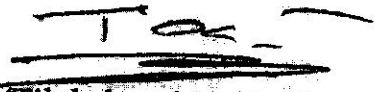
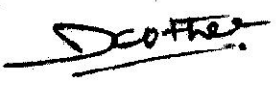
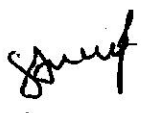



## FORM A

1.	Name of the company	Visagar Polytex Limited
2.	Annual financial statements for the nine months period ended	31 <sup>st</sup> March 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.
5.	To be signed by-	
	 (Tilokchand Kothari) Managing Director	For Sudhir M. Desai & Co. (Firm Registration No. 125516W)
	 (Sagar Kothari) Chief Financial Officer	<u>S. M. D. S.</u> Sudhir M Desai Proprietor M. No. 041999
	 (Shivesh Anugrah Singh) Audit Committee Chairman	 Auditor of the Company



# VISAGAR

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## VISAGAR POLYTEX LIMITED



## 32<sup>ND</sup> ANNUAL REPORT 2014-15



# VISAGAR POLYTEX LIMITED

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### Board of Directors & Key Managerial Personnels

Mr. Tilokchand Kothari  
*Chairman & Managing Director*

Mr. Kanwarlal Rathi  
*Executive Director*

### Independent Non-Executive Directors

Mr. Kamal Ahuja

Mr. Shivesh Anugrah Singh

Ms. Pooja Bhardwaj

### Chief Financial Officer

Mr. Sagar Kothari

### Auditors

#### Statutory Auditors

M/s. SUDHIR M. DESAI & CO.  
Chartered Accountants  
B-7, Sadhicha CHS Limited,  
Rokadia Lane, Borivali-West,  
Mumbai – 400 066.

#### Secretarial Auditors

M/s. Rituraj & Associates  
D-23, Shanti Shopping Center,  
Near Mira Road Station,  
Mira Road East,  
Thane – 401107.

### Registered Office

907/908, Dev Plaza, S. V. Road,  
Andheri – West, Mumbai – 400 058  
Tel : 022-67424815

### Bankers

HDFC Bank Limited  
The Pratap Co-op. Bank Ltd.  
Union Bank of India

### Registrar & Shares Transfer Agent:

**Adroit Corporate Services (P) Ltd.**  
19/20 , Jafferbhoy Industrial Estate, 1st floor,  
Makwana Road, Marol Naka,  
Andheri (East), Mumbai – 400 059.  
Tel.No. 2859 6060/2850 3748  
[www.adroitcorporate.com](http://www.adroitcorporate.com)

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# VISAGAR POLYTEX LIMITED

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### NOTICE

NOTICE is hereby given that the **32<sup>nd</sup> Annual General Meeting** of the Members of **M/s. VISAGAR POLYTEX LIMITED** will be held on Wednesday, **30<sup>th</sup> September 2015** at 12.00 noon at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092, India to transact the following business:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and Profit & Loss Account of the Company for the nine months period ended on that date together with the Reports of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the nine months period ended March 31, 2015.
3. To appoint a Director in place of Mr. Kanwarlal Rathi (DIN: 06441986), who retires by rotation and being eligible, offers himself for re-appointments.
4. To re-appoint M/s. Sudhir M Desai & Co., Chartered Accountants (Firm Registration No. 125516W), Mumbai, pursuant to the provisions of Section 139 of the Companies Act, 2013 as the Statutory Auditors of the Company to hold office from the conclusion of ensuing Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration and for that purpose to pass the following Resolution which will be proposed as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 144 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under as amended from time to time the Company hereby re-appoint , M/s Sudhir M Desai & Co., (Firm Registration No. 125516W), Mumbai, the retiring Statutory Auditors, to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in the year 2016 and that the Board of Directors’ of the Company be and is hereby authorised to fix their remuneration for the said period and re-imbursement of actual out of pocket expenses, as may be incurred in the performance of their duties.”



# VISAGAR POLYTEX LIMITED

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### SPECIAL BUSINESS

#### 5. Re-appointment of Mr. Tilokchand Kothari as Managing Director of the Company

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Tilokchand Kothari (DIN: 00413627), as Chairman and Managing Director of the Company for a period of five years commencing from 01.08.2015 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Tilokchand Kothari, Chairman and Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

Registered Office:  
907/908, Dev Plaza, Opp. Andheri Fire Station,  
S.V. Road, Andheri (West),  
Mumbai – 400058

Place: Mumbai  
Date: 14.08.2015

By Order of the Board of Directors  
**For Visagar Polytex Limited**

Sd/-  
**Tilokchand Kothari**  
**Chairman & Managing Director**  
(DIN: 00413627)



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### NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (“meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself /herself and the proxy need not be a member of the Company. The instrument appointing the proxy in the Proxy Form (MGT 13), in order to be effective, shall be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty (50) 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 shareholder.

2. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. 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.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. The Company has notified closure of Register of Members and Share Transfer Books from September 24, 2015 to September 30, 2015 (both days inclusive) for the purpose distribution of dividend and annual book closure.
6. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agents, M/s. Adroit Corporate Services Private Limited, cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the members.
7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their Bank Details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrar and Share Transfer Agent, M/s. Adroit Corporate Services Private Limited, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Company’s Registrar and Share Transfer Agent.





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In case the mailing address mentioned on the Attendance Slip is without the PINCODE, Members are requested to kindly inform the PINCODE immediately.

8. Dividend for the Financial Year ended 30<sup>th</sup> June, 2008 and thereafter, which remains unclaimed or unpaid for a period of seven years will be transferred to the IEPF under Section 124(5) of the Companies Act, 2013. Members who have not encashed the dividend warrant(s), so far for the financial year ended 30<sup>th</sup> June, 2008 or any subsequent financial years, are requested to submit their claims to the Registered Office of the Company. It may also be noted that once the unclaimed dividend is transferred to IEPF as stated no further claim shall be entertained by the Company in respect thereof.
9. Members, holding shares in physical form, are requested to notify changes in address, if any, to the Registrars of the Company immediately, quoting their folio numbers. Members, holding shares in dematerialized form, should send the above information to the respective Depository Participants.
10. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.
11. Members desirous of getting any information in relation to the Company's Annual Report 2014-15 are requested to address their query (ies) well in advance, i.e. at least 10 days before the Meeting, to the Secretary of the Company to enable the Management to keep the information readily available at the Meeting.
12. Members/Proxies should bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is sent with this Annual Report. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.
13. Members holding shares in single name and physical form are advised to make nomination in respect of shareholding in the Company. Members can avail of the Nomination facility by filing Form SH-13 with the Company or its Registrar. Blank forms will be supplied on request. In case of shares held in Demat form, the nomination has to be lodged with their DP.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Adroit Corporate Services (P) Ltd., for consolidation into a single folio.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Adroit Corporate Services (P) Ltd., 19/20 , Jafferbhoy Industrial Estate, 1<sup>st</sup> floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400 059.



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16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of declaration of the result of the Annual General Meeting of the Company.
18. Electronic copy of the Notice of the 32<sup>nd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 32<sup>nd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
19. Members may also note that the Notice of the 32<sup>nd</sup> Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website [www.visagarpolytex.in](http://www.visagarpolytex.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [investors@visagar.com](mailto:investors@visagar.com).
20. Voting through electronics means:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

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

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





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The remote e-voting period commences on September 27, 2015 (10.00 am) and ends on September 29, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 24, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are

- i. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
- ii. Launch the internet browser by typing the URL <https://www.evoting.nsdl.com/>
- iii. Click on "Shareholder-Login":
- iv. Put user ID and Password noted in step (A) above as the initial password and click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login. if you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- v. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- vi. Home page of remote "e-voting" opens. Click on "e-voting": Active Voting Cycles.
- vii. Select "EVEN (E-Voting Event Number)" of **VISAGAR POLYTEX LIMITED**, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
- viii. Now you are ready for "e-voting" as "Cast Vote" Page opens.



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- ix. Cast your vote by selecting appropriate option and click “Submit” and also “Confirm” when prompted. Kindly note that vote once cast cannot be modified.
- x. Institutional shareholders (i.e. other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution /authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at: [skjaincs1944@gmail.com](mailto:skjaincs1944@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

B: In case a Member receives physical copy the Notice of the 32<sup>nd</sup> AGM [for Members whose email IDs are not registered with the Company/Depository Participants(s) or requesting Physical Copy]

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the 32<sup>nd</sup> AGM:

EVEN (E-Voting Event Number)      USER ID      PASSWORD/PIN \_\_\_\_\_

(ii) Please follow Sl. No.(i) to Sl. No. (x) above to cast vote.

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. Dr. S. K. Jain, Practicing Company Secretary (Membership No. 1473 C.P. No.: 3076) and Proprietor of S. K. Jain and Company has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner Profile of Directors to be re-appointed/appointed pursuant to Clause 49 of the Listing Agreement.

