sh. R.L. Toshniwal (Chairman): 69.37%

Sh. Ravindra Kumar Toshniwal (Managing Director and Chief Executive Officer): 61.59%

Sh. Rakesh Mehra (Vice Chairman): 55.22%

Sh. Shaleen Toshniwal (Joint Managing Director): 66.74%

Sh. J.K. Jain (Chief Financial Officer & Company Secretary): 2.78%

- The percentage increase in the median remuneration of employees in the financial year – Median 6.27%
- The number of permanent employees on the rolls of company – 14,004
- The explanation on the relationship between average increase in remuneration & Company performance – Company's Profit after tax is ₹ 2,719.67 lacs and remuneration of employees has been increased as per industry trend/ inflation/ Individual's performance.
- Comparison on the remuneration of the Key Managerial Personnel against the performance of the company – Whole Time Director and Key Management Personnel remuneration is fixed by the Board. Whole Time Director remuneration comprises two components i.e. Fixed Component and variable Component. Fixed Component includes monthly basic salary and perquisites and variable component is commission based on the performance of the company. This year company has paid commission to directors. Other KMP's remuneration is fixed by the Nomination and Remuneration Committee as per Company's HR policy. Annual increments are based on Company's as well as individual performance.
- Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year –

BSE PRICE					
DATE	MARKET PRICE (₹)	EPS (₹)	P/E Ratio	MARKET CAPITALISATION (₹ In Crores)	% CHANGE
31.03.2016	89.25	16.12	5.54	151.09	49.14%
31.03.2015	61.60	5.06	12.17	101.31	35.93%
NSE PRICE					
31.03.2016	89.65	16.12	5.56	151.77	50.05%
31.03.2015	61.50	5.06	12.15	101.15	33.23%

Percentage increase over the last public offer price is not relevant as there was no public offer made by the company in last 15 years.

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

- Average increase in the remuneration of all employees excluding KMPs: 6.27%
- Average increase in the remuneration of WTD and KMP is: 56.95%

Justification: Employees salary increases are decided based on the individual performance, inflation, prevailing industry trends and benchmarks. The whole time directors were eligible for commission based on overall profit earned by the company. During the year the profit of the company has increased and therefore they were eligible for the commission this has increased their remuneration.

- 9. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company** – The total remuneration of KMP increased by 56.95% from ₹ 3.51 Crores in 2014-15 to ₹ 5.50 Crores in 2015-16. The profit before tax also increased by 203% i.e. from ₹ 14.46 Crores to ₹ 43.83 Crores in 2015-16. The increase in remuneration is due to commission on net profit payable to whole time directors. However based on the net profit earned by the company during 2014-15. The WTD's were not eligible for the commission.
- 10. The key parameters for any variable component of remuneration availed by the directors** – 1% commission payable to each WTD director on the net profit of the company, computed in the manner laid down in the Companies Act, 2013. The Company has provided commission during the year in the books of account.
- 11. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year** – There is no such case.
- 12. Affirmation that the remuneration is as per the remuneration policy of the company** – Yes, it is as per the remuneration policy of the company.

For **BANSWARA SYNTEX LIMITED**

Place: Mumbai
Date: 23rd May, 2016

R.L. TOSHNIWAL
(Chairman)
DIN: 00106933

Annexure VIII to the Directors' Report

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

A person employed throughout the Financial Year and paid ₹ 5 Lacs per month and 60 Lacs per Annum.

S. No.	Name of Employee	Designation	Remuneration	Qualification Experience	Experience (Years)	Commencement of Employment	No. of Shares Held	Whether Permanent/ Contractual	Age (Years)	Last Employed		
										Organisation	Post Held	Duration (Years)
1.	R.L. TOSHIWAL	CHAIRMAN	155.10	M. Tech. (UK)	54	01/08/1977	27,765	Permanent	82	ORIENTAL CARPETS MFG. (INDIA) LTD.	CHIEF EXECUTIVE	6
2.	RAKESH MEHRA	VICE CHAIRMAN	120.94	F.C.A.	31	01/10/1993	6,061	Permanent	59	R.R. TOSHNIWAL ENTERPRISES	CHIEF EXECUTIVE	5
3.	RAVINDRA KUMAR TOSHIWAL	MANAGING DIRECTOR	123.86	B.Tech. (IIT-B)	27	01/08/1987	22,31,447	Permanent	53			
4.	SHALEEN TOSHIWAL	JT. MANAGING DIRECTOR	112.27	B.B.M. (USA)	13	01/11/2005	21,18,180	Permanent	39			
5.	J.K. RATHI	PRESIDENT - COMMERCIAL	63.95	B.E. (Mech)	40	01/06/1978	0	Permanent	65	R.R. TOSHNIWAL & CO. PVT. LTD.	MANAGER	3
6.	S.S. SAJAL	PRESIDENT- MANAGEMENT	65.33	B. TECH. PGDIM	44	21/09/1978	0	Permanent	67	BLUE NILE SPINNING & WEAVING CO. LTD.	WEAVING MANAGER	4

Note

- Shri R.L. Toshniwal, Shri Ravindra Kumar Toshniwal, Shri Shaleen Toshniwal and Shri Rakesh Mehra are relatives among each other.
- Shri Ravindra Kumar Toshniwal and Shri Shaleen Toshniwal are holding more than 2% of paid up capital of the Company i.e. 13.18% & 12.51% respectively

Annexure IX to the Directors' Report

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31/03/2016

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

I. REGISTRATION AND OTHER DETAILS:

i) CIN:-	:	L24302RJ1976PLC001684
ii) Registration Date	:	5 th May, 1976
iii) Name of the Company	:	BANSWARA SYNTEX LIMITED
iv) Category / Sub-Category of the Company	:	Public Limited
v) Address of the Registered office and contact details	:	Industrial Area, Dahod Road, Post Box No. 21, Banswara Rajasthan India 327001
vi) Whether listed company	:	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	:	M/s. Computech Sharecap Ltd. 147, Mahatma Gandhi Road, Fort Mumbai – 400 001 Email : helpdesk@computechsharecap.in Phone No. 022 - 22635000

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Yarn	2471	41 %
2.	Fabric	2472	40%
3.	Garment	2650	16%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1.	Banswara Global Limited Navagaon Road, Industrial Area, Banswara -327001	U18101RJ2005PLC021321	Subsidiary	100%	2(87)
2.	Banswara Fabrics Limited - Industrial Area, Dahod Road, Banswara -327001	L17124RJ1980PLC002005	Associate	39.13%	2(6)
3.	Treves Banswara Pvt. Ltd. Navagaon Road, Industrial Area, Banswara -327001	U17290RJ2012PTC037666	Joint Venture	50%	2(6)

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2015)				No. of Shares held at the end of the year (31.03.2016)				% Change during the year
	Demat	Physical	Total Shares	% of Total Shares	Demat	Physical	Total Shares	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	8175332	-	8175332	49.71%	8585332	-	8585332	50.71%	5.02%
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	1319919	-	1319919	8.02%	1319919	-	1319919	7.79%	0.00%
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	9495251		9495251	57.73%	9905251	-	9905251	58.51%	4.32%
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	100000	-	100000	0.59%	
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	9495251	-	9495251	57.73%	10005251	-	10005251	59.10%	5.37%
B. Public Shareholding									
(1). Institutions									
a) Mutual Funds	150	4775	4925	0.03%	-	4775	4775	0.03%	(-)3.46%
b) Banks / FI	100	470	570	0.00%	100	470	570	0.00%	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	2108581	-	2108581	12.82%	2108581	-	2108581	12.46%	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	2108831	5245	2114076	12.85%	2108681	5245	2113926	12.49%	(-)0.007%
(2). Non- Institutions									
a) Bodies Corp.	1848014	7067	1855081	11.28%	1817818	7067	1824885	10.78%	(-) 1.63%
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	1572557	329616	1902173	11.57%	2568808	295635	2864443	16.92%	50.59%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1079780	0	1079780	6.57%	120841	0	120841	0.71%	(-)11.19%
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	4500351	336683	4837034	29.41%	4507467	11432	4810169	28.41%	(-) 0.56%
Total Public Shareholding (B)=(B) (1)+(B)(2)	6609182	341928	6951110	42.27%	6615148	308947	6924095	40.90%	(-) 0.39%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	16104433	341928	16446361	100%	16621399	307947	16929346	100%	2.94%

(ii) Shareholding of Promoters

Sr. No	Promoter's 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.	KAVITA SONI	575075	3.50%	-	595075	3.52%	-	3.48%
2.	PREM TOSHNIWAL	891449	5.42%	-	891449	5.27%	-	0.00%
3.	RADHIKA TOSHNIWAL	1068542	6.50%	-	1178542	6.96%	-	10.29%
4.	RAMESHWAR LAL TOSHNIWAL	56440	0.34%	-	27765	0.16%	-	(-) 49.19%
5.	RAVINDRA KUMAR TOSHNIWAL	2003947	12.18%	-	2231447	13.18%	-	11.35
6.	SHALEEN TOSHNIWAL	1982005	12.05%	-	2118180	12.51%	-	6.87%
7.	SONAL TOSHNIWAL	816175	4.96%	-	841175	4.97%	-	3.06%
8.	LAWSON TRADING COMPANY PVT LTD	397018	2.41%	-	397018	2.35%	-	0.00%
9.	MOONFINE TRADING COMPANY PVT LTD	182500	1.11%	-	182500	1.08%	-	0.00%
10.	NIRAL TRADING PVT LTD	549665	3.34%	-	549665	3.25%	-	0.00%
11.	SPEEDSHORE TRADING COMPANY PVT LTD	190736	1.16%	-	190736	1.13%	-	0.00%
12.	RAKESH MEHRA	6061	0.04%	-	6061	0.04%	-	0.00%
13.	DHRUV RAVINDRA TOSHNIWAL	100000	0.61%	-	100000	0.59%	-	0.00%
14.	NAVITA MEHRA	575638	3.50%	-	595638	3.52%	-	3.48%
15.	UDIT RAVINDRA T OSHNIWAL	100000	0.61%	-	100000	0.59%	-	0.00%
	TOTAL	9495251	57.73%		10005251	59.10%		5.37%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Promoter's name	Shareholding at the Beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	R.L. TOSHNIWAL At the beginning of the Year 01.04.2015 Gift Shares to his son's 28.12.2015 At the end of the year 31.03.2016	56440 28675 (Decrease) 27765	0.34% 0.17 0.16%	56440 27765 27765	0.33% 0.16% 0.16%
2.	RADHIKA TOSHNIWAL At the beginning of the Year 01.04.2015 Conversion of Warrants to Shares in 8 th May 2015 At the end of the year 31.03.2016	1068542 110000 (Increase) 1178542	6.50% 0.65 6.96%	1068542 1178542 1178542	6.31% 6.96% 6.96%
3.	RAVINDRA KUMAR TOSHNIWAL At the beginning of the Year 01.04.2015 Conversion of Warrants to Shares in 8 th May, 2015 Shares Received by gift on 28.12.2015 At the end of the year 31.03.2016	2003947 210000 (Increase) 17500 (Increase) 2231447	12.18% 1.24% 0.10 13.18%	2003947 2213947 2231447 2231447	11.84% 13.08% 13.18% 13.18%
4.	SHALEEN TOSHNIWAL At the beginning of the Year 01.04.2015 Conversion of Warrants to Shares in 8 th May 2015 Shares Received by gift on 28.12.2015 At the end of the year 31.03.2016	1982005 125000 (Increase) 11175 (Increase) 2118180	12.05% 0.74% 0.07% 12.51%	1982005 2107005 2118180 2118180	11.71% 12.45% 12.51% 12.51%
5.	SONAL TOSHNIWAL At the beginning of the Year 01.04.2015 Conversion of Warrants to Shares in 8 th May 2015 At the end of the year 31.03.2016	816175 25000 (Increase) 841175	4.45% 0.15 4.97%	816175 841175 841175	4.82% 4.96% 4.97%
6.	NAVITA MEHRA At the beginning of the Year 01.04.2015 Conversion of Warrants to Shares in 8 th May 2015 At the end of the year 31.03.2016	575638 20000 (Increase) 595638	3.50% 0.12% 3.52%	575638 595638 595638	3.40% 3.51% 3.52%

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

Sr. No.	For each of the Top 10 Shareholder's	Shareholding at the Beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	MEFCOM CAPITAL MARKETS LIMITED At the beginning of the Year 01.04.2015 Sale of Shares At the end of the year 31.03.2016	590000 22000 (Decrease) 568000	3.59% 0.13% 3.36 %	590000 568000 568000	3.36% 3.36% 3.36%
2.	PINKY VENTURES PRIVATE LIMITED At the beginning of the Year 01.04.2015 Sale of Shares At the end of the year 31.03.2016	221816 50976 (Decrease) 170840	1.35% 0.30% 1.01%	221816 170840 170840	1.31% 1.01% 1.01%
3.	SUVARNA KUMARI AGRAWAL At the beginning of the Year 01.04.2015 Sale of Shares At the end of the year 31.03.2016	95000 72596 (Decrease) 22404	0.58% 0.43% 0.13%	95000 22404 22404	0.56% 0.13% 0.13%

(V) Shareholding of Directors and Key Managerial Personnel:

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
For Each of the Directors and KMP		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Shri R.L. Toshniwal At the beginning of the year 01.04.2015	56440	0.34%	56440	0.33%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc): Shares Gifted to his Son on 28.12.2015	28675 (Decrease)	0.17	27765	0.16%
	At the end of the year	27765	0.16%	27765	0.16%
2.	Shri Ravindra Kumar Toshniwal At the beginning of the year 01.04.2015	2003947	12.18%	2003947	11.84%
	Conversion of warrants to Shares on dated 08.05.2015	210000 (Increase)	1.24%	2213947	13.08%
	Gift Shares on 28.12.2015	17500 (Increase)	0.10%	2231447	13.18%
	At the end of the year	2231447	13.18%	2231447	13.18%
3.	Shri Rakesh Mehra At the beginning of the year 01.04.2015	6061	0.04%	6061	0.04%
	At the end of the year	6061	0.04%	6061	0.04%
4.	Shri Shaleen Toshniwal At the beginning of the year 01.04.2015	1982005	12.05%	1982005	12.51%
	Conversion of warrants to Shares on dated 08.05.2015	125000 (Increase)	0.74%	2107005	12.45%
	Gift Shares on 28.12.2015	11175 (Increase)	0.07%	2118180	12.51%
	At the end of the year	2118180	12.51%	2118180	12.51%
5.	Shri J.K. Jain At the beginning of the year 01.04.2015	100	0.00	100	0.00
	At the end of the year	100	0.00%	100	0.00

VI. INDEBTEDNESS

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

(₹ in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	32241.68	-	622	32863.68
ii) Interest due but not paid	196.82	-	-	196.82
iii) Interest accrued but not due	11.41	-	-	11.41
Change in Indebtedness during the financial year				
• Addition	1061.64	-	578	1639.64
• Reduction	-6347.24	-	-25	-6372.24
Net Change	-5285.60		553	-4732.60
Indebtedness at the end of the financial year				
i) Principal Amount	26953.61	-	1175	28128.61
ii) Interest due but not paid	200.00	-	-	200.00
iii) Interest accrued but not due	10.70	-	-	10.70
Total (i+ii+iii)	27164.31	-	1175	28339.31

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(₹ in Lacs)

Sr. no.	Particulars of Remuneration	Name of MD/WTM/ Manager				
		Shri RL Toshniwal (CM)	Shri Ravindra Kumar Toshniwal (MD)	Shri Rakesh Mehra (VCM)	Shri Shaleen Toshniwal (J.M.D.)	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	103.89	98.86	95.94	87.27	385.96
2.	Stock Option					
3.	Sweat Equity					
4.	Commission - as % of profit - others, specify...	51.21	25.00	25.00	25.00	126.21
5.	Others, please specify					
	Total (A)	155.10	123.86	120.94	112.27	512.17
	Ceiling as per the Act					

B. Remuneration to other directors:

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Name of Directors										Total
		Shri P. Kumar	Shri A.N. Jariwala	Shri Kamal Kishore Kacholia	Shri Vijay Mehta	Shri D.P. Garg	Dr. S.B. Agarwal	Shri Vijay Kumar Agarwal	Shri P.K. Bhandari	Dr. Vijayanti Pandit	Shri Arun Agarwal	
1.	Independent Directors • Fee for attending board committee meetings • Commission • Others, please specify	3.50	0.90	2.40	1.80	2.25	3.30	0.30	0.60	1.50	0.60	17.15
	Total	3.50	0.90	2.40	1.80	2.25	3.30	0.30	0.60	1.50	0.60	17.15
2.	Other Non-Executive Directors • Fee for attending board committee meetings • Commission • Others, please specify											
	Total (2)											
	Total (B)=(1+2)	3.50	0.90	2.40	1.80	2.25	3.30	0.30	0.60	1.50	0.60	17.15
	Total Managerial Remuneration	3.50	0.90	2.40	1.80	2.25	3.30	0.30	0.60	1.50	0.60	17.15
	Overall Ceiling as per the Act											

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel	
		CFO & Company Secretary	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	38.26	38.26
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	-	-
5.	Others, please specify	-	-
	Total	38.26	38.26

VIII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

FOR AND ON BEHALF OF THE BOARD

Place : Mumbai
Date : 23rd May, 2016

R.L. TOSHNIWAL
CHAIRMAN
DIN:00106933

INDEPENDENT AUDITORS' REPORT

To
**The Members of
 BANSWARA SYNTAX LIMITED**

Report on the standalone financial statements

We have audited the accompanying standalone financial statements of BANSWARA SYNTAX LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's responsibility for the standalone financial statements

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

Auditors' responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the

auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

- In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2016;
- In the case of Statement of Profit and Loss, of the profit For the year ended on that date; and
- In the case of Cash Flow Statement, of the cash flows For the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements:

- Note No 6 regarding recognition of deferred tax liability amounting to Rs 775.00 lacs considering assets of Thermal Power Plant a timing difference while calculation of deferred tax liability.
- Note No 16.2 about increase of Mat Credit Entitlement amounting to Rs 764.87 lacs on account of treating subsidy received from government as capital receipt.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

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

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure 2.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note 22 on contingent liability to the financial statements;
 - b. The Company has made provision where ever required, as under the applicable law or accounting standards, for material foreseeable losses, on long-term contracts including derivative.
 - c. There are no amounts, which are required to be transferred, to the Investor Education and Protection Fund by the Company.