### Other information:

- Login to e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to re-set the same.
- Please note that you can use this login exclusively for voting on the Resolutions placed by the companies of which you are a shareholder.
- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; [www.icicidirect.com](http://www.icicidirect.com) for the purpose of casting your votes electronically by using your existing user ID and password used for accessing



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the website [www.icidirect.com](http://www.icidirect.com). Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-Voting system of NSDL.

21. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **September 24, 2015**.
22. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 24, 2015** and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
23. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting or the Managing Director of the Company or to a person so authorised by any one of them in writing who shall countersign the same.

The Scrutinizer's decision on the validity of the vote shall be final and binding.

24. The Results shall be declared within 48 hours on or after the day of Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.visagarpolytex.in](http://www.visagarpolytex.in) and shall simultaneously forward the results to BSE Limited and to NSDL within two(2) working days of passing of the resolutions at the 32<sup>nd</sup> Annual General Meeting of the Company.
25. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 4.00 p.m. up to the date of declaration of the result of the 32<sup>nd</sup> Annual General Meeting of the Company.



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

#### ITEM NO. 5

At the AGM held on 15<sup>th</sup> December 2012, the Members of the Company had approved of the appointment and terms of remuneration of Mr. Tilokchand Kothari as Managing Director of the Company for a period of 3 (Three) years from 1<sup>st</sup> August 2012, on a total monthly remuneration of Rs. 80,000/- (Rupees Eighty Thousand Only). After which at the AGM held on 24<sup>th</sup> December 2014, the remuneration of Mr. Kothari was increased to Rs. 100,000/- per months.

Since the existing term of Mr. Kothari had expired on 31<sup>st</sup> July 2015, the Board of Directors have, subject to the approval of the shareholders, re-appointed Mr. Tilokchand Kothari as Chairman and Managing Director of the Company with effect from 01<sup>st</sup> August 2015 for a period of 5 years on the remuneration, terms and conditions recommended by the nomination and remuneration committee as set out herein.

As the terms of re-appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not required for this re-appointment.

Taking into consideration, the role of Mr. Tilokchand Kothari in the functioning and success of the Company and considering the duties and responsibilities of the Chairman and Managing Director and on the recommendation of the nomination and remuneration committee, the Board at their meeting held on 14<sup>th</sup> August 2015, approved the remuneration, terms and conditions of the re-appointment of Mr. Tilokchand Kothari, subject to approval of the shareholders on remuneration and on terms and conditions given hereunder:

A) Salary: Rs. 24,00,000/- p.a.

B) Perquisites and allowances: In addition to the above salary, he shall be entitled to the following perquisites and allowances restricted to an amount equal to half of his annual salary in a financial year:

i) Leave travel concession: For self and family once in a year incurred in accordance with the rules of the company;

ii) Facility of chauffeur driven car;

iii) Allowances and other perquisites: Special allowance and/ or any other allowances or perquisites as determined by the nomination & remuneration committee.

The above perquisites and allowances shall be evaluated as per income-tax rules, wherever applicable. In the absence of any such rules, these shall be evaluated at actual cost.



# VISAGAR POLYTEX LIMITED

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### C) Other Benefits:

- i) Reimbursement of actual medical expenses incurred in India or abroad for self and family including hospitalization expenses, treatment expenses and in case of medical treatment abroad, the air fare, boarding/lodging, travel, etc., for self and family and attendant;
- ii) Medical/Personal accident/ Travel insurance: Actual premium to be paid by the Company for self & family;
- iii) Telephone: Free telephone facility at residence including mobile phone & other suitable communication facilities;
- iv) Household Expenses: Re-imbursement of salary paid to household maids/servants upto two numbers and not beyond that.

D) Minimum remuneration: Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. Tilokchand Kothari, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the maximum as laid down in Section II of Part II of Schedule V to the Companies Act, 2013 as minimum remuneration.

Further your attention is drawn to the provisions laid under Section 197 of the Companies Act, 2013 which states that the remuneration payable to the managing director shall not exceed 5% of the net profits of the Company. However, Mr. Tilokchand Kothari is being paid remuneration beyond 5% of net profits. Under Section II of PART II of Schedule V of the Companies Act, 2013 provides that where in any financial year during the currency of tenure of a managing director, a company has no profits or its profits are inadequate, a Company having effective capital more than Rs. 5 Crores and less than Rs.100 Crores may, without Central Government approval, pay remuneration to the Managing Director not exceeding Rs.42 lacs per annum subject to approval of Nomination & Remuneration Committee, Board of Directors and Members by Special Resolution.

In terms of provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 1956, the payment of remuneration to Mr. Tilokchand Kothari as Managing Director have been approved by Nomination & Remuneration Committee & Board of Directors and requires approval of Members by Special Resolution.

Your directors recommend the resolution at Item no. 5 for the approval of Members as an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Tilokchand Kothari and Mr. Sagar Kothari are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.



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### STATEMENT FORMING PART OF NOTICE CONVEYING THE ANNUAL GENERAL MEETING DATED 14.08.2015 AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V

#### I. GENERAL INFORMATION

- (1) Nature of Industry : Textile Manufacturing & Marketing
- (2) Date of commencement of commercial production : Date of Incorporation : 16<sup>th</sup> June 1983  
Date of commencement of business activity: 9<sup>th</sup> September 1983
- (3) In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus. : N.A.
- (4) Financial performance based on given indicators. : (Rs. In Lacs)

	2014-15	2013-14	2012-13	2011-12	2010-11
Paid up Capital	167.86	167.86	167.86	167.86	160.00
Reserves & Surplus	2404.11	2253.28	2171.72	2097.16	965.14
Secured Loans	985.59	862.12	956.60	773.87	317.68
Turnover	6093.17	7060.52	6276.25	5942.84	5422.23
Profit before tax	230.99	116.20	114.20	120.13	114.19
Dividend	55.4	16.79	16.79	16.79	16.00

- (5) Foreign Investments or Collaborators, if any. : None

#### II. INFORMATION ABOUT THE APPOINTEE

- (1) Background details : Mr. Tilokchand Kothari, 51 years of age, did his graduation from Rajasthan University in Commerce field. Mr. Kothari has entered in the Company in the year 1997 as Promoter & Director and since then has been instrumental in the growth and success of the Company. Apart from textile industry, he has ventured into various other segments like Media production & distribution, Trading, etc.





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(2) Past Remuneration\* : (Amount in Rs.)

Name	w.e.f. 01.12.2014 31.03.2015	01.08.2012 to 30.11.2014	30.07.2007 to 30.07.2012
Mr. Tilokchand Kothari	1,00,000/- per month	80,000 per month	2,50,000 per annum

\*Remuneration Package includes Basic Salary, House Rent Allowance, Conveyance, Medical, Leave Travel Allowance (LTA) and Bonus but does not include contribution to Provident Fund & Superannuation Fund, Gratuity and Leave Encashment.

(3) Recognition or awards : --

(4) Job Profile and his suitability : Plan, direct and monitor the organisation's activities to achieve targets and standards for business performance.

Direct functions and performance via the executive team.

Maintain and develop organisational culture, values and reputation in its markets and with all stakeholders.

Report to Board of Directors on organisational plans and performance.

Ensure activities meet and integrate with organisational requirements for quality management, health and safety, legal stipulations, environmental policies and general duty of care.

Mr. Tilokchand Kothari has worked his way to the highest level of the corporate ladder from the grass roots. He has progressed by his sheer hard work, trustworthiness, experience and his ability to face new challenges.

(5) Remuneration proposed Rs.24.00 lacs p.a.



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- |     |   |          |
|-----|---|----------|
| (6) | Comparative remuneration profile with respect to industry, size of the Company, profile of the position of person (in case of expatriates the relevant details would be w.r.t. the country of his origin) | N.A.     |
| (7) | Pecuniary relationship, directly and indirectly, with the Company or relation with the managerial person, if any.   | Promoter |

### III. OTHER INFORMATION

- |     |  |   |   |
|-----|--|---|---|
| (1) | Reasons of loss or inadequacy of profits                           | : | Adverse Market Conditions.  |
| (2) | Steps taken or proposed to be taken for improvement.               | : | Monitoring of expenses and working capital management. Expansion of current working capacity to achieve desired sales target. |
| (3) | Expected increase in productivity and profits in measurable terms. | : | Around 15% - 20% improvement in performance and profitability.  |

### IV. DISCLOSURES

1. The details of annual remuneration package of Mr. Tilokchand Kothari is as follows :

I)	<b>Basic Salary</b>	:	Not Exceeding Rs. 24.00 Lacs per annum
II)	<b>Perquisites and allowances:</b>	:	Leave travel concession- For self and family once in a year; Chauffer driven car; Special allowance and/ or any other allowances or perquisites as determined by the nomination & remuneration committee.
III)	<b>Minimum Remuneration</b>	:	Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. Tilokchand Kothari, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the maximum as laid down in Section II of Part II of Schedule V to the Companies Act, 2013 as minimum remuneration.