For KALANI & COMPANY

Chartered Accountants
FRN- 000722C

Place of Signature: Mumbai
Dated: 23-05-2016

S.P. JHANWAR
Partner
M. No.074414

ANNEXURE 1 TO THE INDEPENDENT AUDITORS' REPORT

Referred to in our report of even date to the members of BANSWARA SYNTEX LIMITED on the accounts For the year ended 31st March 2016

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management at reasonable intervals. As informed to us no material discrepancies were noticed on such verification.
- (c) Based on our verification and according to information and explanations given to us, the title deeds of immovable properties are held in the name of the company.
- (ii) Physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed.
- (iii) The Company has not granted any loans, secured or unsecured to any companies, firms, limited liability partnership or other parties covered in register maintained under Section 189 of the Companies Act, 2013.
- (iv) The Company has not granted any loans or given any guarantee and security covered under Section 185 and 186 of the Companies Act, 2013. The company has however, given guarantee for Rs 1950 lacs (outstanding is Rs NIL as on 31-03-2016) for loan taken by Banswara Global Ltd. a wholly owned subsidiary of the company, for which necessary compliance has been made as applicable. In respect of investments made, the Company has complied with the provisions of Section 186 of the Companies Act, 2013.
- (v) The company has accepted deposits and complied with the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder. No order has been passed with respect to Section 73 to 76, by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vi) We have broadly reviewed the accounts and records maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 read with Companies (Cost Records & Audit) Rules, 2014 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made detailed examination of the records with a view to determine whether they are accurate and complete.

- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, wealth tax, service tax, custom duty, excise duty, value added tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities and there are no undisputed dues outstanding as on 31st March 2016 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 Income Tax, Sales tax, Service Tax, duty of customs, duty of excise and Value added tax which have not been deposited with the appropriate authorities on account of any dispute. However, according to the information and explanations given to us,-

Nature of Statute	Nature of Dues	Amount (in ₹)	Period to which the amount relates	Forum where dispute is pending
Custom Act, 1962	Custom Duty	2,67,04,188/-	2012	CESTAT, Ahmadabad
Custom Act, 1962	Custom Penalty	20,000/-	2013	Rajasthan High Court, Jodhpur
Income tax Act, 1961	Income Tax	3,16,588/-	2013-14	CIT (Appeals), Udaipur
Income tax Act, 1961	Income Tax	1,79,846/-	2011-12	CIT (Appeals), Udaipur

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to a financial institution or bank. There are no dues to Government or debenture holders.
- (ix) The Company has not raised any money by way of initial public offer or further public offer. According to the information and explanations given to us, the money raised by the Company by way of term loans have been applied for the purpose for which they were obtained.
- (x) According to the information and explanations given to us and as represented by the Management and based on our examination of the books and records of the Company and in accordance with generally accepted auditing practices in India, we have been informed that no case of fraud by the Company or any fraud on the company by its officers or employees has been noticed or reported during the year.
- (xi) Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The provisions of clause 3 (xii) of the Order, for Nidhi Company, are not applicable to the Company.

- (xiii) The Company has complied with the provisions of Section 177 and 188 of the Companies Act, 2013 with respect to all transactions with the related parties, wherever applicable. Details of the transactions with the related parties have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year to which Section 42 of the Companies Act 2013 applies. The Board of directors in its meeting held on 13th Nov. 2013, in accordance with SEBI (ICDR) Regulations, 2009, issued 16,00,000 warrants to promoters and promoters group on preferential basis convertible in equal number equity shares at agreed price. During the year 5,10,000 warrants have been converted to equal number of equity shares. The amount raised have been used for the purposes for which the funds were raised.
- (xv) The Company has not entered into any non-cash transactions with the directors or persons connected with him as covered under Section 192 of the Companies Act, 2013.
- (xvi) According to information and explanation given to us, the Company is not required to be registered u/s 45-IA of Reserve Bank of India Act, 1934. Accordingly, provision of clause 3(xvi) of the Order is not applicable to the Company.

For KALANI & COMPANY

Chartered Accountants
FRN- 000722C

Place of Signature: Mumbai
Dated: 23-05-2016

S.P. JHANWAR
Partner
M. No.074414

ANNEXURE 2 TO THE AUDITORS' REPORT

Referred to in our report of even date to the members of BANSWARA SYNTEX LIMITED on the accounts For the year ended 31st March 2016

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

We have audited the internal financial controls over financial reporting of BANSWARA SYNTEX LIMITED ("the Company") as on 31st March 2016 in conjunction with our audit of the standalone financial statements of the Company For the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal controls over financial reporting criteria established by the Company considering the components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For KALANI & COMPANY

Chartered Accountants
FRN- 000722C

Place of Signature: Mumbai

Dated: 23-05-2016

S.P. JHANWAR

Partner
M. No.074414

BALANCE SHEET
AS AT 31ST MARCH, 2016

(₹ in lacs)

	Note No.	As at 31 st March, 2016		As at 31 st March, 2015			
EQUITY AND LIABILITIES							
Shareholders' Funds							
(a) Share Capital	2	1,692.93	24,917.71	1,643.14	22,349.59		
(b) Reserves & Surplus	3	23,224.78		20,653.54			
(c) Money received against share warrants	4	-		52.91			
Non Current Liabilities							
(a) Long Term Borrowings	5	21,658.81	27,259.35	26,278.21	31,513.09		
(b) Deferred Tax Liabilities (Net)	6	4,669.79		4,158.72			
(c) Long Term Provisions	7	930.75		1,076.16			
Current Liabilities							
(a) Short Term Borrowings	8	28,048.90	51,888.82	30,318.31	53,731.01		
(b) Trade Payables	9	12,729.70		13,894.79			
(c) Other Current Liabilities	10	8,553.16		8,226.99			
(d) Short Term Provisions	11	2,557.06	104,065.88	1,290.92	107,593.69		
ASSETS							
Non-Current Assets							
(a) Fixed Assets			51,493.37		53,792.29		
(i) Tangible Assets	12	47,334.23		50,143.64			
(ii) Capital work-in-progress	13	786.28		1,003.60			
(b) Non-current investments	14	1,855.63		1,751.43			
(c) Long-term Loans and Advances	15	636.73		458.10			
(d) Other non-current assets	16	880.50		435.52			
Current Assets							
(a) Inventories	17	29,015.98	52,572.51	32,883.33	53,801.40		
(b) Trade Receivables	18	16,177.18		13,814.48			
(c) Cash and Cash Equivalents	19	2,084.78		1,523.95			
(d) Short Term Loans and Advances	20	2,480.79		2,096.93			
(e) Other Current Assets	21	2,813.78		3,482.71			
			104,065.88		107,593.69		
Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 47 forming part of these financial statements.							

Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 47 forming part of these financial statements.

In terms of our Audit Report of even date:

For KALANI & COMPANYChartered Accountants
FRN - 000722C**R. L. Toshniwal**DIN : 00106933
Chairman**Ravindra Kumar Toshniwal**DIN : 00106789
Managing Director**S. P. JHANWAR**Partner
M.No.074414**Rakesh Mehra**DIN : 00467321
Vice Chairman**Directors**Shri . D.P. Garg
Shri Kamal Kishore Kacholia
Shri P. Kumar
Dr. S.B. Agarwal
Shri Vijay Mehta
Dr. Vaijayanti Pandit.Place : Mumbai
Dated: 23rd May, 2016**J. K. Jain**
C.F.O. and Company Secretary

STATEMENT OF PROFIT AND LOSS
For the year ended on 31ST MARCH 2016

(₹ in lacs)

	Note No.	For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
Revenue From Operations	24				
Sale of Products & Services (Gross)		122,670.05		118,382.46	
Other Operating Revenue		4,429.26		5,182.17	
		127,099.31		123,564.63	
Less : Excise Duty		634.06		948.70	
I. Revenue From Operations (Net)			126,465.25		122,615.93
II. Other Income	25		1,091.98		1,688.59
III. Total Revenue			127,557.23		124,304.52
IV. Expenses :					
Cost Of Materials Consumed	26	60,016.97		62,090.88	
Changes In Inventories Of Finished Goods, Work-In-Progress and Stock-In Trade	27	1,142.08		(615.73)	
Manufacturing Expenses	28	21,161.25		21,321.61	
Employee Benefits Expenses	29	19,568.78		18,055.34	
Finance Costs	30	6,999.03		8,069.51	
Depreciation And Amortization Expenses	31	5,754.20		5,939.14	
Other Expenses	32	8,532.04		7,998.19	
Total Expenses			123,174.35		122,858.94
V. Profit before Tax (III-IV)			4,382.88		1,445.58
VI. Tax Expense :					
(1) Current Tax		1,917.00		854.00	
(2) Deferred Tax		511.08		(211.34)	
(3) MAT Credit Entitlement		(764.87)		-	
			1,663.21		642.66
VII. Profit for the Year (V-VI)			2,719.67		802.92
VIII. Earnings per equity share (in ₹)	33				
(1) Basic			16.12		5.06
(2) Diluted			16.12		4.90
Significant Accounting Policies, Notes on Accounts and other disclosures from Note no. 1 to 47 forming part of these financial statements.					

In terms of our Audit Report of even date:

For KALANI & COMPANY

Chartered Accountants
FRN - 000722C

R. L. Toshniwal

DIN : 00106933
Chairman

Ravindra Kumar Toshniwal

DIN : 00106789
Managing Director

S. P. JHANWAR

Partner
M.No.074414

Rakesh Mehra

DIN : 00467321
Vice Chairman

Directors

Shri . D.P. Garg
Shri Kamal Kishore Kacholia
Shri P. Kumar
Dr. S.B. Agarwal
Shri Vijay Mehta
Dr. Vaijayanti Pandit.

Place : Mumbai
Dated: 23rd May, 2016

J. K. Jain
C.F.O. and Company Secretary

Cash Flow Statement For the year ended 31st March, 2016

(₹ in lacs)

PARTICULARS	For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
A) Cash Flow From Operating Activities				
Net Profit After tax as per Statement of Profit and Loss		2,719.67		802.92
Adjustment for				
Provision for Taxation and Deferred Tax liabilities		1,663.21		642.66
Net profit before tax and after extra ordinary items		4,382.88		1,445.58
Adjusted for				
Depreciation	5,754.20		5,939.14	
Loss/(Profit) on Sale of fixed assets (net)	(44.94)		28.42	
Interest paid	6,999.03		8,069.51	
Rent received	(7.19)		(6.28)	
Dividend received	(3.61)		(3.13)	
Extraordinary Items	-		-	
Operating profit before working capital changes		12,697.49		14,027.66
Adjusted for		17,080.37		15,473.24
Increase in trade & other receivable	(1,795.30)		(2,630.99)	
Increase in inventories	3,867.35		2,422.17	
Increase/(-)Decrease in trade payable	(957.18)	1,114.87	(3,112.63)	(3,321.45)
Cash generated from operations		18,195.24		18,794.69
Net Tax Inflow / (-)Outflow		795.15		863.16
Net cash from operating activities	(A)	17,400.09		17,931.53
B) Cash Flow From Investing Activities				
Increase(-)/Decrease (+) in capital work-in-progress		97.16		119.85
Purchase of fixed assets		(2,931.85)		(4,719.31)
Purchase of investment		(104.20)		(321.45)
Sale of Fixed assets		129.05		131.37
Rent received		7.19		6.28
Dividend received		3.61		3.13
Net cash used in investing activities	(B)	(2,799.04)		(4,780.13)
C) Cash Flow From Financing Activities				
Proceeds from issue of Share Capital & Application Money		159.47		286.43
Redemption of Preference Share Capital		-		(173.00)
Proceeds from long term borrowings		1,061.64		3,257.81
Repayment of long term borrowings		(6,349.73)		(5,274.46)
Interest paid		(6,996.56)		(7,987.37)
Increase / (Decrease) in bank borrowings		(2,269.41)		(3,392.35)
Proceeds from unsecured loans		578.00		(731.70)
Repayment of unsecured loans		(25.00)		(150.00)
Repayment of Unsecured loans		-		(127.00)
Dividend and tax thereon Paid		(198.63)		(549.98)
Net cash from financing activities	(C)	(14,040.22)		(14,841.62)
Net Increase/ (Decrease) in cash and cash equivalents	(A+B+C)	560.83		(1,690.22)
Opening balance of cash and cash equivalents		1,523.95		3,214.17
Closing balance of cash and cash equivalents		2,084.78		1,523.95

In terms of our Audit Report of even date:

For KALANI & COMPANYChartered Accountants
FRN - 000722C**R. L. Toshniwal**DIN : 00106933
Chairman**Ravindra Kumar Toshniwal**DIN : 00106789
Managing Director**S. P. JHANWAR**Partner
M.No.074414**Rakesh Mehra**DIN : 00467321
Vice Chairman**Directors**Shri . D.P. Garg
Shri Kamal Kishore Kacholia
Shri P. Kumar
Dr. S.B. Agarwal
Shri Vijay Mehta
Dr. Vajjayanti Pandit.

Place : Mumbai

Dated: 23rd May, 2016**J. K. Jain**

C.F.O. and Company Secretary

SIGNIFICANT ACCOUNTING POLICIES, NOTES ON ACCOUNTS AND OTHER DISCLOSURES

NOTE NO. 1 SIGNIFICANT ACCOUNTING POLICIES

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

- (i) These financial statements have been prepared in compliance with the Generally Accepted Accounting Principles in India including the Accounting Standards notified under the applicable provisions of the Companies Act, 2013. The Financial Statements are prepared on accrual basis under the historical cost convention except certain revalued assets and are presented in Indian Rupees, rounded off to the nearest rupees in lacs.
- (ii) The preparation of financial statements requires judgments, estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

B. Valuation of Inventories (AS-2)

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

C. Cash Flow (AS-3)

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

D. Depreciation (AS-6)

Depreciation has been charged on Straight Line Method (SLM) based on useful life of the assets as mentioned in Schedule II of Companies Act, 2013, except in case of Plant & machinery where the useful life has been taken as ascertained by the Independent Chartered Engineer and technical experts of the Company. The useful life of the Plant & Machinery so ascertained, is ranging from 10 to 18 years on triple shift basis as against the life of 15 years given in Part C of Schedule II of the Companies Act, 2013.

Leasehold land amortised over the period of lease.

Further, considering materiality, assets costing less than ₹ 5,000 are fully depreciated in the year of purchase/acquisition.

The Company provides pro-rata depreciation from/to the date on which asset is acquired or put to use/ disposed off as appropriate.

E. Revenue Recognition (AS-9)

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

- i) Sale of product is inclusive of excise duty, refund and other related realization but exclusive of value added tax charged.
- ii) Income from Job work is accounted for on delivery of finished goods inclusive of excise duty, wherever applicable.
- iii) Dividend Income is recognized when right to receive payment is established.
- iv) Export Benefits are accounted for in the year of export at net market realizable value.

F. Fixed Assets (AS-10)

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

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

G. Foreign Currency Transactions (AS-11)

- i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the date of the transactions.
- ii) Monetary items denominated in foreign currency at the year end and not covered by forward exchange contracts are translated at year end rates and those covered by forward contracts are translated at the rate prevailing on the date of transactions as

increased or decreased by the proportionate difference between the forward rate and exchange rate on the date of transactions, such difference having been recognized over the life of the contract. Foreign exchange financial instruments in hand, at the year end, are valued at mark to market, recognized loss, if any, adopting principle of prudence.

- iii) Non-Monetary foreign currency items are carried at cost.
- iv) Any income or expense on account of exchange difference, either on settlement or on translation, is recognized in the Statement of profit and loss.

H. Accounting for Investments (AS-13)

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

I. Employees' Benefits (AS-15)

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

J. Borrowing Costs (AS-16)

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

K. Taxes on Income (AS-22)

Current tax is determined as the amount of tax payable to the Taxation Authorities in respect of taxable income for the year.

Deferred tax is recognized, subject to consideration of prudence, in respect of deferred tax assets on timing differences, being difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years.

In respect of unabsorbed depreciation / carry forward of losses under the tax laws, deferred tax assets are recognized only to the extent that there is virtual certainty that future taxable income will be available against which such deferred tax assets can be realized.

L. Provision for Doubtful Debts

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

M. Impairment (AS-28)

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

N. Provisions, Contingent Liabilities and Contingent Assets

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

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

NOTE NO. '2' SHARE CAPITAL

(₹ in lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Authorized				
4,50,00,000 Equity Shares of ₹10/- each		4,500.00		4,500.00
5,00,000 3% Redeemable Preference Shares of ₹100/- each		500.00		500.00
		5,000.00		5,000.00
Issued				
1,69,56,361 Equity Shares of ₹10/- each		1,695.64		1,644.64
(Previous Year 1,64,46,361 Equity Shares of ₹ 10/- each)		1,695.64		1,644.64
Subscribed and fully Paid				
1,69,29,346 Equity Shares of ₹10/- each		1,692.93		1,641.64
(Previous Year 1,64,16,361 Equity Shares of ₹ 10/- each)		1,692.93		1,641.64
Subscribed but not fully Paid				
Nil Equity Shares of ₹10/- each			3.00	
(Previous Year 30,000 Equity Shares of ₹ 10/- each)				
Less: Allotment Money Due				
From Directors	-	-	-	-
From Others	-	-	-	-
	-	-	1.50	1.50
		1,692.93		1,643.14

2.1 Reconciliation of Number of Shares Outstanding

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
	Equity	Preference	Equity	Preference
At the beginning of the year	16,446,361	-	15,526,361	1,73,000
Issued During the year	510,000	-	920,000	-
Redeemed during the year	-	-	-	1,73,000
Forfeited during the year	27,015	-	-	-
At the end of the year	16,929,346	-	16,446,361	-

2.2 The Board of Directors in its meeting held on 13th November, 2013 has issued 16,00,000 warrants to promoters and promoter's group on preferential basis, convertible in equal number of equity shares at the rate of ₹ 10/- per warrant at ₹ 41.50 including premium of ₹ 31.50 per warrant. Out of these 16,00,000 warrants, the Board of Directors has converted 1,70,000 warrants in to equal number of shares, in its meeting held on 12th February, 2014. The Board in its Meeting held on 12th November, 2014 has also converted 9,20,000 warrants in equal number of shares. The balance 5,10,000 warrants were converted in equal no. of equity shares on 08th May, 2015. The above preferential issue was made as per the SEBI (ICDR) Regulations, 2009.

2.2.1 Rights, preferences and restrictions to the shareholders
2.2.2 Equity Shares :-

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

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

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

Name of shareholder	As at 31 st March, 2016		As at 31 st March, 2015	
	No. of Shares	% of Shares	No. of Shares	% of Shares
Equity Shares				
Shri Ravindra Kumar Toshniwal	2,231,447	13.18%	2,003,947	12.18%
Shri Shaleen Toshniwal	2,118,180	12.51%	1,982,005	12.05%
Smt. Radhika Toshniwal	1,178,542	6.96%	1,068,542	6.50%
Smt. Prem Toshniwal	891,449	5.27%	891,449	5.42%
Macquarie Bank Limited	1,299,801	7.68%	1,299,801	7.90%

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

NOTE NO. '3' RESERVES AND SURPLUS

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Capital Reserve				
Opening Balance	1,064.81		751.72	
Add : Balance of shares forfeited (Refer Note no 2.4)	1.35		-	
Add : Capital Subsidy Received (Refer Note no. 3.1)	97.07	1,163.23	313.09	1,064.81
Capital Redemption Reserve				
Opening Balance	173.00		-	
Add: Fresh Creation (Redemption of Preference Shares)	-	173.00	173.00	173.00
Securities Premium Account				
Opening balance	2,797.76		2,507.90	
Add : Received During the year	161.24	2,959.00	289.86	2,797.76
General Reserve				
Opening Balance	14,134.17		13,634.17	
Add: Transfer from Surplus	1,000.00	15,134.17	500.00	14,134.17
Surplus				
Opening Balance	2,483.80		2,691.44	
Less: Depreciation	-		(139.80)	
	2,483.80		2,551.64	
Add : Profit for the year	2,719.67		802.92	
	5,203.47		3,354.56	
Less : Allocation and Appropriations				
Dividend paid on Preference Shares (Previous Year)	0.60		-	
Tax on Dividend on Preference Shares (Previous Year)	0.12		-	
Dividend on Equity Shares*	(0.12)		-	
Tax on Equity Shares Dividend*	(0.03)		-	
Proposed Dividend on Equity Shares	338.59		164.31	
Tax on Proposed Equity Shares Dividend	68.93		33.45	
Transfer to General Reserve	1,000.00		500.00	
Transfer to Capital Redemption Reserve	-		173.00	
	1,408.09		870.76	
		3,795.38		2,483.80
		23,224.78		20,653.54

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

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

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

NOTE NO. '4' MONEY RECEIVED AGAINST SHARE WARRANTS

(₹ In Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
Application money received against share warrants	-	52.91
	-	52.91

NOTE NO. '5' LONG TERM BORROWINGS

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Term Loans (Secured)				
From Financial Institutions and Banks				
IDBI BANK LIMITED				
Term Loan - II				
Repayable in 30 variable quarterly installments	547.58		593.86	
Term Loan - III				
Repayable in 30 variable quarterly installments	341.68		370.56	
Term Loan - IV				
Repayable in 30 variable quarterly installments	814.74		883.58	
Term Loan - V				
Repayable in 30 variable quarterly installments	450.00	2,154.00	-	1,848.00
EXPORT IMPORT BANK OF INDIA				
Term Loan - I				
Repayable in 23 variable quarterly installments	1,740.00		1,920.00	
Term Loan - II				
Repayable in 24 variable quarterly installments	2,325.00		2,557.50	
Term Loan - III				
Repayable in 2 variable quarterly installments	-		76.40	
Term Loan - IV				
Repayable in 8 variable quarterly installments	230.28		460.56	
Term Loan - V				
Repayable in 8 variable quarterly installments	320.00		640.00	
Term Loan - VI				
Repayable in 13 variable quarterly installments	2,312.50		2,781.25	
Term Loan - VII				
Repayable in 26 variable quarterly installments	1,933.33		2,284.85	
Working Capital Term Loan				
Repayable in 1 quarterly installments	-	8,861.11	685.00	11,405.56
BANK OF BARODA				
Term Loan - I	790.00		1,470.00	
Repayable in 16 variable quarterly installments				
Term Loan - II	500.00		862.50	
Repayable in 9 variable quarterly installments				
Term Loan - III	3,520.00		3,987.50	
Repayable in 27 variable quarterly installments				
Term Loan - IV	1,694.00		1,760.00	
Repayable in 32 variable quarterly installments				
Working Capital Term Loan	245.00		315.00	
Repayable in 9 equal half yearly installments		6,749.00		8,395.00

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
PUNJAB NATIONAL BANK				
Term Loan - I	638.28		1,109.53	
Repayable in 9 variable quarterly installments				
Term Loan - II	198.95		343.95	
Repayable in 9 variable quarterly installments				
Term Loan - III	1,000.00		920.52	
Repayable in 32 variable quarterly installments				
Term Loan - IV	1,062.50		1,312.50	
Repayable in 13 variable quarterly installments				
Working Capital Term Loan	1,260.00		1,680.00	
Repayable in 8 equal half yearly monthly installments		4,159.73		5,366.50
BANK OF INDIA				
Term Loan - I	-		15.01	
Repayable in 1 Variable quarterly installments				
Term Loan - II	513.71		613.71	
Repayable in 16 variable quarterly installments		513.71		628.72
UNION BANK OF INDIA				
Term Loan - II	1,456.00		1,680.00	
Repayable in 20 variable quarterly installments				
Term Loan - III	1,570.06		1,037.90	
Repayable in 32 variable quarterly installments				
Working Capital Term Loan	490.00		630.00	
Repayable in 9 equal half yearly installments		3,516.06		3,347.90
AXIS BANK LIMITED				
Term Loan - I	1,000.00		1,250.00	
Repayable in 12 variable quarterly installments		1,000.00		1,250.00
Sub-Total (A)		26,953.61		32,241.68
Less : Current Maturities				
IDBI Bank Ltd.	168.00		144.01	
Export-Import Bank of India	2,279.30		2,838.20	
Bank of Baroda	1,322.00		1,536.00	
Punjab National Bank	1,587.50		1,286.25	
Bank of India	125.00		115.01	
Union Bank of India	420.00		364.00	
Axis Bank Limited	500.00		250.00	
Sub-Total (B)		6,401.80		6,533.47
TOTAL (I) (A-B)		20,551.81		25,708.21

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Fixed Deposits (Unsecured)				
From Directors	55.00		55.00	
From Others	1,120.00		567.00	
Includes ₹ 209.00 Lacs (Previous years ₹ 111.00 Lacs) from related parties	1,175.00		622.00	
Less : Current Maturities	68.00		52.00	
TOTAL (II)		1,107.00		570.00
		21,658.81		26,278.21

5.1 Securities/ Guarantees

For Term Loans from Financial Institutions and Banks:

Term Loans from Financial Institutions and Banks are secured by a joint equitable mortgage and/or hypothecation charges ranking pari-passu on immovable/movable properties, present and future of the Company subject to prior charges in favour of the Bankers on specified movable properties created and/or to be created for working capital facilities and Term Loans of ₹ 2,154 Lacs (Previous Year ₹ 1,848 Lacs) are also secured by second charge on current assets.

Term Loans from Financial Institutions and Banks are guaranteed by Shri R.L. Toshniwal, Chairman and Shri Ravindra Kumar Toshniwal, Managing Director in their personal capacities other than Export-Import Bank of India and IDBI Bank Ltd. Term Loans outstanding of ₹ 4,796.11 Lacs (Previous Year 6,851.66 Lacs) from Export-Import Bank of India, Term Loans outstanding of ₹ 1,260 Lacs (Previous Year ₹ 1,680 Lacs) from Punjab National Bank of India, ₹ 490 Lacs from Union Bank of India (Previous Year ₹ 630 Lacs) and ₹ 245 Lacs from Bank of Baroda (Previous Year ₹ 315 Lacs) are guaranteed by both whereas term loans outstanding of ₹ NIL (Previous Year ₹ 76.40 Lacs) from Export-Import Bank of India are guaranteed only by Shri R. L. Toshniwal, Chairman.

For Fixed deposits

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

NOTE NO. '6' DEFERRED TAX LIABILITIES (Net)

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

Major components of deferred tax balances

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Deferred Tax Liabilities				
i) Difference between accounting and tax depreciation (cumulative)		6,067.16		5,460.45
TOTAL		6,067.16		5,460.45
Deferred Tax Assets				
i) Accumulated unabsorbed depreciation	-		-	
ii) Provision for doubtful debts (to date)	388.73		321.74	
iii) Disallowances under section 43B for non payment of expenses	588.73		532.08	
iv) Employee Benefits	419.91		447.91	
TOTAL (i to iv)		1,397.37		1,301.73
Net Deferred Tax Liabilities		4,669.79		4,158.72

Net deferred tax liability of ₹ 511.08 Lacs has been booked during the year, besides current tax ₹ 1917.00 Lacs as per The Income Tax Act, 1961.

Company is treating assets of Thermal Power Plant as permanent difference as profit of power plant is exempt under section 80IA of the Income Tax Act, 1961. Since Thermal Power Plant is not generating profits now and is not expected to generate in future, accordingly this permanent difference is being treated as timing difference, this has increased the deferred tax liability by ₹ 775.00 lacs.

NOTE NO. '7' LONG TERM PROVISIONS

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Provisions for Employee benefits				
-Gratuity	967.72		1,086.35	
Less : Short Term	209.32	758.40	192.21	894.14
-Leave Encashment	245.60		231.44	
Less : Short Term	73.25	172.35	49.42	182.02
		930.75		1,076.16

NOTE NO. '8' SHORT TERM BORROWINGS

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Loans Repayable on Demand				
(Cash credits and packing credits)				
From Banks (Secured)				
Punjab National Bank	14,817.15		17,348.92	
Union Bank of India	6,039.30		6,092.34	
Bank of Baroda	3,910.73		3,689.08	
Bank of India	3,281.72	28,048.90	3,187.97	30,318.31
		28,048.90		30,318.31

8.1 Securities and Guarantees

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

NOTE NO. '9' TRADE PAYABLES

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Micro, Small & Medium Enterprises@		22.60		14.74
Acceptances		5,079.21		5,824.71
Others		7,627.89		8,055.34
		12,729.70		13,894.79

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

9.1 Details of Dues to Micro Enterprises and Small Enterprises

(₹ In Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
The principal amount remaining unpaid to any supplier as at the end of the accounting year (No amount is due for more than 45 days)	22.60	14.74
The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond appointed day during the accounting year.	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of the accounting year.	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years. Until such date when the interest dues as above are actually paid to the small enterprise for the purpose of Disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil

NOTE NO. '10' OTHER CURRENT LIABILITIES

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
A. Current Maturities of Long Term Borrowings				
Term Loans (Secured)	6,401.80		6,533.48	
Fixed Deposit (Unsecured)	68.00	6,469.80	52.00	6,585.48
B. Interest Accrued But Not Due On Borrowings		10.70		11.41
C. Interest Accrued And Due On Borrowings		200.00		196.82
D. Other Payables				
Unclaimed Dividend	30.64		33.16	
Securities Deposits	51.40		48.27	
Statutory Liabilities	233.97		281.02	
Other Liabilities	1,556.65	1,872.66	1,070.83	1,433.28
		8,553.16		8,226.99

NOTE NO. '11' SHORT TERM PROVISIONS

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
A. Provisions for Employee benefits				
-For Gratuity	209.32		192.21	
-For Leave Encashment	73.25	282.57	49.42	241.63
B. Provision for Others				
Proposed Dividend				

On Equity Shares	338.59		164.31	
On Preference Shares	-	338.59	-	164.31
Tax on Dividend				
Tax On Dividend (Equity Share)	68.93		33.45	
Tax On Dividend On Preference Share	-	68.93	-	33.45
For Entry Tax (Net of payment)		445.39		574.90
For Taxation				
For Income Tax	2,216.73		969.75	
Less : Advance Tax and TDS (As per Contra)	795.15	1,421.58	693.12	276.63
		2,557.06		1,290.92

11.1 Special Leave Petition (SLP) has been filed before the Hon'ble Supreme Court and the Hon'ble Supreme Court passed interim order dated 12.01.2015 granting stay of 50% of arrear of demand raised up to the date of order i.e. dated 12.01.2015 under "The Rajasthan Tax on Entry of Goods into Local Area Act, 1999", provision of ₹ 154.95 Lacs (Previous Year ₹ 176.88 Lacs along with interest thereon) has been made and charged to the Statement of Profit and Loss for the year in respective expenses account. The outstanding balance, after making the payment during the year, is ₹ 445.39 Lacs (Previous Year ₹ 574.90 Lacs).

11.2 Accounting Standard: -29 "Provisions, Contingent Liabilities and Contingent Assets": Movement in Provisions:

(₹ In Lacs)

Nature of Provisions	Provision outstanding at the beginning of the year	Provision made during the year	Provision utilized during the year	Provision reversed during the year	Provision outstanding at the end of the year
Gratuity	1,086.35	281.45	400.08	-	967.72
Leave Encashment	231.44	41.25	27.09	-	245.60
Proposed Dividend	164.31	338.59	164.19	0.12	338.59
Tax on Proposed Dividend	33.45	68.93	33.42	0.03	68.93
Taxation	969.75	1,917.00	670.02	-	2,216.73
Entry Tax	574.90	154.95	272.04	12.42	445.39

NOTE NO. '12' FIXED ASSETS

(₹ In Lacs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION					NET BLOCK	
	As at 01.04.2015	Additions during the year	Disposals/ Adjustment	As at 31.03.2016	As at 01.04.2015	For the Year	Charged from Surplus	Deductions/ Adjustments	Up to 31.03.2016	As at 31.03.2016	As at 31.03.2015
TANGIBLE ASSETS											
Lease Hold Land	367.62	-	-	367.62	46.15	6.40	-	-	52.55	315.07	321.47
Free Hold Land	310.01	-	-	310.01	-	-	-	-	-	310.01	310.01
Buildings & Road	15,232.06	445.17	-	15,677.23	3,118.83	424.73	-	-	3,543.56	12,133.67	12,113.22
Plant & Equipment	68,335.73	2,109.05	261.11	70,183.67	32,907.32	4,907.88	-	225.78	37,589.41	32,594.26	35,428.42
Building Machinery	1.38	-	-	1.38	1.31	-	-	-	1.31	0.07	0.07
Electric & Water Supply Installation	1,939.67	154.35	-	2,094.02	1,136.99	134.23	-	-	1,271.23	822.79	802.68
Furniture & Fixtures	1,221.18	50.00	4.65	1,266.53	750.06	89.82	-	1.67	838.21	428.32	471.12
Office Equipments	1,017.25	104.47	0.06	1,121.65	750.49	108.39	-	0.06	858.82	262.83	266.76
Vehicles	729.52	165.88	118.66	776.74	299.63	82.75	-	72.86	309.52	467.21	429.89
TOTAL	89,154.42	3,028.92	384.49	91,798.85	39,010.78	5,754.21	-	300.37	44,464.61	47,334.23	50,143.64
Previous Year	85,472.04	5,032.41	1350.03	89,154.42	34,050.10	5,939.14	211.78	1190.24	39010.78	50,143.64	-

12.1 Buildings & Road includes ₹ 331.31 Lacs paid for acquiring 657 equity shares of M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. attached with right of ownership and possession of office building at Mumbai and ₹ 324.01 Lacs paid for acquiring a residential flat with 5 shares of Maker Tower "J" Co-operative Housing Society Ltd. Mumbai attached with right of ownership and possession.

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

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

12.4 Accounting Standard 16 - "Borrowing Cost"

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

NOTE NO. '13' CAPITAL WORK IN PROGRESS

(₹ In Lacs)

DESCRIPTION OF ASSETS	As at 01.04.2015	Additions during the year	Capitalize during the year	As at 31.03.2016
Capital Work In Progress for				
- Buildings & Road	173.26	427.70	445.17	155.79
- Plant & Equipment	830.34	1,909.21	2,109.05	630.49
- Water & Electric Installation	-	154.35	154.35	-
TOTAL	1,003.60	2,491.26	2,708.57	786.28
Previous Year	853.76	4,793.50	4,643.66	1,003.60

NOTE NO. '14' NON-CURRENT INVESTMENT (AT COST)

(₹ In Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Long Term		
I. Trade		
Unquoted		
Investment in Associate Company (Refer Note 14.1)		
3,00,000 Equity Shares of ₹ 10/- each of Banswara Fabrics Ltd. (Previous year 3,00,000 Equity Shares)	30.00	30.00
Government & other securities		
National Savings Certificate (Deposited with State and Central Govt. Authorities)	0.13	0.13
Investment in Subsidiary Company		
1,24,00,000 Equity Shares of ₹ 10/- each of Banswara Global Limited. (Wholly owned subsidiary) (Previous year 1,24,00,000 Equity Shares)	1,453.01	1,453.01
Investment in Joint Venture Company		
36,00,000 Equity Shares of ₹ 10 each of Treves Banswara Pvt. Ltd. (Previous year 26,00,000 Equity Shares)	360.00	260.00
Sub Total (I)	1,843.14	1,743.14

Particulars	As at 31st March, 2016		As at 31st March, 2015	
II. Other				
A) Quoted				
In Equity Shares				
10,114 Equity Shares of ₹ 10/- each of Union Bank of India		3.04		3.04
B) Unquoted				
Shares in Cooperative Bank				
500 Equity Shares of ₹ 10/- each of New Indian Cooperative Bank Ltd.		0.05		0.05
Ask Investment Manager Pvt. Ltd. (Real Estate Special Opportunities Portfolio - 1)		9.40		5.20
Sub Total (II)		12.49		8.29
Total (I + II)		1,855.63		1,751.43
Investments aggregate value of Quoted Investment				
Book Value		3.04		3.04
Market Value		13.23		15.85

14.1 Shares of Banswara Fabrics Limited were listed on Delhi Stock Exchange. Now, due to the de-listing of Delhi Stock Exchange, shares of Banswara Fabrics Limited have been categorized under Unquoted Shares.

14.2 Treves Banswara Private Limited (TBPL), a joint venture of the Company, has accumulated losses of ₹ 317.12 lacs as on 31 March 2016 (Previous year ₹ 315.01 lacs) as per audited accounts. Keeping in view of the ongoing efforts for revival of TBPL, no provision has been considered necessary in respect of Company's Investment of ₹ 360 lacs (previous year ₹ 260 lacs) in TBPL, as the diminution in the value is considered as temporary.

NOTE NO. '15' LONG TERM LOANS AND ADVANCES

(₹ In Lacs)

Particulars	As at 31st March, 2016		As at 31st March, 2015	
Unsecured, Considered good				
(a) Capital Advances		304.92		184.76
(b) Security Deposits		331.81		273.34
		636.73		458.10

NOTE NO. '16' OTHER NON CURRENT ASSETS

(₹ In Lacs)

Particulars	As at 31st March, 2016		As at 31st March, 2015	
Unsecured, Considered good				
MAT Credit Entitlement	831.77		379.89	
Prepaid Expenses	48.73		55.63	
		880.50		435.52
		880.50		435.52

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

16.2 Subsidy received from governments has been treated as capital receipt. This has reduced tax on income, resulting in increase of MAT Credit Entitlement amounting to ₹ 764.87 lacs recognized during the year.

NOTE NO. '17' INVENTORIES

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
(At lower of Cost and Net Realizable Value)				
Raw Materials	9,523.87		11,915.27	
Raw Materials in Transit	259.63	9,783.50	163.52	12,078.79
Works-in-Progress		5,954.34		5,979.36
Finished goods				
Yarn	3,445.85		4,943.86	
Yarn in transit	219.35		121.83	
Cloth (Processed)	5,873.16		5,680.04	
Cloth (Grey and Processed) in transit	507.57		739.26	
Garment	1,445.12		987.20	
Garment in transit	0.91	11,491.96	109.58	12,581.77
Stores & Spares		1,745.99		2,175.96
Waste		40.19		67.45
		29,015.98		32,883.33

17.1 Inventories include stocks lying with third parties ₹ 956.82 Lacs (Previous Year ₹ 1425.35 Lacs)

NOTE NO. '18' TRADE RECEIVABLES

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
(Unsecured)				
Outstanding exceeding six months				
Considered Good	473.49		795.69	
Considered Doubtful	1,123.23		946.59	
	1,596.72		1,742.28	
Less: Provision for Doubtful Debts	1,123.23		946.59	
		473.49		795.69
Other Debts				
Considered Good		15,703.69		13,018.79
		16,177.18		13,814.48

NOTE NO. '19' CASH AND CASH EQUIVALENTS

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
A. Balances with Banks				
-Current Account	779.02		450.68	
-Other Bank Balances	179.65		2.39	
-Bank Deposits	1,100.08	2,058.75	1,032.96	1,486.03
B. Cash On Hand		26.03		37.92
		2,084.78		1,523.95
Balances with banks in unclaimed dividend accounts		30.64		33.16
Deposit accounts with more than 12 months maturities		271.53		267.52
Deposits with banks pledged with banks against guarantees, Letter of credits etc.		541.17		680.72

Cash and Cash equivalent include restricted cash and bank balance of ₹ 571.84 Lacs (Previous Year ₹ 713.88 Lacs). The restrictions are primarily on account of cash and bank balances held as margin money deposits against guarantees, Letter of Credits and unclaimed dividends.