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IV)	<b>Other Terms</b>	:	<ul style="list-style-type: none"> <li>i) Reimbursement of actual medical expenses incurred in India or abroad for self and family including hospitalization expenses, treatment expenses and in case of medical treatment abroad, the air fare, boarding/lodging, travel, etc., for self and family and attendant;</li> <li>ii) Medical/Personal accident/ Travel insurance: Actual premium to be paid by the Company for self &amp; family;</li> <li>iii) Telephone: Free telephone facility at residence including mobile phone &amp; other suitable communication facilities;</li> <li>iv) Household Expenses: Re-imbursement of salary paid to household maids/servants upto two numbers and not beyond that.</li> </ul>
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### Annexure to Notice

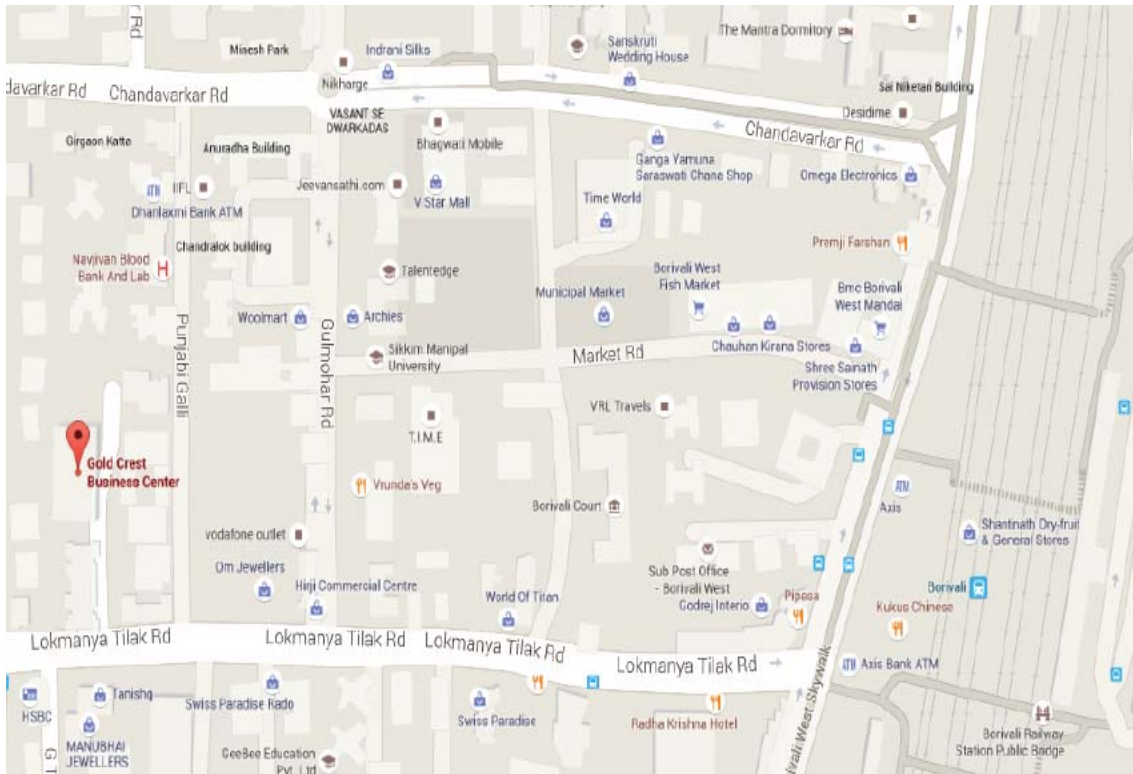
**Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting**  
(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	<b>Mr. Kanwar Lal Rathi</b>	<b>Mr. Tilokchand Kothari</b>
Age	46 years	50 years
Date of Appointment	11.10.2012	30.11.1997
Expertise in specific functional areas	Experience of 20 years in the field of trading and textile Industries.	30 years of experience in the field of Textile Manufacturing and Marketing. He has been successfully managing the textile business and also ventured into Media production & distribution and trading business.
Qualifications	Graduate	Graduate
List of Limited Companies in which outside Directorship held as on 31.03.2015	- Maharashtra Corporation Limited - Trisha Media Limited	- Sagar Portfolio Services Limited - Shalimar Productions Limited - Trisha Media Limited - Maharashtra Corporation Limited - Visagar Financial Services Limited
Chairman/Member of the Committee of Board of Directors of the Company as on 31.03.2015	Chairman – None Member - Two	Chairman – None Member - Five
No. of Shares held in the Company	None	62,788,000 Equity Shares