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

NOTE NO. '20' SHORT TERM LOANS AND ADVANCES

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Unsecured, Considered good				
Advances recoverable in cash or kind		1,519.68		1,431.27
Loans & Advances to Employees		130.75		137.28
Prepaid Expenses		239.13		227.93
Income Tax Refundable		429.90		29.86
Income Tax Under Protest		161.33		270.59
Advance Income Tax and Tax deducted at source	795.15		693.12	
Less: Provision for Taxation (as per contra)	795.15	-	693.12	-
Unsecured, Considered Doubtful				
Duty Refundable (AED)	29.57		29.57	
Less : Provision	29.57	-	29.57	-
		2,480.79		2,096.93

NOTE NO. '21' OTHER CURRENT ASSETS

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Duty Entitlement Pass Book		70.78		737.70
Other Export Receivables				
Considered Good	1,303.27		1,698.30	
Considered Doubtful	-		5.20	
Less : Provision	1,303.27		1,703.50	
Claim Receivable under TUFS	-	1,303.27	5.20	1,698.30
Other Claim Receivables		1,224.30		799.04
		215.43		247.67
		2,813.78		3,482.71

NOTE NO. '22' CONTINGENT LIABILITIES

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

(₹ In Lacs)

	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
a.	Bills discounted/Purchased with banks remaining outstanding		
	(i) Against foreign LC	3,766.25	3,671.51
	(ii) Others	2,083.88	1,801.68
b.	Letter of Credit established with banks :-		
	(i) Revenue account	40.14	533.35
	(ii) Capital account	1,279.47	153.87
c.	Guarantees given by the bank on behalf of the company for which FDRs ₹ 105.01 Lacs (₹ 116.32 Lacs) pledged with them.	925.10	1,089.08

	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
d.	Guarantee given by Company to Banks for loan to Banswara Global Limited for its business purpose [Outstanding as on 31.03.2016 ₹ Nil (previous year ₹ 231.22 Lacs)]-Wholly owned subsidiary. This disclosure is also for the purpose of section 186 of the Companies Act, 2013	Nil	1,950.00
e.	Claims against the company not acknowledged as debt: - (a) Under Tax Laws [payment made under protest ₹ 161.33 Lacs (previous year ₹ 270.59 Lacs)] (b) By Others: (i) On Revenue account [paid under protest ₹ 11 lacs(previous year ₹ 11 lacs)] (ii) On Capital account	1,044.31 31.48 Nil	672.07 31.14 Nil

NOTE NO. '23' CAPITAL COMMITMENTS

Estimated amount of contracts remaining to be executed on Capital account is ₹ 109.18 Lacs (₹ 314.76 Lacs) and export obligation against EPCG licenses is ₹ 1,546.27 Lacs (previous year ₹ 808.83 Lacs).

NOTE NO. '24' REVENUE FROM OPERATIONS

(₹ In Lacs)

Particulars	For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
(a) Sale of products				
Yarn	50,643.26		49,524.12	
Cloth	48,472.91		43,910.06	
Garment	19,764.26		20,961.13	
Waste	373.85		661.74	
Fibre	460.05		181.27	
Scrap	424.20	120,138.53	462.85	115,701.17
(b) Sale of services				
Income from Job Work		2,531.52		2,681.29
Sale of Products & Services (Gross)		122,670.05		118,382.46
(c) Other Operating Revenue				
Export Benefits:				
- Focus Market Scheme/ Focus Product Scheme (FMS/ FPS)	-		1,250.17	
- Duty Draw Back / Other Benefits	4,429.26		3,931.99	
		4,429.26		5,182.17
		127,099.31		123,564.63
		634.06		948.70
Less : Excise Duty		126,465.25		122,615.93

NOTE NO. '25' OTHER INCOME

(₹ In Lacs)

Particulars	For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
Interest Income		362.27		365.82
Rental Income		7.19		6.28
Dividend Income		3.61		3.13
Profit on Sale of Tangible Assets		60.17		28.54
Exchange Rate Fluctuation		487.79		1,038.81
Liabilities no more Payable		1.89		50.03
Other Non Operating Income		169.06		195.98
		1,091.98		1,688.59

NOTE NO. '26' COST OF MATERIALS CONSUMED

(₹ In Lacs)

Particulars	For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
Raw Material Consumed				
Opening stock	12,078.80		10,591.71	
Add : Purchases	49,210.50		55,773.51	
	61,289.30		66,365.22	
Less : Closing stock	9,783.50		12,078.80	
		51,505.80		54,286.42
Dyes & Chemicals Consumed		4,928.43		5,112.35
Purchase : Cloth	1,143.91		1,390.65	
Yarn	2,438.83		1,301.46	
		3,582.74		2,692.11
		60,016.97		62,090.88
Detail of the Raw Material Consumed under broad heads				
Fibre		43,390.29		46,263.61
Yarn		3,988.72		3,347.66
Cloth		4,126.79		4,675.15
		51,505.80		54,286.42

NOTE NO. '27' CHANGES IN INVENTORIES

(₹ In Lacs)

Particulars	For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
A. Finished Goods				
Opening Stock				
Yarn	5,065.69		5,395.55	
Cloth	6,419.29		6,351.41	
Garment	1,096.78		953.00	
	12,581.76		12,699.96	
Closing Stock				
Yarn	3,665.20		5,065.69	
Cloth	6,380.73		6,419.29	
Garment	1,446.03		1,096.78	
	11,491.96	1,089.80	12,581.76	118.20
B. Work-in Progress				
Opening Stock				
Yarn	1,946.07		1,755.72	
Cloth	3,483.67		2,650.77	
Garment	549.62		797.86	
	5,979.36		5,204.35	
Closing Stock				
Yarn	1,698.89		1,946.07	
Cloth	3,459.37		3,483.67	
Garment	796.08		549.62	
	5,954.34	25.02	5,979.36	(775.01)
C. Waste				
Opening Stock	67.45		108.53	
Closing Stock	40.19		67.45	
		27.26		41.08
		1,142.08		(615.73)

NOTE NO. '28' MANUFACTURING EXPENSES

(₹ In Lacs)

Particulars	For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
Stores & Spare Parts Consumed				
Packing Material Consumed		4,276.48		4,040.67
Power		2,085.66		2,079.33
Fuels		951.67		777.78
Job Charges		9,416.69		10,049.17
Repairs to : Plant & Machinery	1,146.72	2,676.67	1,069.14	2,661.63
Building	421.31		428.94	
Others	180.13		202.95	
Excise Duty*		1,748.16		1,701.03
		5.92		12.00
		21,161.25		21,321.61

* Excise duty on increase of stock or any amount not recoverable on sales.

NOTE NO. '29' EMPLOYEE BENEFITS EXPENSES

(₹ In Lacs)

Particulars	For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
Salaries, Wages, Allowance, Bonus etc.		17,378.20		15,995.48
Contribution to Provident & Other Funds		1,620.80		1,492.43
Workmen & Staff Welfare Expenses		569.78		567.43
		19,568.78		18,055.34

29.1 Accounting Standard: 15 "Employee Benefits", the disclosures of Employee benefits as defined in the accounting standard are given below:

1. Defined Contribution Plan

Employer's contribution to provident fund paid ₹ 1,139.46 Lacs (Previous year ₹ 1,034.12 Lacs) has been recognized as expense for the year.

2. Defined Benefit Plan

Present value of gratuity and long earned leave obligation is determined based on actuarial valuation using the projected unit credit method which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. Short term earned leave encashed during the year charged to Statement of Profit & Loss.

3. Changes in present value of obligations

(₹ In Lacs)

Particulars	Gratuity As At		Leave Encashment As At	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015
I. Assumptions				
Mortality	IALM (2006-08) Ult.	IALM (2006-08) Ult.	IALM (2006-08) Ult.	IALM (2006-08) Ult.
Discount Rate	8.00%	7.85%	8%	7.85%
Rate of increase in compensation	4.00%	4.00%	4%	4.00%
Rate of return (expected) on plan assets	8.75%	8.75%	-	-
Withdrawal rates	"Upto Age 45 (2%) 46 & above (1%)"	"Upto Age 45 (2%) 46 & above (1%)"	"Upto Age 45 (2%) 46 & above (1%)"	"Upto Age 45 (2%) 46 & above (1%)"
Expected average remaining service (years)	30.92	30.97	36.13	36.00

(₹ In Lacs)

II. Changes in Present Value of Obligations (PVO)				
PVO at beginning of period	1,480.95	1,155.68	231.44	191.47
Interest Cost	108.03	96.19	17.10	15.91
Current Service Cost	293.34	271.09	95.00	94.73
Benefits paid	(209.58)	(197.26)	(27.08)	(33.31)
Actuarial (gain)/loss on obligation	(83.34)	155.25	(70.86)	(37.37)
PVO at end of period	1,589.40	1,480.95	245.60	231.44
III. Changes in fair value of plan assets				
Fair Value of Plan Assets at beginning of period	394.59	145.68	-	-
Adjustment to Opening Plan Assets	-	-	-	-
Expected Return on Plan Assets	42.86	22.99	-	-
Contributions	400.09	431.42	27.08	33.31
Benefit Paid	(209.58)	(197.26)	(27.08)	(33.31)
Actuarial gain/(loss) on plan assets	(6.28)	(8.24)	-	-
Fair Value of Plan Assets at end of period#	621.69	394.59	-	-
IV. Fair Value of Plan Assets#				
Fair Value of Plan Assets at beginning of period	394.59	145.68	-	-
Adjustment to Opening Plan Assets	-	-	-	-
Actual Return on Plan Asset	36.59	14.75	-	-
Contributions	400.09	431.42	27.08	33.31
Benefit Paid	(209.58)	(197.26)	(27.08)	(33.31)
Fair Value of Plan Assets at end of period#	621.69	394.59	-	-
Funded Status	(967.72)	(1,086.35)	(245.60)	(231.44)
Excess of actual over estimated return on Plan Assets	(6.28)	(8.24)	-	-
V. Actuarial Gain/(Loss) Recognized				
Actuarial Gain/(Loss) for the period (Obligation)	83.34	(155.25)	70.86	37.37
Actuarial Gain/(Loss) for the period (Plan Assets)	(6.28)	(8.24)	-	-
Total Gain/(Loss) for the period	77.06	(163.49)	70.86	37.37
Actuarial Gain/(Loss) recognized for the period	77.06	(163.49)	70.86	37.37
Unrecognized Actuarial Gain/(Loss) at end of period	-	-	-	-
VI. Amounts to be recognized in the Balance Sheet and statement of profit & loss account				
PVO at end of period	1,589.40	1,480.95	245.60	231.44
Fair Value of Plan Assets at end of period	621.69	394.59	-	-
Funded Status	(967.72)	(1,086.35)	(245.60)	(231.44)
Unrecognized Actuarial Gain/(Loss)	-	-	-	-
Net Asset/(Liability) recognized in the balance sheet	(967.72)	(1,086.35)	(245.60)	(231.44)

(₹ In Lacs)

VII. Expense recognized in the Statement of Profit and Loss				
Current Service Cost	293.34	271.09	95.00	94.73
Interest Cost	108.03	96.19	17.10	15.91
Expected Return on Plan Assets	(42.86)	(22.99)	-	-
Net Actuarial (Gain)/Loss recognized for the period	(77.06)	163.49	(70.86)	(37.37)
Expense recognized in the statement of P&L A/C	281.45	507.78	41.25	73.27
VIII. Movements in the liability recognized in Balance Sheet				
Opening Net Liability	1,086.35	1,010.00	231.44	191.47
Expenses as above	281.45	507.78	41.25	73.27
Benefits paid	(400.09)	(431.42)	(27.08)	(33.31)
Closing Net Liability	967.72	1,086.35	245.60	231.44
IX. Experience Analysis - Liabilities				
Actuarial (Gain)/Loss due to change in bases	172.93	172.93	(2.64)	22.17
Experience (Gain) / Loss due to Change in Experience	(256.27)	(17.69)	(68.22)	(59.53)
Total	(83.34)	155.25	(70.86)	(37.37)
Experience Anyalisis - Plan Assets				
Experience (Gain) / Loss due to Change in Plan Assets	6.28	8.24	-	-

Represent amount invested with LIC/ Trust Fund.

NOTE NO. '30' FINANCE COST

(₹ In Lacs)

Particulars	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
Interest Expense*	6,094.92	7430.55
Other Borrowing Cost	904.11	638.96
	6,999.03	8069.51

* Net of subsidy of ₹ 821.80 Lacs (Previous Year ₹ 1,051.15 lacs) under Technology Upgradation Fund Scheme.

NOTE NO. '31' DEPRECIATION AND AMORTISATION EXPENSES

(₹ In Lacs)

Particulars	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
Leasehold Land Written Off	6.40	3.98
Depreciation	5,747.80	5,935.16
	5,754.20	5,939.14
	5,754.20	5,939.14

NOTE NO. '32' OTHER EXPENSES

(₹ In Lacs)

Particulars	For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
Administrative Expenses				
Rent	124.54		113.68	
Rates and Taxes	496.86		357.40	
Insurance Charges	82.89		68.34	
Payment to Auditors				
As Auditors -Fees	11.25		10.63	
-Expenses	2.92		2.30	
In other capacity				
-Tax Audit Fees	2.25		2.13	
-Certification	15.56		14.42	
-Taxation Matters	-		6.70	
Director's Sitting Fees	17.15		14.35	
Travelling Expenses	149.88		156.26	
Director's Travelling Expenses	10.51		11.20	
Foreign Travelling Expenses	265.45		236.70	
Communication Expenses	185.23		174.14	
Legal & Professional Expenses	274.26		223.52	
Charity & Donation	21.03		15.75	
Loss on forward exchange contracts	7.20		-	
Loss On Sale of Tangible Assets	9.55		19.27	
Expenses on Corporate Social Responsibility (CSR)	35.11		15.81	
Conveyance Expenses	111.13		81.09	
Business Promotion Expenses	105.20		131.26	
Computer Charges	147.60		69.23	
Conveyance Reimbursement Expense	51.76		40.30	
Vehicles Maintenance	87.19		95.35	
Water & Electricity Charges	48.60		56.27	
Printing & Stationery	103.97		86.68	
Miscellaneous Expenses	355.42		295.62	
		2,722.51		2,298.40
Selling Expenses				
Commission to Selling Agents	1,789.56		1,744.74	
Brokerage and Discounts	311.81		351.24	
Freight, Octori and Forwarding Charges	2,750.06		2,810.43	
Claims	525.79		369.04	
Advertisements	17.19		17.50	
Provision for Doubtful Debts	254.49		261.34	
Others	160.63		145.50	
		5,809.53		5,699.79
		8,532.04		7,998.19

NOTE NO. '33' EARNINGS PER SHARE

Particulars		For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
a) Amount used as the numerator profit after tax, dividend on preference shares and tax thereon	₹ In lacs	2,719.67	802.92
b) Weighted average number of equity shares used as the denominator in computing basic earning per share.	Nos.	16,876,395	15,864,238
Add: Potential no. of equity shares that could arise on conversion of warrants into equity shares.	Nos.	-	510,000
Weighted average number of shares used in computing Diluted Earning per Share	Nos.	16,876,395	16,374,238
c) Nominal value per share	₹	10.00	10.00
d) Earnings Per Share:			
- Basic	₹	16.12	5.06
- Diluted	₹	16.12	4.90

Note No. '34' Accounting Standard 17 - "Segment Reporting"

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

Note No. '35' Accounting Standard 18 - "Related Party Disclosure"

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

1. Relationship:
a) Subsidiary, Joint Venture and Associate concerns :

Banswara Global Limited (formerly known as Carreman Fabrics India Ltd.) a wholly owned subsidiary
Treves Banswara Private Limited (Joint Venture)
Banswara Fabrics Limited (Associate)

b) Key Management Personnel :

Shri R.L.Toshniwal
Shri Ravindra Kumar Toshniwal
Shri Rakesh Mehra
Shri Shaleen Toshniwal
Shri J.K. Jain

c) Enterprises where Key Management Personnel has control /interest:

Dhruv Impex
Mehra International
Lawson Trading Co. Pvt. Ltd.
Niral Trading Pvt. Ltd.
Moonfine Trading Co. Pvt. Ltd.
Speed Shore Trading Co. Pvt. Ltd.
Toshniwal Trust
Lawson Corporation
RR Toshniwal Enterprises
Excel Pack Limited
Shaleen Synthetics

d) Relative of Key Management Personnel where transactions have taken place :

Shri Rameshwar Lal Ravindra Kr Toshniwal HUF
Shri Ravindra Kumar Toshniwal HUF
Shri Dhruv Toshniwal
Shri Udit Toshniwal
Smt. Prem Toshniwal

Smt. Navneeta Mehra
Smt. Radhika Toshniwal
Smt. Sonal Toshniwal
Smt. Kavita Soni
Ms. Diya Toshniwal
Smt. Sushila Devi Jain
Smt. Anita Jain
Shri Garvit Jain
Shri J.K. Jain HUF

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

2. Transactions carried out with related parties referred in 1 above, in ordinary course of business:

(₹ In Lacs)

Nature of transaction	Related Parties							
	Referred in 1(a) above		Referred in 1(b) above		Referred in 1 (c) above		Referred in 1 (d) above	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
SALES								
Cloth	755.67	332.95	-	-	-	-	-	-
Yarn	3.50	58.80	-	-	-	-	-	-
Fiber	-	108.54	-	-	-	-	-	-
Store	3.06	2.62	-	-	-	-	-	-
PURCHASE								
Cloth	314.87	600.82	-	-	-	-	-	-
Yarn	-	-	-	-	0.09	-	-	-
Machine	0.23	6.22	-	-	-	-	-	-
Other	0.17	-	-	-	-	-	-	-
JOB CHARGES								
Weaving	889.16	866.66	-	-	-	-	-	-
EXPENSES								
Rent	12.30	12.13	-	-	-	1.80		5.40
Remuneration	-	-	512.17	313.47	-	-		-
Interest	-	3.10	6.33	6.97	-	3.71	18.26	15.03
Salary	-	-	38.26	37.22	-	-	41.92	34.23
Stipend	-	-	-	-	-	-	1.50	-
INCOME								
Rent	0.31	0.22	-	-	-	-		-
Job Charges	1.07	63.03	-	-	-	-		-
Supervision Charges	13.67	13.48	-	-	-	-		-
FINANCE								
Fixed Deposit Accepted	-	-	-	55.00	-	-	108.00	111.00
Fixed Deposit Repayment	-	-	-	72.00	-	27.00	10.00	224.60
OUTSTANDING								
Fixed Deposits	-	-	55.00	55.00	-	0.00	209.00	129.00
Amount Receivable	169.70	68.26	-	-	-	-	-	0.93
Amount Payable	429.48	286.19	-	-	-	-	-	-
Capital Contribution	1,843.01	1,743.01	-	-	-	-	-	-

In respect of the outstanding balance recoverable as at 31st March 2016, no provision for doubtful debts is required to be made.

During the year, there were no amounts written off or written back from such parties.

Note No. '36' Financial and Derivative Instruments

The Company has entered into following foreign exchange financial instruments

- The company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments on forecasted transactions as approved by the Board of Directors. The company does not use forward contracts for speculation purpose.

Outstanding forward exchange financial instruments entered into by the company for hedging of export/import transaction:

As at	No of Contracts	US Dollar Equivalent (In Lacs)	INR Equivalent (In Lacs)
31.03.2016	16	91.01	6,337.31
31.03.2015	20	145.78	9,507.62

- Foreign Currency exposure that are not hedged by financial instruments or forward contracts as at 31st March, 2016 amounts to US Dollar 328.91 Lacs equivalent to ₹ 21,684.89 Lacs (Previous year US Dollar 135.91 Lacs equivalent to ₹ 8,096.36 Lacs)

Note No. '37' Accounting Standard 27 – "Financial Report of interest in Joint Venture"

- The Company has a joint venture agreement with Treves S.A.S. France and has 50% ownership interest in the jointly controlled entity "Treves Banswara Private Limited".

The above Joint Venture Company is incorporated in India. The Company's share of assets and liabilities as on 31st March, 2016 and income and expenses For the year ended on that date in respect of joint venture entity as per audited Financial Statements is given below:

(₹ In Lacs)

	Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
A.	Assets		
	Non Current Assets	118.13	125.68
	Current Assets	312.01	136.38
	Total (A)	430.14	262.06
B.	Liabilities		
	Non Current Liabilities	206.93	106.88
	Current Liabilities	223.21	155.18
	Total (B)	430.14	262.06
C.	Contingent Liability	Nil	Nil
D.	Capital Commitments	Nil	Nil
E.	Incomes	561.12	316.30
F.	Expenditures	562.18	350.28

Note No. '38' Accounting Standard: - 28 "Impairment of Assets":

The Company assessed potential generation of economic benefits from its business units and is of the view that assets employed in continuing businesses are capable of generating adequate returns over their useful lives in the usual course of business, there is no indication to the contrary and accordingly, the management is of the view that no impairment provision is called for in the books of account.

Note No. '39' Value of Imports on CIF basis:-

(₹ In Lacs)

	2015-16	2014-15
(i) Raw Material	2,972.36	6,246.30
(ii) Dyes & Chemicals	19.27	62.69
(iii) Components & Spare Parts	1,328.73	1,369.68
(iv) Capital goods	172.92	1,567.45

Note No. '40' Value of Raw Materials, Components & Spare parts consumed:-

			Amount (₹ In Lacs)		Percentage (%)	
(a)	Raw Materials		2015-16	2014-15	2015-16	2014-15
	(i)	Imported	4,923.72	5,914.53	9.56	10.90
	(ii)	Indigenous	46,582.08	48,371.90	90.44	89.10
			51,505.80	54,286.41	100.00	100.00
(b)	Components & Spare					
	(i)	Imported	1,256.22	1,032.35	29.37	25.55
	(ii)	Indigenous	3,020.26	3,008.32	70.63	74.45
			4,276.48	4,040.67	100.00	100.00
(c)	Dyes & Chemicals: -					
	(i)	Imported	68.79	55.20	1.39	1.08
	(ii)	Indigenous	4,859.64	5,057.16	98.61	98.92
			4,928.43	5,112.36	100.00	100.00
(d)	Expenses in foreign currency (in respect of): -					
	(i)	Professional & Consultancy Charges	₹ 39.61 Lacs (Previous Year ₹ 52.55 Lacs)			
	(ii)	Others	₹ 2,162.19 Lacs (Previous Year ₹ 1,968.11 Lacs)			
(e)	Earning in Foreign Currency (in respect of): -					
	Exports of goods on FOB basis		₹ 50,926.21 Lacs (Previous Year ₹ 45,676.79 Lacs)			
	Other Realization		₹ 1,945.28 Lacs (Previous Year ₹ 1,114.97 Lacs)			

Note No. '41' Details Regarding remittance of Dividend in Foreign Currency:-

Particulars	For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
Total No. of Non-resident shareholders		
Equity Shares	4	4
Preference Shares	1	1
Amount of Dividend remitted in Foreign Currency (In ₹)		
-Final Dividend (2014-15) On 11,740 equity Shares	11,740	35,220
-Final Dividend (2014-15) On 173,000 Preference Shares	59,721	519,000

Note No. '42' All assets and liabilities are presented as Current or Non-current as per the criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization, the Company has ascertained its operating cycle less than 12 months, accordingly, 12 months period has been considered for the purpose of Current/Non-current classification of assets and liabilities.

Note No. '43' The Company has adopted a system of obtaining periodical confirmation of balances from banks and other parties. There are no unconfirmed balances in respect of any bank account, borrowing from Banks, NBFC's etc. So far as the loans and advances, trade payables, trade receivables and other assets and liabilities are concerned, the balance confirmation letter with the negative assertion, are being send to concerned parties as referred in the Standard on Auditing (SA) 505 Revised "External Confirmation". The company has received replies from various parties confirming the balances. Certain outstanding balances got automatically confirmed on receipt/ remittance of payments from/to the parties in subsequent period.

Note No. '44' The Board of Directors of the Company has approved the scheme of arrangement or amalgamation of Banswara Fabrics Limited (an Associate Company) and Banswara Global Limited (a wholly owned subsidiary) with Banswara Syntex Limited w.e.f. 1st April, 2015 U/s 391 to 394 of the Companies Act, 1956 and other applicable provisions including SEBI guidelines. The equity shareholders, secured creditors and unsecured creditors had given their respective approval to the scheme in the court convened meeting held on 28th March 2016. The said scheme is subject to the approval of the Hon'ble High court of Rajasthan and such other approvals/fulfillment of conditions as per applicable statute/guidelines.

Note No. '45' During the year, fraud was committed on the Company by foreign entity of Bulgaria through hacking of email-ID of an India agent of the Company's foreign supplier involving 31,000 Euro. The Company has filed an FIR and also took up the matter with concerned authorities, however so far, no recovery could be made. The Board of Directors in their meeting held on 4th November, 2015 decided to write-off the amount involved of ₹ 23.72 lacs as loss, the said sum is included in Miscellaneous expenses under Note no. 32.

Note No. '46' During the year, certain clarificatory changes/alterations have been made in the wording of the accounting policies including insertion of new clauses for more appropriate disclosures. Such alterations have no impact on the financial statements.

Note No. '47' The previous year figures have been regrouped/ reclassified wherever it found necessary to correspond with the current year's classification/disclosure. Accordingly, amounts and other disclosures for the preceding year are included as an integral part of the current year's financial statements and are to be read in relation to the amounts and other disclosures relating to current year.

In terms of our Audit Report of even date:

For KALANI & COMPANY

Chartered Accountants
FRN - 000722C

R. L. Toshniwal

DIN : 00106933
Chairman

Ravindra Kumar Toshniwal

DIN : 00106789
Managing Director

S. P. JHANWAR

Partner
M.No.074414

Rakesh Mehra

DIN : 00467321
Vice Chairman

Directors

Shri . D.P. Garg
Shri Kamal Kishore Kacholia
Shri P. Kumar
Dr. S.B. Agarwal
Shri Vijay Mehta
Dr. Vijayanti Pandit.

Place : Mumbai
Dated: 23rd May, 2016

J. K. Jain

C.F.O. and Company Secretary

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To
**The Members of
 BANSWARA SYNTAX LIMITED**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of BANSWARA SYNTAX LIMITED (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding company and its subsidiary collectively referred to as "the Group"), its associate and jointly controlled entity, comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associate and Jointly controlled entity in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associate and jointly controlled entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and jointly controlled entity as at 31st March, 2016, and their consolidated profit and their consolidated cash flows For the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements:

1. Note No. 7 to the financial statements which describes about recognition of deferred tax liability amounting to Rs 775.00 lacs considering assets of Thermal Power Plant for calculation of deferred tax.
2. Note No. 17.2 to the financial statement which describes about recognition of Mat Credit Entitlement of Rs 764.87 lacs on account of treating subsidy received from government as capital receipt.

Our opinion is not modified in respect of these matters.

Other Matters

- (a) We did not audit the financial statements of jointly controlled entity "Treves Banswara Private Limited", whose financial statements reflect total assets of ₹ 860.28 lacs as at 31st March, 2016, total revenues of ₹ 1122.24 lacs and net cash flows amounting to ₹ 11.27 lacs For the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of ₹ 1.06 lacs For the year ended 31st March 2016, as considered in the consolidated financial statements, in respect of jointly controlled entity, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this Jointly Controlled entity, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid jointly controlled entity, is based solely on the reports of the other auditors. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and based on our reports of subsidiary company/ associate and the Reports of the other statutory auditor of Jointly controlled entity, none of the Directors of the Group companies and Jointly Controlled entity is disqualified as on 31st March, 2016, from being appointed as a Director in terms of sub-section 2 of Section 164 of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 23 to the consolidated financial statements;
 - ii. The Company has made provision in the consolidated financial statements where ever required, as under the applicable law or accounting standards, for material foreseeable losses on long term contracts including derivatives contracts that relates to the Group, its associate and jointly controlled entity.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group, its associate and its jointly controlled entity.

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

Place of Signature: Mumbai
Dated: 23-05-2016

S.P. JHANWAR
Partner
M. No.074414

Annexure - A to the Auditors' Report

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

In conjunction with our audit of the consolidated financial statements of the Company as of and For the year ended 31st March, 2016 we have audited the internal financial controls over financial reporting of BANSWARA SYNTEX LIMITED (hereafter referred to as "the Holding Company") and its subsidiary company, its associate company and jointly controlled entity which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained and audit evidence obtained by the other auditor in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its subsidiary company, its associate company and jointly controlled entity, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting

and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to one subsidiary company, one associate company and one jointly controlled company, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

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

Place of Signature: Mumbai
Dated: 23-05-2016

S.P. JHANWAR
Partner
M. No.074414

CONSOLIDATED BALANCE SHEETAS AT 31ST MARCH, 2016

(₹ In Lacs)

	Note No.	As at 31 st March, 2016		As at 31 st March, 2015	
EQUITY AND LIABILITIES					
Shareholders' Funds					
Share Capital	3	1,692.93	24,826.95	1,643.14	22,253.69
Reserves & Surplus	4	23,134.02		20,557.64	
Money received against share warrants	5	-		52.91	
Non Current Liabilities					
(a) Long Term Borrowings	6	21,658.81	27,227.78	26,278.21	31,535.16
(b) Deferred Tax Liabilities (Net)	7	4,615.48		4,158.03	
(c) Long Term Provisions	8	953.49		1,098.92	
Current Liabilities					
(a) Short Term Borrowings	9	28,048.90	52,005.48	30,318.31	54,158.06
(b) Trade payables	10	12,610.07		13,889.66	
(c) Other Current Liabilities	11	8,759.00		8,642.08	
(d) Short Term Provisions	12	2,587.51		1,308.01	
			104,060.21		107,946.91
ASSETS					
Non-Current Assets					
(a) Fixed Assets					
(i) Tangible assets	13	48,354.43	50,967.67	51,469.17	53,657.19
(ii) Intangible assets	13	1.29		2.21	
(iii) Capital work-in-progress	14	786.28		1,003.59	
(b) Goodwill on Consolidation		136.63		136.63	
(c) Non-current investments	15	99.66		91.74	
(d) Long-term Loans and Advances	16	638.28		447.65	
(e) Other non-current assets	17	951.10		506.20	
Current Assets					
(a) Inventories	18	29,090.65	53,092.54	32,883.33	54,289.72
(b) Trade Receivables	19	16,397.38		13,923.10	
(c) Cash and Cash Equivalents	20	2,200.35		1,742.95	
(d) Short Term Loans and Advances	21	2,581.23		2,179.58	
(e) Other Current Assets	22	2,822.93		3,493.77	
			104,060.21		107,946.91
Significant Accounting Policies, Notes on accounts and other disclosures from Note no. 1 to 44 forming part of these financial statements.					

Significant Accounting Policies, Notes on accounts and other disclosures from Note no. 1 to 44 forming part of these financial statements.

In terms of our Audit Report of even date:

For KALANI & COMPANYChartered Accountants
FRN - 000722C**R. L. Toshniwal**DIN : 00106933
Chairman**Ravindra Kumar Toshniwal**DIN : 00106789
Managing Director**S. P. JHANWAR**Partner
M.No.074414**Rakesh Mehra**DIN : 00467321
Vice Chairman**Directors**Shri . D.P. Garg
Shri Kamal Kishore Kacholia
Shri P. Kumar
Dr. S.B. Agarwal
Shri Vijay Mehta
Dr. Vaijayanti Pandit.Place : Mumbai
Dated: 23rd May, 2016**J. K. Jain**
C.F.O. and Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

For the year ended on 31ST MARCH 2016

(₹ In Lacs)

	Note No.	For the year ended 31st March, 2016		For the year ended 31st March, 2015	
Revenue From Operations	25				
Sale of Products & Services (Gross)		123,275.46		118,866.37	
Other Operating Revenue		4,460.19		5,182.16	
		127,735.65		124,048.53	
Less : Excise Duty		711.64		988.75	
I. Revenue From Operations (Net)			127,024.01		123,059.78
II. Other Income	26		1,124.30		1,699.99
III. Total Revenue			128,148.30		124,759.77
IV. Expenses :					
Cost Of Materials Consumed	27	60,438.23		62,348.93	
Purchase of Stock in Trade	28	1.82		0.87	
Changes In Inventories Of Finished Goods, Work-In-Progress and Stock-In Trade	29	1,129.21		(631.07)	
Manufacturing Expenses	30	20,605.04		20,785.12	
Employee Benefits Expenses	21	19,901.88		18,354.93	
Finance Costs	32	7,003.98		8,095.74	
Depreciation And Amortization Expenses	33	6,071.22		6,255.43	
Other Expenses	34	8,611.50		8,107.98	
Total Expenses			123,762.88		123,317.93
V. Profit before tax (III-IV)			4,385.42		1,441.84
VI. Tax Expense :					
(1) Current Tax		1,968.49		890.11	
(2) Deferred Tax		457.44		(251.30)	
(3) MAT Credit Entitlement		(764.87)		-	
(4) Prior Period Tax		3.28		-	
			1,664.34		638.81
VII. Profit for the year (before adjustment for Minority Interest) (V-VI)			2,721.08		803.03
Add. Share of (Profit) / Loss transferred (to) / from Minority Interest			-		-
VIII. Net Profit for the year (after adjustment for Minority Interest)			2,721.08		803.03
IX. Earnings per equity share (in ₹)	35				
(1) Basic			16.12		5.06
(2) Diluted			16.12		4.90
Significant Accounting Policies, Notes on accounts and other disclosures from Note no. 1 to 44 forming part of these financial statements.					

In terms of our Audit Report of even date:

For KALANI & COMPANY
Chartered Accountants
FRN - 000722C

R. L. Toshniwal
DIN : 00106933
Chairman

Ravindra Kumar Toshniwal
DIN : 00106789
Managing Director

S. P. JHANWAR
Partner
M.No.074414

Rakesh Mehra
DIN : 00467321
Vice Chairman

Directors
Shri . D.P. Garg
Shri Kamal Kishore Kacholia
Shri P. Kumar
Dr. S.B. Agarwal
Shri Vijay Mehta
Dr. Vaijayanti Pandit.

Place : Mumbai
Dated: 23rd May, 2016

J. K. Jain
C.F.O. and Company Secretary

Consolidated Cash Flow Statement For the year ended 31st March, 2016

(₹ in lacs)

PARTICULARS	For the year ended 31st March, 2016		For the year ended 31st March, 2015	
A) Cash Flow From Operating Activities				
Net Profit After tax as per Statement of Profit and Loss		2721.08		803.03
Adjustment for				
Provision for Taxation and Deferred Tax liabilities		1,664.34		638.81
Net profit before tax and after extra ordinary items		4,385.42		1,441.84
Adjusted for				
Depreciation	6071.22		6,255.43	
Loss/(Profit) on Sale of fixed assets (net)	(60.17)		28.45	
Interest paid	7003.98		8,097.43	
Rent received	(10.97)		(6.28)	
Dividend received	(3.61)		(9.00)	
Non cash Misc. Expenses	0.00		19.37	
Extraordinary Items	0.00	13,000.45	-	14,385.40
Operating profit before working capital changes		17,385.87		15,827.24
Adjusted for				
Increase in trade & other receivable	(2075.74)		(2,602.67)	
Increase in inventories	3859.67		2,398.10	
Increase/(-)Decrease in trade payable	(1042.27)	741.66	(3,171.38)	(3,375.95)
Cash generated from operations		18,127.53		19,203.19
Net Tax Inflow / (-)Outflow		819.67		863.16
Net cash from operating activities	(A)	17,307.86		18,340.03
B) Cash Flow From Investing Activities				
Increase(-)/Decrease (+) in capital work-in-progress		217.31		119.85
Purchase of fixed assets		(2943.25)		(4,776.02)
Purchase of investment		(7.92)		(321.45)
Sale of Fixed assets		144.91		132.09
Rent received		10.97		6.28
Dividend received		3.61		9.00
Net cash used in investing activities	(B)	(2,574.38)		(4,830.25)
C) Cash Flow From Financing Activities				
Proceeds from issue of Share Capital & Application Money		159.47		286.43
Redemption of Preference Share Capital		-		(173.00)
Proceeds from long term borrowings		1,061.64		3,257.81
Repayment of long term borrowings		(6,580.95)		(5,493.12)
Interest paid		(7,001.51)		(8,015.29)
Increase /(Decrease) in bank borrowings		(2,269.41)		(3,392.35)
Proceeds from unsecured loans		578.00		(731.70)
Repayment of unsecured loans		(25.00)		(150.00)
Repayment of Unsecured loans		-		(127.00)
Dividend and tax thereon Paid		(198.33)		(549.98)
Net cash from financing activities	(C)	(14,276.09)		(15,088.20)
Net Increase/ (Decrease) in cash and cash equivalents	(A+B+C)	457.40		(1,578.42)
Opening balance of cash and cash equivalents		1,742.95		3,321.37
Closing balance of cash and cash equivalents		2,200.35		1,742.95

In terms of our Audit Report of even date:

For KALANI & COMPANY
Chartered Accountants
FRN - 000722C

R. L. Toshniwal
DIN : 00106933
Chairman

Ravindra Kumar Toshniwal
DIN : 00106789
Managing Director

S. P. JHANWAR
Partner
M.No.074414

Rakesh Mehra
DIN : 00467321
Vice Chairman

Directors
Shri . D.P. Garg
Shri Kamal Kishore Kacholia
Shri P. Kumar
Dr. S.B. Agarwal
Shri Vijay Mehta
Dr. Vaijayanti Pandit.

Place : Mumbai
Dated: 23rd May, 2016

J. K. Jain
C.F.O. and Company Secretary

SIGNIFICANT ACCOUNTING POLICIES, NOTES ON ACCOUNTS AND OTHER DISCLOSURES

Note No. 1. Principles of Consolidation

1. The consolidated financial statements relates to Banswara Syntex Limited and its wholly owned Subsidiary (the Group), Associate and Joint Ventures. The Consolidated Financial Statements have been prepared on the following basis:
 - a. The Financial Statements of the Company and its wholly owned subsidiary Company are combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard 21 "Consolidated Financial Statements".
 - b. Interest in joint ventures has been accounted by using the proportionate consolidation method as per Accounting Standard 27 "Financial Reporting of Interest in Joint Ventures".
 - c. The difference between the cost of investment in subsidiary, over the net assets at the time of acquisition of shares in the subsidiary is adjusted in the financial statements against the General Reserve.
 - d. Investment in associate companies has been accounted under the equity method as per Accounting Standard 23 "Accounting for Investment in Associates in Consolidated Financial Statements"
 - e. The Group accounts for its share in change in the net assets of the associates, post-acquisition, after eliminating unrealized profit and losses resulting from transaction between the group and its associates to the extent of its shares, through its statement of profit and loss to the extent such change is attributable to the associate's profit or loss through its reserves for the balance based on available information.
 - f. As far as possible, the Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other event in similar circumstances and are presented in the same manner as the Companies separate financial statements.
2. Investments other than in subsidiaries and associates have been accounted as per Accounting Standard 13 on "Accounting for Investments"
3. The subsidiary, joint venture entity and associates which alongwith Banswara Syntex Limited, the parent, constitute the Group considered in the preparation of these Consodliated Financial Statements are:

Name of the Entity	Status	Country of Incorporation	% Shareholding
Banswara Global Limited (Formerly Known as Carreman Fabrics India Limited)	Subsidiary	India	100.00%
Treves Banswara Privated Limited	Joint Venture	India	50%
Banswara Fabrics Limited	Associate	India	39.13%

Note No. 2. SIGNIFICANT ACCOUNTING POLICIES

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

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

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

B. Valuation of Inventories (AS-2)

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

C. Cash Flow (AS-3)

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

D. Depreciation (AS-6)

"Depreciation has been charged on Straight Line Method (SLM) based on useful life of the assets as mentioned in Schedule II of Companies Act, 2013, except in case of Plant & machinery where the useful life has been taken as ascertained by the Independent Chartered Engineer and technical experts of the Company. The useful life of the Plant & Machinery so ascertained is ranging from 10 to 18 years on triple shift basis as against the life of 15 years given in Part C of Schedule II of The Companies Act, 2013. Leasehold land amortised over the period of lease.

Further, considering materiality of assets costing less than ₹ 5,000 are fully depreciated in the year of purchase/acquisition.

The Company provides pro-rata depreciation from/to the date on which asset is acquired or put to use/ disposed off as appropriate."

E. Revenue Recognition (AS-9)

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

- i) Sale of product is inclusive of excise duty, refund and other related realization but exclusive of value added tax charged
- ii) Income from Job work is accounted for on delivery of finished goods inclusive of excise duty, wherever applicable
- iii) Dividend Income is recognized when right to receive payment is established.
- iv) Export Benefits are accounted for in the year of export at net market realizable value."

F. Fixed Assets (AS-10)

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

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

G. Foreign Currency Transactions (AS-11)

- i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the day of the transactions.
- ii) Monetary items denominated in foreign currency at the year end and not covered by forward exchange contracts are translated at year end rates and those covered by forward contracts are translated at the rate ruling at the date of transactions as increased or decreased by the proportionate difference between the forward rate and exchange rate on the date of transactions such difference having been recognized over the life of the contract. Foreign exchange financial instruments in hand at the year end are valued at mark to market, recognized loss, if any, adopting principle of prudence.
- iii) Non-Monetary foreign currency items are carried at cost.
- iv) Any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of profit and loss."

H. Accounting for Investments (AS-13)

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

I. Employees' Benefits (AS-15)

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

J. Borrowing Costs (AS-16)

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

K. Taxes on Income (AS-22)

Current tax is determined as the amount of tax payable to the Taxation Authorities in respect of taxable income for the year.

Deferred tax is recognized, subject to consideration of prudence, in respect of deferred tax assets, on timing differences being difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years.

In respect of unabsorbed depreciation / carry forward of losses under the tax laws, deferred tax assets are recognized only to the extent that there is virtual certainty that future taxable income will be available against which such deferred tax assets can be realized.

L. Provision for Doubtful Debts

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

M. Impairment (AS-28)

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

N. Provisions, Contingent Liabilities and Contingent Assets

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

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

NOTE NO. '3' SHARE CAPITAL

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Authorized				
4,50,00,000 Equity Shares of ₹10/- each		4,500.00		4,500.00
5,00,000 3% Redeemable Preference Shares of ₹100/- each		500.00		500.00
		5,000.00		5,000.00
Issued				
1,69,56,361 Equity Shares of ₹10/- each (Previous Year 1,64,46,361 Equity Shares of ₹ 10/- each)		1,695.64		1,644.64
		1,695.64		1,644.64
Subscribed and fully Paid				
1,69,29,346 Equity Shares of ₹10/- each (Previous Year 1,64,16,361 Equity Shares of ₹ 10/- each)		1,692.93		1,641.64
		1,692.93		1,641.64
Subscribed but not fully Paid				
Nil Equity Shares of ₹10/- each (Previous Year 30,000 Equity Shares of ₹ 10/- each)	-		3.00	
Less: Allotment Money Due	-	-	-	-
From Directors	-	-	1.50	
From Others	-	-	1.50	1.50
		1,692.93		1,643.14

3.1. Reconciliation of No. of Shares Outstanding

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
	Equity	Preference	Equity	Preference
At the beginning of the year	16,446,361	-	15,526,361	173,000
Issued During the year	510,000	-	920,000	-
Redeemed during the year	-	-	-	173,000
Forfeited during the year	27,015	-	-	-
At the end of the year	16,929,346	-	16,446,361	-

- 3.2 The Board of Directors in its meeting held on 13th November, 2013 has issued 16,00,000 warrants to promoters and promoter's group on preferential basis, convertible in equal number of equity shares at the rate of ₹ 10/- per warrant at ₹ 41.50 including premium of ₹ 31.50 per warrant. Out of these 16,00,000 warrants, the Board of Directors has converted 1,70,000 warrants in to equal number of shares, in its meeting held on 12th February, 2014. The Board in its Meeting held on 12th November, 2014 has also converted 9,20,000 warrants in equal number of shares. The balance 5,10,000 warrants were converted in equal no. of equity shares on 08th May, 2015. The above preferential issue was made as per the SEBI (ICDR) Regulations, 2009.

3.2.1 Rights, preferences and restrictions to the shareholders

3.2.2 Equity Shares :-

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

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

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

Name of shareholder	As at 31 st March, 2016		As at 31 st March, 2015	
	No. of Shares	% of Shares	No. of Shares	% of Shares
Equity Shares				
Shri Ravindra Kumar Toshniwal	2,231,447	13.18%	2,003,947	12.18%
Shri Shaleen Toshniwal	2,118,180	12.51%	1,982,005	12.05%
Smt. Radhika Toshniwal	1,178,542	6.96%	1,068,542	6.50%
Smt. Prem Toshniwal	891,449	5.27%	891,449	5.42%
Macquarie Bank Limited	1,299,801	7.68%	1,299,801	7.90%

3.4 The Company has forfeited 27,015 number of partly paid up equity shares as was approved by the board of directors in its meeting held on 27th May, 2015. The amount originally paid up was ₹ 1.35 Lacs which has been transferred to Capital Reserve. (Refer Note no. 4)

NOTE NO. '4' RESERVES AND SURPLUS

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Capital Reserve				
Opening Balance	1,064.81		751.72	
Add : Balance of shares foreited (Refer Note no 3.4)	1.35		-	
Add : Capital Subsidy Received (Refer Note no. 4.1)	97.07	1,163.23	313.09	1,064.81
Capital Redemption Reserve				
Opening Balance	173.00			
Add: Fresh Creation (Redemption of Preference Shares)	-	173.00	173.00	173.00
Securities Premium Account				
Opening balance	2,797.76		2,507.90	
Add : Received During the year	161.24	2,959.00	289.86	2,797.76
General Reserve				
Opening Balance	14,134.17		13,634.17	
Add: Adjustment during the year	-		-	
Add: Transfer from Surplus	1,000.00	15,134.17	500.00	14,134.17
Surplus				
Opening Balance	2,387.90		2,594.17	
Less: Depreciation	-		(146.87)	
	2,387.90		2,447.30	
Add : Profit for the year	2,721.08		803.03	
Add: Share of Banswara Fabrics Limited	3.72		8.33	
	5,112.71		3,258.66	
Less : Allocation and Appropriations				
Dividend paid on Preference Shares (Previous Year)	0.60		-	
Tax on Dividend on Preference Shares (Previous Year)	0.12		-	
Dividend on Equity Shares*	(0.12)		-	
Tax on Equity Shares Dividend*	(0.03)		-	
Proposed Dividend on Equity Shares	338.59		164.31	
Tax on Proposed Equity Shares Dividend	68.93		33.45	
Previous year dividend & tax thereon	-		-	
Transfer to General Reserve	1,000.00		500.00	
Transfer to Capital Redemption Reserve	-		173.00	
	1,408.09	3,704.62	870.76	2,387.90
		23,134.02		20,557.64

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

- 4.1. Capital Subsidy received under scheme of TUFS on purchase of capital items subject to fulfilling the conditions prescribed in the scheme.
- 4.2 Dividend on preference shares for the year 2014-15 was declared in AGM held on 12.09.2015 (for the period up to 12.05.2014, since the preference shares were redeemed on 13.05.2014)

NOTE NO. 5 MONEY RECEIVED AGAINST SHARE WARRANTS

(₹ In Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
Application money received against share warrants	-	52.91
	-	52.91

NOTE NO. 6 LONG TERM BORROWINGS

(₹ In Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
Term Loans (Secured)		
From Financial Institutions and Banks		
IDBI BANK LIMITED		
Term Loan - II	547.58	593.86
Repayable in 30 variable quarterly installments		
Term Loan - III	341.68	370.56
Repayable in 30 variable quarterly installments		
Term Loan - IV	814.74	883.58
Repayable in 30 variable quarterly installments		
Term Loan - V	450.00	-
Repayable in 30 variable quarterly installments	2,154.00	1,848.00
EXPORT IMPORT BANK OF INDIA		
Term Loan - I	1,740.00	1,920.00
Repayable in 23 variable quarterly installments		
Term Loan - II	2,325.00	2,557.50
Repayable in 24 variable quarterly installments		
Term Loan - III	-	76.40
Repayable in 2 variable quarterly installments		
Term Loan - IV	230.28	460.56
Repayable in 8 variable quarterly installments		
Term Loan - V	320.00	640.00
Repayable in 8 variable quarterly installments		
Term Loan - VI	2,312.50	2,781.25
Repayable in 13 variable quarterly installments		
Term Loan - VII	1,933.33	2,284.85
Repayable in 26 variable quarterly installments		
Working Capital Term Loan	-	685.00
Repayable in 1 quarterly installments	8,861.11	11,405.56

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
BANK OF BARODA				
Term Loan - I	790.00		1,470.00	
Repayable in 16 variable quarterly installments				
Term Loan - II	500.00		862.50	
Repayable in 9 variable quarterly installments				
Term Loan - III	3,520.00		3,987.50	
Repayable in 27 variable quarterly installments				
Term Loan - IV	1,694.00		1,760.00	
Repayable in 32 variable quarterly installments				
Working Capital Term Loan	245.00		315.00	
Repayable in 9 equal half yearly installments				
BGL Term Loan	-		81.45	
Repayable in 3 variable quarterly installments		6,749.00		8,476.45
PUNJAB NATIONAL BANK				
Term Loan - I	638.28		1,109.53	
Repayable in 9 variable quarterly installments				
Term Loan - II	198.95		343.95	
Repayable in 9 variable quarterly installments				
Term Loan - III	1,000.00		920.52	
Repayable in 32 variable quarterly installments				
Term Loan - IV	1,062.50		1,312.50	
Repayable in 13 variable quarterly installments				
Working Capital Term Loan	1,260.00		1,680.00	
Repayable in 8 equal half yearly monthly installments				
BGL Term Loan	-		149.77	
Repayable in 3 variable quarterly installments		4,159.73		5,516.27
BANK OF INDIA				
Term Loan - I	-		15.01	
Repayable in 1 Variable quarterly installments				
Term Loan - II	513.71		613.71	
Repayable in 16 variable quarterly installments		513.71		628.72
UNION BANK OF INDIA				
Term Loan - II	1,456.00		1,680.00	
Repayable in 20 variable quarterly installments				
Term Loan - III	1,570.06		1,037.90	
Repayable in 32 variable quarterly installments				
Working Capital Term Loan	490.00		630.00	
Repayable in 9 equal half yearly installments				
		3,516.06		3,347.90

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
AXIS BANK LIMITED				
Term Loan - I	1,000.00		1,250.00	
Repayable in 12 variable quarterly installments		1,000.00		1,250.00
Sub-Total (A)		26,953.61		32,472.90
Less : Current Maturities				
IDBI Bank Ltd.	168.00		144.01	
Export-Import Bank of India	2,279.30		2,838.20	
Bank of Baroda	1,322.00		1,617.45	
Punjab National Bank	1,587.50		1,436.02	
Bank of India	125.00		115.01	
Union Bank of India	420.00		364.00	
Axis Bank Limited	500.00		250.00	
Sub-Total (B)		6,401.80		6,764.69
TOTAL (I) (A-B)		20,551.81		25,708.21
Fixed Deposits (Unsecured)				
From Directors	55.00		55.00	
From Others	1,120.00		567.00	
Includes ₹ 209.00 Lacs (Previous years				
₹ 111.00 Lacs) from related parties	1,175.00		622.00	
Less : Current Maturities	68.00		52.00	
TOTAL (II)		1,107.00		570.00
		21,658.81		26,278.21

6.1 Securities/ Guarantees

For Term Loans from Financial Institutions and Banks:

BANSWARA SYNTEX LIMITED

For Term Loans from Financial Institutions and Banks are secured by a joint equitable mortgage and/or hypothecation charges ranking pari-passu on immovable/movable properties, present and future of the Company subject to prior charges in favour of the Bankers on specified movable properties created and/or to be created for working capital facilities, and Term Loans of ₹ 1920.00 Lacs are also secured by second charge on current assets.

Term Loans from Financial Institutions and Banks are secured by a joint equitable mortgage and/or hypothecation charges ranking pari-passu on immovable/movable properties, present and future of the Company subject to prior charges in favour of the Bankers on specified movable properties created and/or to be created for working capital facilities and Term Loans of ₹ 2,154 Lacs (Previous Year ₹ 1,848 Lacs) are also secured by second charge on current assets.

Term Loans from Financial Institutions and Banks are guaranteed by Shri R.L. Toshniwal, Chairman and Shri Ravindra Kumar Toshniwal, Managing Director in their personal capacities other than Export-Import Bank of India and IDBI Bank Ltd. Term Loans outstanding of ₹ 4,796.11 Lacs (Previous Year 6,851.66 Lacs) from Export-Import Bank of India, Term Loans outstanding of ₹ 1,260 Lacs (Previous Year ₹ 1,680 Lacs) from Punjab National Bank of India, ₹ 490 Lacs from Union Bank of India (Previous Year ₹ 630 Lacs) and ₹ 245 Lacs from Bank of Baroda (Previous Year ₹ 315 Lacs) are guaranteed by both whereas term loans outstanding of ₹ NIL (Previous Year ₹ 76.40 Lacs) from Export-Import Bank of India are guaranteed only by Shri R. L. Toshniwal, Chairman.

BANSWARA GLOBAL LIMITED

(A) Term Loans are secured by Joint Equitable Mortgage and / or Hypothecation charges ranking Pari passu with each other bank on immovable/movable properties, both present & future, it is further secured by corporate guarantees by joint venturers Banswara Syntex Limited;

- Term Loan from Punjab National Bank is secured by Hypothecation of Plant & Machinery, equipment / accessories, looms, spares etc. and movable property of the company; and,
- Term Loan from Bank of Baroda is secured by way of hypothecation of Plant and Machinery viz. Picanol Looms, Benninger

warping machines, Knotting machines etc. and it is further secured by present and future stock of raw materials, work-in-progress, semi-finished goods, finished goods, packing materials and stores etc."

For Fixed deposits

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

NOTE NO. '7' DEFERRED TAX LIABILITIES (Net)

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Major components of deferred tax balances				
Deferred Tax Liabilities				
i) Difference between accounting and tax depreciation (cumulative)		6,023.51		5,469.42
TOTAL		6,023.51		5,469.42
Deferred Tax Assets				
i) Accumulated unabsorbed depreciation	-		-	
ii) Provision for doubtful debts (to date)	388.73		321.74	
iii) Disallowances under section 43B for non payment of expenses	599.40		541.74	
iv) Employee Benefits	-		-	
	419.90		447.91	
TOTAL (i to iv)		1,408.03		1,311.39
Net Deferred Tax Liabilities		4,615.48		4,158.03

Net deferred tax liability of ₹ 457.44 Lacs has been booked during the year, besides current tax ₹ 1968.49 Lacs as per The Income Tax Act, 1961.

Company is treating assets of Thermal Power Plant as permanent difference as profit of power plant is exempt under section 80IA of the Income Tax Act, 1961. Since Thermal Power Plant is not generating profits now and is not expected to generate in future, accordingly this permanent difference is being treated as timing difference, this has increased the deferred tax liability by ₹ 775.00 lacs.

NOTE NO. '8' LONG TERM PROVISIONS

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Provisions for Employee benefits				
-Gratuity	986.44		1,103.77	
Less : Short Term	210.15	776.29	192.85	910.92
-Leave Encashment	253.18		237.64	
Less : Short Term	75.98	177.20	49.64	188.00
		953.49		1,098.92

NOTE NO. '9' SHORT TERM BORROWINGS

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Loans Repayable on Demand (Cash credits and packing credits) From Banks (Secured)				
Punjab National Bank	14,817.15		17,348.92	
Union Bank of India	6,039.30		6,092.34	
Bank of Baroda	3,910.73		3,689.08	
Bank of India	3,281.72		3,187.97	
		28,048.90		30,318.31
		28,048.90		30,318.31

9.1 Securities and Guarantees

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

NOTE NO. '10' TRADE PAYABLES

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Micro, Small & Medium Enterprises@		22.60		14.74
Acceptances		5,079.21		5,824.71
Others		7,508.26		8,050.21
		12,610.07		13,889.66

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

10.1 Details of Dues to Micro Enterprises and Small Enterprises

(₹ In Lacs)

Particulars	As at 31 st March, 2016	As at 31 st March, 2015
The principal amount remaining unpaid to any supplier as at the end of the accounting year (No amount is due for more than 45 days).	22.60	14.74
The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond appointed day during the accounting year.	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of the accounting year.	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years. Until such date when the interest dues as above are actually paid to the small enterprise for the purpose of Disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	Nil	Nil

NOTE NO. '11' OTHER CURRENT LIABILITIES

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
A. Current Maturities of Long Term Borrowings				
Term Loans (Secured)	6,401.80		6,764.70	
Fixed Deposit (Unsecured)	68.00		52.00	
		6,469.80		6,816.70
B. Interest Accrued But Not Due On Borrowings		10.70		11.41
C. Interest Accrued And Due On Borrowings		200.00		196.82
D. Other Payables				
Unclaimed Dividend	30.64		33.16	
Securities Deposits	52.20		48.27	
Statutory Liabilities	246.57		295.21	
Other Liabilities	1,749.09		1,240.51	
		2,078.50		1,617.15
		8,759.00		8,642.08

NOTE NO. '12' SHORT TERM PROVISIONS

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
A. Provisions for Employee benefits				
-For Gratuity	210.15		192.85	
-For Leave Encashment	75.98	286.13	49.64	242.49
B. Provision for Others				
Proposed Dividend				
On Equity Shares	338.59		164.31	
On Preference Shares	-	338.59	-	164.31
Tax on Dividend				
Tax On Dividend (Equity Share)	68.93		33.45	
Tax On Dividend On Preference Share	-	68.93	-	33.45
For Entry Tax (Net of payment)		445.39		574.90
For Taxation				
For Income Tax	2,243.62		985.98	
Less : Advance Tax and TDS (As per Contra)	795.15		693.12	
		1,448.47		292.86
		2,587.51		1,308.01

12.1 Special Leave Petition (SLP) has been filed before the Hon'ble Supreme Court and the Hon'ble Supreme Court passed interim order dated 12.01.2015 granting stay of 50% of arrear of demand raised up to the date of order i.e. dated 12.01.2015 under "The Rajasthan Tax on Entry of Goods into Local Area Act, 1999", provision of ₹ 154.96 Lacs (Previous Year ₹ 176.88 Lacs along with interest thereon) has been made and charged to the Statement of Profit and Loss for the year in respective expenses account. The outstanding balance, after making the payment during the year, is ₹ 445.39 Lacs (Previous Year ₹ 574.90 Lacs).

12.2 Accounting Standard: -29 "Provisions, Contingent Liabilities and Contingent Assets": Movement in Provisions: (₹ In Lacs)

Nature of Provisions	Provision outstanding at the beginning of the year	Provision made during the year	Provision utilized during the year	Provision reversed during the year	Provision outstanding at the end of the year
Gratuity	1,103.77	282.03	399.36	-	986.44
Leave Encashment	237.64	42.44	26.90	-	253.18
Proposed Dividend	164.31	338.59	164.19	0.12	338.59
Tax on Proposed Dividend	33.45	68.93	33.42	0.03	68.93
Taxation	958.98	1,935.51	650.87	-	2,243.62
Entry Tax	574.90	154.95	272.04	12.42	445.39

NOTE NO. '13' FIXED ASSETS

(₹ In Lacs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION & AMORTIZATION					NET BLOCK	
	As at 01.04.2015	Additions during the year	Disposals/ Adjustment	As at 31.03.2016	As at 01.04.2015	For the Year	Charged from Surplus	Deductions/ Adjustments	Up to 31.03.2016	As at 31.03.2016	As at 31.03.2015
TANGIBLE ASSETS											
Lease Hold Land	424.93	-	-	424.93	55.98	7.84	-	-	63.82	361.11	368.95
Free Hold Land	310.01	-	-	310.01	-	-	-	-	-	310.01	310.01
Buildings & Road	15,967.81	445.74	-	16,413.55	3,281.31	446.36	-	-	3,727.67	12,685.88	12,686.50
Plant & Equipment	71,713.81	2,116.91	261.11	73,569.61	35,679.76	5,161.76	-	225.78	40,615.74	32,953.87	36,034.05
Building Machinery	1.38	-	-	1.38	1.31	-	-	-	1.31	0.07	0.07
Electric & Water Supply Installation	2,055.18	156.38	-	2,211.56	1,199.55	160.28	-	-	1,359.83	851.73	855.63
Furniture & Fixtures	1,293.73	50.46	4.65	1,339.54	784.69	99.41	-	1.67	882.43	457.11	509.04
Office Equipments	1,041.53	104.95	0.62	1,145.86	771.04	111.03	-	0.52	881.55	264.31	270.49
Vehicles	746.24	165.88	119.19	792.93	311.81	83.64	-	72.86	322.59	470.34	434.43
INTANGIBLE ASSETS											
Software	5.55	-	-	5.55	3.34	0.92	-	-	4.26	1.29	2.21
TOTAL	93,560.17	3,040.32	385.57	96,214.92	42,088.79	6,071.24	-	300.83	47,859.20	48,355.72	51,471.38
Previous Year	89,837.72	5,086.11	1,363.67	93,560.17	36,803.97	6,256.34	218.85	1,190.37	42,088.79	51,471.38	

13.1 Buildings & Road includes ₹ 331.31 Lacs paid for acquiring 657 equity shares of M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. attached with right of ownership and possession of office building at Mumbai and ₹ 324.01 Lacs paid for acquiring a residential flat with 5 shares of Maker Tower "J" Co-operative Housing Society Ltd. Mumbai attached with right of ownership and possession.

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

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

13.4. ACCOUNTING STANDARD 16 - "BORROWING COST"

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

NOTE NO. '14' CAPITAL WORK IN PROGRESS

(₹ In Lacs)

DESCRIPTION OF ASSETS	As at 01.04.2015	Additions during the year	Capitalize during the year	As at 31.03.2016
Capital Work In Progress for				
- Buildings & Road	174.60	427.70	445.17	157.13
- Plant & Equipment	828.99	1,909.21	2,109.05	629.15
- Water & Electric Installation	-	154.35	154.35	-
- Land & Site Development Under Progress				
TOTAL	1,003.59	2,491.26	2,708.57	786.28
Previous Year	863.69	4,793.50	4,653.60	1,003.59

NOTE NO. '15' NON-CURRENT INVESTMENT (AT COST)

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Long Term				
I. Trade				
Unquoted				
Investment in Associate Company (Refer Note 14.1) (Valued at net equity method with reference to note no. 1(f))				
3,00,000 Equity Shares of ₹ 10/- each of Banswara Fabrics Ltd. (Previous year 3,00,000 Equity Shares)		87.04		83.32
Government & other securities				
National Savings Certificate (Deposited with State and Central Govt. Authorities)		0.13		0.13
Sub Total (I)		87.17		83.45
II. Other				
A) Quoted				
In Equity Shares				
10,114 Equity Shares of ₹ 10/- each of Union Bank of India		3.04		3.04
B) Unquoted				
Shares in Cooperative Bank				
500 Equity Shares of ₹ 10/- each of New Indian Cooperative Bank Ltd.		0.05		0.05
Ask Investment Manager Pvt. Ltd. (Real Estate Special Opportunities Portfolio - 1)		9.40		5.20
Sub Total (II)		12.49		8.29
Total (I + II)		99.66		91.74
Investments aggregate value of Quoted Investment				
Book Value		3.04		3.04
Market Value		13.23		15.85

15.1 Shares of Banswara Fabrics Limited were listed on Delhi Stock Exchange. Now, due to the de-listing of Delhi Stock Exchange, shares of Banswara fabrics Limited have been categorized under Unquoted Shares.

15.2 Banswara Syntex Limited has purchased remaining 300 shares of Banswara Global Limited from other shareholders. However, these shares will be held by these persons on behalf of Banswara Syntex Limited and Banswara Syntex Limited shall be beneficiary owner of these shares as per Section 89 of the Companies Act, 2013.

NOTE NO. '16' LONG TERM LOANS AND ADVANCES

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Unsecured, Considered good				
(a) Capital Advances		304.92		184.76
(b) Security Deposits		333.36		262.89
		638.28		447.65

NOTE NO. '17' OTHER NON CURRENT ASSETS

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Unsecured, Considered good				
MAT Credit Entitlement	831.77		379.89	
CENVAT Receivable	70.22		70.22	
Loan to Staff	-		0.16	
Advance Tax and Tax Deducted at Source	0.22		0.15	
Preliminary expenses written off	0.15		0.15	
Prepaid Expenses	48.73		55.63	
		951.10		506.20
		951.10		506.20

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

17.2 Subsidy received from governments has been treated as capital receipt. This has reduced tax on income, resulting in increase of MAT Credit Entitlement amounting to ₹ 764.87 lacs recognized during the year.

NOTE NO. '18' INVENTORIES

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
(At lower of Cost and Net Realizable Value)				
Raw Materials	9,539.16		11,926.36	
Raw Materials in Transit	259.63	9,798.79	163.52	12,089.88
Works-in-Progress		5,954.34		5,979.36
Finished goods				
Yarn	3,445.85		5,065.69	
Yarn in transit	219.35		-	
Cloth (Grey)	-		-	
Cloth (Processed)	5,879.99		5,686.87	
Laminated Fabrics, Cut panel and Embossed Panel	39.82		26.94	
Cloth (Grey and Processed) in transit	507.57		739.26	
Garment	1,445.12		1,096.78	
Garment in transit	0.91	11,538.61	-	12,615.54
Stores & Spares		1,757.71		2,197.08
Waste		41.20		68.46
		29,090.65		32,950.32

18.1 Inventories include stocks lying with third parties ₹ 956.82 Lacs (Previous Year ₹1425.35 Lacs)

NOTE NO. '19' TRADE RECEIVABLES

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
(Unsecured)				
Outstanding exceeding six months				
Considered Good	477.46		797.66	
Considered Doubtful	1123.23		946.59	
	1,596.72		1744.25	
Less: Provision for Doubtful Debts	1,123.23		946.59	
		477.46		797.66
Other Debts				
Considered Good		15919.92		13125.44
		16397.38		13923.10

NOTE NO. '20' CASH AND CASH EQUIVALENTS

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
A. Balances with Banks				
-Current Account	842.00		635.36	
-Other Bank Balances	179.65		2.39	
-Bank Deposits	1151.57		1066.31	
		2173.22		1704.07
B. Cash On Hand		27.13		38.88
		2200.35		1742.95
Balances with banks in unclaimed dividend accounts		30.64		33.16
Deposit accounts with more than 12 months maturities		273.26		298.60
Deposits with banks pledged with banks against guarantees, Letter of credits etc.		577.16		711.80

Cash and Cash equivalent include restricted cash and bank balance of ₹ 577.16 Lacs (Previous Year ₹ 744.96 Lacs). The restrictions are primarily on account of cash and bank balances held as margin money deposits against guarantees, Letter of Credits and unclaimed dividends.

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

NOTE NO. '21' SHORT TERM LOANS AND ADVANCES

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Unsecured, Considered good		1,562.92		1,458.59
Advances recoverable in cash or kind		130.98		137.89
Loans & Advances to Employees		0.13		1.13
Security Deposits		246.56		232.04
Prepaid Expenses		479.31		79.27
Income Tax Refundable		-		0.06
FBT Refundable		161.33		270.59
Income Tax Under Protest				
Advance Income Tax and Tax deducted at source	795.15		693.12	
Less: Provision for Taxation (as per contra)	795.15	-	693.12	-
Unsecured, Considered Doubtful				
Duty Refundable (AED)	29.57		29.57	
Less : Provision	29.57	-	29.57	-
		2,581.23		2,179.58

NOTE NO. '22' OTHER CURRENT ASSETS

(₹ In Lacs)

Particulars	As at 31 st March, 2016		As at 31 st March, 2015	
Duty Entitlement Pass Book		70.78		737.70
Other Export Receivables				
Considered Good	1,303.27		1,698.30	
Considered Doubtful	-		5.20	
	1,303.27		1,703.50	
Less : Provision	-	1,303.27	5.20	1,698.30
Claim Receivable under TUFs		1,233.45		809.95
Other Claim Receivables		215.43		247.67
Preliminary Expenses to the extent not amortised		-		0.15
		2,822.93		3,493.77

NOTE NO. '23' CONTINGENT LIABILITIES

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

	Particulars	As at 31 st March, 2016	As at 31 st March, 2015
a.	Bills discounted with banks remaining outstanding (i) Against foreign LC (ii) Others	3,766.25 2,083.88	3,671.51 1,801.68
b.	Letter of Credit established with banks :- (i) Revenue account (ii) Capital account	40.14 1,279.47	533.35 153.87
c.	Guarantees given by the bank on behalf of the company for which FDRs ₹ 105.01 Lacs (₹ 116.32 Lacs) pledged with them.	925.10	1,089.08
	Claims against the group not acknowledged as debt: - (a) Under Tax Laws [payment made under protest ₹ 270.59 Lacs (previous year ₹ 240.30 Lacs)] (b) By Others: (i) On Revenue account [paid under protest ₹ 11 lacs(previous year ₹ 11 lacs)]" (ii) On Capital account	1,067.52 31.48 Nil	672.07 31.14 Nil

There is no reimbursement possible on account of contingent liabilities.

NOTE NO. '24' Capital Commitments

Estimated amount of contracts remaining to be executed on Capital account ₹ 109.18 Lacs (₹ 314.76 Lacs) and export obligation against EPCG licenses ₹ 1,546.27 Lacs (previous year ₹ 808.83 Lacs).

NOTE NO. '25' REVENUE FROM OPERATIONS

(₹ In Lacs)

Particulars	For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
(a) Sale of products				
Yarn	50,643.26		49,524.12	
Laminated Fabric & Cut Panel	412.67		347.18	
Cloth	48,665.19		44,201.65	
Garment	19,764.26		20,961.13	
Waste	373.85		661.74	
Fibre	460.05		72.73	
Scrap	424.66	120,743.94	463.67	116,232.22
(b) Sale of services				
Income from Job Work		2,531.52		2,634.15
Sale of Products & Services (Gross)		123,275.46		118,866.37
(c) Other Operating Revenue				
Export Benefits:				
- Focus Market Scheme/ Focus Product Scheme (FMS/ FPS)	-		1,250.17	
- Claim	30.93		-	
- Duty Draw Back / Other Benefits	4,429.26		3,931.99	
		4,460.19		5,182.16
		127,735.65		124,048.53
Less : Excise Duty		711.64		988.75
		127,024.01		123,059.78

NOTE NO. '26' OTHER INCOME

(₹ In Lacs)

Particulars	For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
Interest Income		365.99		369.90
Rental Income		10.97		9.75
Dividend Income		3.61		3.13
Profit on Sale of Tangible Assets		60.17		28.55
Service Tax set off earlier years		-		3.57
Liabilities no more Payable		1.89		50.03
Exchange Rate Fluctuation		487.79		882.64
Forward Contract Exchange Fluctuation		-		156.22
Other Non Operating Income		193.88		196.20
		1,124.30		1,699.99

NOTE NO. '27' COST OF MATERIALS CONSUMED

(₹ In Lacs)

Particulars	For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
Raw Material Consumed				
Opening stock	12,089.89		10,616.05	
Add :Purchases	49,635.96		56,018.31	
	61,725.85		66,634.36	
Less : Closing stock	9,798.79		12,089.89	
		51,927.06		54,544.47
Dyes & Chemicals Consumed		4,928.43		5,112.35
Purchase : Cloth	1,143.91		1,390.65	
Yarn	2,438.83		1,301.46	
		3,582.74		2,692.11
		60,438.23		62,348.93

NOTE NO. '28' PURCHASE OF STOCK IN TRADE

(₹ In Lacs)

Particulars	For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
Raw Material Consumed		1.82		0.87
Opening stock		1.82		0.87

NOTE NO. '29' CHANGES IN INVENTORIES

(₹ In Lacs)

Particulars	For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
A. Finished Goods				
Opening Stock				
Yarn	5,065.69		5,395.55	
Laminated Fabric, Cut panel etc	26.94		19.44	
Cloth	6,426.12		6,351.41	
Garment	1,096.78		953.00	
	12,615.53		12,719.40	
Closing Stock				
Yarn	3,665.20		5,065.69	
Cloth	39.82		26.94	
Laminated Fabric, Cut panel etc	6,387.56		6,426.12	
Garment	1,446.03		1,096.78	
	11,538.61	1,076.93	12,615.53	103.87
B. Work-in Progress				
Opening Stock				
Yarn	1,946.07		1,755.72	
Cloth	3,483.67		2,650.77	
Garment	549.62		797.86	
	5,979.36		5,204.35	
Closing Stock				
Yarn	1,698.89		1,946.07	
Cloth	3,459.37		3,483.67	
Garment	796.08		549.62	
	5,954.34	25.02	5,979.36	(775.01)
C. Waste				
Opening Stock	68.46		108.53	
	-		-	
Closing Stock	41.20		68.46	
		27.26		40.07
		1,129.21		(631.07)

NOTE NO. '30' MANUFACTURING EXPENSES

(₹ In Lacs)

Particulars	For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
Stores & Spare Parts Consumed		4,430.81		4,200.40
Packing Material Consumed		2,088.96		2,081.76
Power		953.11		779.00
Fuels		9,416.69		10,049.17
Job Charges		1,948.22		1,942.03
Repairs to : Plant & Machinery	1,153.50		1,086.56	
Building	422.71		429.18	
Others	185.12	1,761.33	205.01	1,720.75
Excise Duty*		5.92		12.00
		20,605.04		20,785.12

* Excise Duty on increase of stock or any amount not recoverable on seals

NOTE NO. '31' EMPLOYEE BENEFITS EXPENSES

(₹ In Lacs)

Particulars	For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
Salaries, Wages, Allowance, Bonus etc.		17,665.95		16,266.62
Contribution to Provident & Other Funds		1,649.44		1,515.47
Workmen & Staff Welfare Expenses		586.49		572.84
		19,901.88		18,354.93

NOTE NO. '32' FINANCE COST

₹ In Lacs

Particulars	For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
Interest Expense*		6,099.75		7,455.37
Other Borrowing Cost		904.23		640.37
		7,003.98		8,095.74

* Net of subsidy of ₹ 821.80 Lacs (Previous Year ₹ 1,051.15 lacs) under Technology Upgradation Fund Scheme.

NOTE NO. '33' DEPRECIATION AND AMORTISATION EXPENSES

(₹ In Lacs)

Particulars	For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
Leasehold Land Written Off	6.40		3.98	
Depreciation	6,064.82		6,251.45	
		6,071.22		6,255.43
		7,003.98		8,095.74

NOTE NO. '34' OTHER EXPENSES

(₹ In Lacs)

Particulars	For the year ended 31 st March, 2016		For the year ended 31 st March, 2015	
Administrative Expenses				
Rent	116.47		105.15	
Rates and Taxes	498.25		358.95	
Insurance Charges	86.23		71.73	
Payment to Auditors				
As Auditors -Fees	14.48		13.67	
-Expenses	3.17		2.44	
In other capacity				
-Tax Audit Fees	2.66		2.50	
-Certification	15.56		14.42	
-Taxation Matters	-		6.70	
-Other Services	-		-	
Director's Sitting Fees	17.15		14.35	
Travelling Expenses	156.46		162.04	
Director's Travelling Expenses	10.51		11.20	
Foreign Travelling Expenses	265.45		236.70	
Communication Expenses	185.23		175.72	
Legal & Professional Expenses	282.40		229.91	
Charity & Donation	21.03		15.75	
Loss on forward exchange contracts	7.20		-	
Exchange Rate Fluctuation	-		-	
Loss On Sale of Tangible Assets	9.55		19.27	
Royalty & Cess	14.32		11.60	
Expenses on Corporate Social Responsibility (CSR)	35.11		15.81	

Conveyance Expenses	111.13		81.09	
Business Promotion Expenses	105.20		131.26	
Computer Charges	147.60		69.23	
Conveyance Reimbursement Expense	51.76		40.30	
Vehicles Maintenance	87.19		95.35	
Water & Electricity Charges	48.60		56.27	
Printing & Stationery	103.97		86.68	
Miscellaneous Expenses	389.26		319.11	
		2,785.93		2,347.21
Selling Expenses				
Commission to Selling Agents	1,789.56		1,785.12	
Brokerage and Discounts	311.81		351.24	
Freight, Octori and Forwarding Charges	2,766.15		2,822.43	
Claims	525.79		369.04	
Advertisements	17.19		17.50	
Provision for Doubtful Debts	254.49		261.34	
Bad Debts Write Off	-		-	
Others	160.58		154.10	
		5,825.57		5,760.77
		8,611.50		8,107.98

NOTE NO. '35' EARNINGS PER SHARA

Particulars		For the year ended 31 st March, 2016	For the year ended 31 st March, 2015
a) Amount used as the numerator profit after tax, dividend on preference shares and tax thereon	₹ In lacs	2,721.08	803.03
b) Weighted average number of equity shares used as the denominator in computing basic earning per share.	Nos.	16,876,395	15,864,238
Add: Potential no. of equity shares that could arise on conversion of warrants into equity shares.	Nos.	-	510,000
Weighted average number of shares used in computing Diluted Earning per Share	Nos.	16,876,395	16,374,238
c) Nominal value per share	₹	10.00	10.00
d) Earnings Per Share:			
- Basic	₹	16.12	5.06
- Diluted	₹	16.12	4.90

NOTE NO. '36' ACCOUNTING STANDARD 17 - "SEGMENT REPORTING"

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

NOTE NO. '37' ACCOUNTING STANDARD 18 - "RELATED PARTY DISCLOSURE"

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

1. Relationship:

a) Joint Venture and Associate concerns

Treves Banswara Pvt. Ltd. (Joint Venture)

Banswara Fabrics Ltd. (Associate)

b) Key Management Personnel:

Shri R.L.Toshniwal
 Shri Ravindra Kumar Toshniwal
 Shri Rakesh Mehra
 Shri Shaleen Toshniwal
 Shri J.K. Jain

c) Enterprises where Key Management Personnel has control /interest:

Dhruv Impex
 Mehra International
 Lawson Trading Co. Pvt. Ltd.
 Niral Trading Pvt. Ltd.
 Shaleen Syntex Ltd.
 Moonfine Trading Co. Pvt. Ltd.
 Speed Shore Trading Co. Pvt. Ltd.
 Toshniwal Trust
 Lawson Corporation
 RR Toshniwal Enterprises
 Excel Pack Limited
 Shaleen Synthetics

d) Relative of Key Management Personnel where transactions have taken place:

Shri Rameshwar Lal Ravindra Kr Toshniwal HUF
 Shri Ravindra Kumar Toshniwal HUF
 Shri Dhruv Toshniwal
 Shri Udit Toshniwal
 Smt. Prem Toshniwal
 Smt. Navneeta Mehra
 Smt. Radhika Toshniwal
 Smt. Sonal Toshniwal
 Smt. Kavita Soni
 Ms. Diya Toshniwal
 Smt. Sushila Devi Jain
 Smt. Anita Jain
 Shri Garvit Jain
 Shri J.K. Jain HUF

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

2. Transactions carried out with related parties referred in 1 above, in ordinary course of business:

Nature of transaction	Related Parties							
	Referred in 1(a) above		Referred in 1(b) above		Referred in 1 (c) above		Referred in 1 (d) above	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
SALES								
Cloth	755.67	332.95	-	-	-	-	-	-
Yarn	3.50	58.80	-	-	-	-	-	-
Fiber	-	-	-	-	-	-	-	-
Store	3.06	2.62	-	-	-	-	-	-
PURCHASE								
Cloth	314.87	600.82	-	-	-	-	-	-
Yarn	-	-	-	-	0.09	-	-	-
Machine	0.23	6.22	-	-	-	-	-	-
Other	0.17	-	-	-	-	-	-	-

Nature of transaction	Related Parties							
	Referred in 1(a) above		Referred in 1(b) above		Referred in 1 (c) above		Referred in 1 (d) above	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
JOB CHARGES								
Weaving	-	-	-	-	-	-	-	-
Mending	-	-	-	-	-	-	-	-
Lamination	-	-	-	-	-	-	-	-
EXPENSES								
Rent	-	-	-	-	-	1.80	-	5.40
Remuneration	-	-	512.17	313.47	-	-	-	-
Interest	-	-	6.33	6.97	-	3.71	18.26	15.03
Salary	-	-	38.26	37.09	-	-	41.92	34.23
Stipend	-	-	-	-	-	-	1.50	-
INCOME								
Rent	0.31	0.22	-	-	-	-	-	-
Job Charges	1.07	15.89	-	-	-	-	-	-
Supervision Charges	13.67	13.48	-	-	-	-	-	-
Interest	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-
FINANCE								
Fixed Deposit Accepted	-	-	-	55.00	-	-	108.00	111.00
Fixed Deposit Repayment	-	-	-	72.00	-	27.00	10.00	224.60
OUTSTANDING								
Fixed Deposits	-	-	55.00	55.00	-	-	209.00	111.00
Inter Corporate Deposits	-	-	-	-	-	-	-	-
Amount Receivable	169.70	68.26	-	-	-	-	-	0.93
Amount Payable	182.60	164.64	-	-	-	-	-	-
Property Deposit	-	-	-	-	-	-	-	-
Capital Contribution	30.00	30.00	-	-	-	-	-	-

In respect of the outstanding balance recoverable as at 31st March 2016, no provision for doubtful debts is required to be made. During the year, there were no amounts written off or written back from such parties.

NOTE NO. '38' FINANCIAL AND DERIVATIVE INSTRUMENTS

Group has entered into following foreign exchange financial instruments

- The group uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments on forecasted transactions as approved by the Board of Directors. The group does not use forward contracts for speculation purpose.

Outstanding forward exchange financial instruments entered into by the group for hedging of export/import transaction:

As at	No of Contracts	US Dollar Equivalent (In Lacs)	INR Equivalent (In Lacs)
31.03.2016	16	91.01	6,337.31
31.03.2015	20	145.78	9,507.62

- Foreign Currency exposure that are not hedged by financial instruments or forward contracts as at 31st march, 2016 amounts to US Dollar 249.85 Lacs equivalent to ₹ 16,552.68 Lacs (Previous year US Dollar 135.91 Lacs equivalent to ₹ 8,096.36 Lacs)

NOTE NO. '39' ACCOUNTING STANDARD: - 28 "IMPAIRMENT OF ASSETS":

The Group assessed potential generation of economic benefits from its business units and is of the view that assets employed in continuing businesses are capable of generating adequate returns over their useful lives in the usual course of business, there is no indication to the contrary and accordingly the management is of the view that no impairment provision is called for in the books of account.

Note No. '40' Banswara Global Limited, formerly known as Carreman Fabrics India Limited (That Company), was formed as 50:50 Joint venture between Carreman, France, and Banswara Syntex Limited (The Company). The Company purchased entire share holding from Carreman, France and That Company (BGL) became a wholly owned subsidiary of The Company w.e.f. 12th August, 2014.

Note No. '41' The Company adopted a system of obtaining periodical confirmation of balances from banks and other parties. There are no unconfirmed balances in respect of any bank account, borrowing from Banks, NBFC's etc. So far as the loans and advances, trade payables, trade receivables and other assets and liabilities are concerned, the balance confirmation letter with the negative assertion, are being send to concerned parties as referred in the Standard on Auditing (SA) 505 Revised "External Confirmation". The company has received replies from various parties confirming the balances. Certain outstanding balances got automatically confirmed on receipt/ remittance of payments from/to the parties in subsequent period.

Note No. '42' The Board of Directors of the Company has approved the scheme of arrangement or amalgamation of Banswara Fabrics Limited (an Associate Company) and Banswara Global Limited (a wholly owned subsidiary) with Banswara Syntex Limited w.e.f. 1st April, 2015 U/s 391 to 394 of the Companies Act, 1956 and other applicable provisions including SEBI guidelines. The Equity shareholders, secured creditors and unsecured creditors had given their respective approval to the scheme in the court convened meeting held on 28th March 2016. The said scheme is subject to the approval of the Hon'ble High court of Rajasthan and such other approvals/fulfillment if conditions as per applicable statue/guidelines.

Note No. '43' During the year certain clarificatory changes/alterations have been made in the wording of the accounting policies including insertion of new clauses for more appropriate disclosures. Such alteration have no impact on the financial statements.

Note No. '44' All assets and liabilities are presented as Current or Non-current as per the criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization, the Group has ascertained its operating cycle less than 12 months, accordingly 12 months period has been considered for the purpose of Current/ Non current classification of assets and liabilities.

In terms of our Audit Report of even date:

For KALANI & COMPANY

Chartered Accountants
FRN - 000722C

R. L. Toshniwal

DIN : 00106933
Chairman

Ravindra Kumar Toshniwal

DIN : 00106789
Managing Director

S. P. JHANWAR

Partner
M.No.074414

Rakesh Mehra

DIN : 00467321
Vice Chairman

Directors

Shri . D.P. Garg
Shri Kamal Kishore Kacholia
Shri P. Kumar
Dr. S.B. Agarwal
Shri Vijay Mehta
Dr. Vaijayanti Pandit.

Place : Mumbai
Dated: 23rd May, 2016

J. K. Jain

C.F.O. and Company Secretary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

General Information :

- The Consolidated Financial Statements present the consolidated Accounts of Banswara Syntex Limited with its following Subsidiary, Joint Venture and its Associates:

Name	Country of Incorporation	Proportion of Ownership of Interest	
		As on 31st March, 2016	As on 31st March, 2015
A. Subsidiary Banswara Global Limited	India	100%	100%
B. "Joint Ventures and Jointly controlled entity" Treves Banswara Private Limited	India	50%	50%
C. "Associates" Banswara Fabrics Limited	India	39.13%	37.50%

- Disclosures mandated by Schedule III of the Companies Act 2013, by way of additional information

Name of the Entities		Net Assets i.e. total assets minus total liabilities		Share in profit / (loss)	
		As a % of consolidated net assets	Amount (₹ in Lacs)	As a % of consolidated Profit	Amount (₹ in Lacs)
Parent: Banswara Syntex Limited	India	100%	24,917.71	102%	3,795.38
Subsidiary: Banswara Global Limited	India	5%	1,327.12	2%	87.12
Joint Venture : Treves Banswara Private Limited	India	1%	201.44	-4%	(158.56)
Sub Total:			26,446.27		3,723.94
Inter- Company Elimination & Consolidation Adjustments		7%	1,619.32	1%	19.32
Grand Total :-			24,826.95		3,704.62
Minority Interest In subsidiary			Nil		Nil
Share of Profit in Associate					3.72

- Significant Accounting Policies and Notes to these Consolidated Financial Statements are intended to serve as a means of informative disclosure and a guide to better understand the consolidated position of the Companies. Recognising this purpose, the company has disclosed only such Policies and Notes from the individual financial statements, which fairly present the needed disclosures.

NOTES

[illegible]

BANSWARA SYNTEX LIMITED

Regd. Office : Industrial Area, Dahod Road, Banswara – 327 001 (Raj.)

CIN:L24302RJ1976PLC001684

Dear Shareholders,

RE: Green Initiative in Corporate Governance: Go Paperless

The Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in Corporate Governance” (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing paperless compliances by Companies through electronic mode. Companies are now permitted to send various notices /documents to its shareholders through electronic mode to the registered e-mail addresses of shareholders.

This move by the Ministry is welcome since it will benefit the society at large through reduction in paper consumption and contribution towards a Greener Environment. It will also ensure prompt receipt of communication and avoid loss in postal transit.

Keeping in view the underlying theme and the circular issued by MCA, we propose to send all documents to be sent to Shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors’ Report, Auditors’ Report, etc. henceforth to the shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories. Please note that these documents will also be available on the Company’s website www.banswarasyntex.com for download by the shareholders. The physical copies of the Annual Report will also be available at our Registered Office in Banswara (Rajasthan) for inspection during office hours.

In case you desire to receive the above mentioned documents in electronic mode, you are requested to send this form duly completed in all respects to the registered office of the Company for registering your e-mail address. Please note that you will be entitled to be furnished free of cost, with a copy of the Balance Sheet of the Company and all other documents required by law to be attached thereto including the Statement of Profit & Loss Account and Auditors’ Report, upon receipt of a requisition from you, any time, as a member of the Company.

We are sure, that as a responsible citizen, you will whole-heartedly support this initiative and will co-operate with the Company in implementing the same.

For Banswara Syntex Limited

J.K. JAIN
CFO & Company Secretary

FORM FOR REGISTERING E-MAIL ID IN RECORDS OF THE COMPANY

Registered Folio No./DP ID*/Client ID*	
Name(s) of Member(s)/Beneficial Owner: (including joint holders, if any, in block letters)	
Registered address of the sole/first named Member/Beneficial Owner	
No. of shares held	
E-mail ID	

* applicable to investor’s holding shares in dematerialised form.

BANSWARA SYNTEX LIMITED

Regd. Office : Industrial Area, Dahod Road, Banswara – 327 001 (Raj.)

CIN:L24302RJ1976PLC001684**Dear Shareholders,**

SEBI, vide its letter No.DCC/FITTCIR-3/2001 dated 15th October 2001, has advised that all companies should mandatory use Electronic Clearing Services (ECS) facility for distributing dividends or other cash benefits to the investors wherever available. In the absence of availability of ECS facility, the companies may use warrants for distributing the Dividends.

Currently, ECS facility is available at locations specified by RBI. We request all the shareholders to give their bank details so that all future Dividend payments can be remitted through ECS. In case of shareholders staying at locations not currently covered by ECS, the bank account details will be used for suffixing along with the name of the shareholder on the dividend warrants issued in future.

For Banswara Syntex Limited

J.K. JAIN

CFO & Company Secretary

ECS MANDATE FORM

(For use by Shareholders holding Shares in physical mode only)

Banswara Syntex Limited.
Industrial Area, Dahod Road
BANSWARA-327 001 (RAJ.),

Dear Sirs,

Change in mode of payments to Electronic Clearing Services (ECS)

I hereby consent to have the amount of Dividend on my equity shares credited through the Electronic Clearing System (Credit Clearing) [ECS]. The particulars are:

1. Folio No. : _____
[Folio No. given in equity share certificate(s)]
2. Member's Name: Mr./Ms. : _____
3. Member's address : _____
4. Particulars of the Bank A/C : _____
 - * Bank name : _____
 - * Branch name : _____
 - * Mention the 9-digit code number of the bank and branch appearing on the MICR cheque issued by the bank : _____

(Please attach a photocopy of a cheque or a blank cancelled cheque issued by your bank for verifying the accuracy of the code number)

* Account type (please) ☐ Savings ☐ Current ☐ Cash Credit

* Account number (as appearing on the cheque book) : _____

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information for any reasons, I would not hold the Company responsible. I also undertake to advise changes, if any, in the particulars of my account to facilitate updation of records for purposes of credit of Dividend amount through ECS.

Signature of the first named/sole Member

Note:

1. Please complete the form and send it to the Company if you are holding share certificate(s) in physical form.
2. IN CASE YOUR SHARES ARE IN DEMATERIALIZED FORM, INFORM/UPDATE YOUR INFORMATION DIRECTLY WITH THE DEPOSITORY PARTICIPANT (DP) WITH WHOM YOU ARE MAINTAINING DEMAT ACCOUNT AND NOT TO THE COMPANY.
3. In case of more than one Folio please complete the details on separate sheets.
4. Payment through ECS is subject to the rules and regulations of the Scheme of ECS of the Reserve Bank of India from time to time.

Place :

Date :

**BANSWARA SYNTEX LIMITED**

Regd. Office : Industrial Area, Dahod Road, Banswara – 327 001 (Raj.)

CIN:L24302RJ1976PLC001684**PROXY FORM****40th Annual General Meeting**

Regd. Folio No./DP ID & Client ID No.	
No. of Shares	

I/We _____
of _____
In the District of _____ being a member /members of the above named Company hereby appoint
Mr./Ms _____
of _____ in the district of _____
_____ or failing him _____ of _____
_____ in the district of _____ as
my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 3.00 P.M. on
Saturday, the 27th August, 2016 and at any adjournment thereof.

Signed this day _____ of _____ 2016

Signature _____

AFFIX 1 Rupee revenue stamp

Note:

This form in order to be effective should be duly filled and signed across stamp and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

**BANSWARA SYNTEX LIMITED**

Regd. Office : Industrial Area, Dahod Road, Banswara – 327 001 (Raj.)

CIN:L24302RJ1976PLC001684**ATTENDANCE SLIP****40th Annual General Meeting**

Regd. Folio No./DP ID & Client ID No.	
No. of Shares	

I certify that I am a registered shareholder /proxy for the registered shareholder of the Company.

I hereby record my presence at the Annual General Meeting of the Company at 3.00 P.M. on Saturday, the 27th August, 2016 at the Company's Registered Office.

Member's/Proxy's name in BLOCK Letters

Member's/Proxy's Signature

Note :

Please fill in this attendance slip and hand it over at the ENTRANCE .

Members are requested to bring their copy of Annual Report to the meeting.

Please read the instructions printed under the note no. 24 to the Notice of the 40th Annual General Meeting. The e-voting will commence on 9.00 a.m. on August 23, 2016 and end at 5.00 p.m. on August 26, 2016 (i.e. e-voting shall remain open for maximum 4 days only). Thereafter, the voting module shall be disabled by CDSL.



Long terms relationship with these Customers.
adding few more every year...



Banswara Syntex Limited

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

Tel.: +91 2962 240690 - 93, 257676-81;

website: www.banswarasyntex.com; **Email:** info@banswarasyntex.com

CIN:L24302RJ1976PLC001684