*\*The Directorship above does not include Directorship held with Private and foreign companies and companies registered under Section 8 of the Companies Act, 2013.*

### ROUTE FOR THE VENUE OF ANNUAL GENERAL MEETING FROM

### BORIVALI STATION





# VISAGAR POLYTEX LIMITED

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### DIRECTORS' REPORT

The Members,  
VISAGAR POLYTEX LIMITED

Your Directors are pleased to present their **32<sup>nd</sup> Annual Report** together with the Balance Sheet and the Profit and Loss Accounts for the nine months year ended March 31, 2015 and the Auditors Report thereon.

### BUSINESS PERFORMANCE:

(Rs. In Lacs)

Particulars	Nine Months Period Ended 31-03-2015	Year Ended 30-06-2014
Total Revenue	6097.32	7062.93
Less: Total Expenses	(5866.35)	(6946.74)
<b>Profit before Tax</b>	<b>230.97</b>	<b>116.20</b>
Less : Provision For Tax	(60.00)	(15.00)
Less : Deffered Tax	-	-
Less : Short/ Excess earlier year	-	-
<b>Profit/ (Loss) after Tax</b>	<b>170.97</b>	<b>101.20</b>
Balance brought forward from previous year	614.94	533.38
<b>Balance available for appropriation</b>	<b>785.91</b>	<b>634.58</b>
Less: Proposed Dividend	(55.40)	(16.79)
Less: Dividend Distribution Tax	(11.08)	(2.85)
Less: Transfer to General Reserve	-	-
<b>Balance to be carried forward</b>	<b>719.43</b>	<b>614.94</b>

### OPERATIONS AND FUTURE PLANS:

During the nine months period ended the Company recorded profit after tax of Rs. 170.97/- Lacs in comparison to the profit after tax of Rs. 101.02/- Lacs recorded in entire previous year 2013-14. The abovementioned profit for 2014-15 pertains to nine (9) months whereas the profit in comparison of previous year pertains to a period of twelve (12) years. Therefore, your Directors are proud to inform that the profit after tax for nine months ended 31<sup>st</sup> March 2015 had increased by Rs. 69.77 Lacs from previous year. The increase in the profits has encouraged the growth of the Company and is attributed towards favourable market conditions and expansion of Company's product line.

Your Directors are optimistic that with new installed machineries and better designing and execution of job work, the Company will record good profit in coming years also.





# VISAGAR POLYTEX LIMITED

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### **DIVIDEND:**

The Directors recommend a dividend of 3% (Rs. 0.03 per equity share of Re. 1/- each) for the nine months period ended March 31, 2015. Payment of dividend is subject to the approval of shareholders at the ensuing Annual General Meeting.

### **CHANGE IN FINANCIAL YEAR:**

The Board of Directors of the Company in their Meeting held on 06<sup>th</sup> April 2015 approved change in the financial year of the Company from June- July to April – March effective from 1<sup>st</sup> April, 2014. In view of the same, the current financial year is for a period of 9 months, i.e., 1<sup>st</sup> July 2014 to 31<sup>st</sup> March, 2015

### **DIRECTORS:**

In accordance with the provisions of section 152[6] of the Act and in terms of Articles of Association of the Company, Mr. Kanwarlal Rathie [DIN: 06441986] will retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment. The Board recommends his reappointment.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED OR RESIGNED:**

During the period under review, no new Director and Key Managerial Personnel have been appointed on or resigned from the Board. But as a good governance practice and in order to keep our shareholders informed, we would like to state that the following Key Managerial Personnel have been resigned and appointed in the Company before the Board's report was finalised:

- Mr. Sagar Kothari has been appointed as Chief Financial Officer with effect from 6<sup>th</sup> April, 2015.
- Mr. Alok Jain, Company Secretary resigned with effect from 20<sup>th</sup> May, 2015.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has in place an established internal control system designed to ensure proper recording of financial and operational information, compliance of various internal controls and other regulatory and statutory compliances. Internal Audit is conducted throughout the organization by qualified independent Internal Auditors. Findings of the Internal Audit Report are reviewed by the Management and by the Audit Committee of the Board and proper follow up action are ensured wherever required.

### **CHANGE IN THE NATURE OF BUSINESS:**

During the period under review, there is no change in the nature of business of the Company. The Company continues to operate in the Textile manufacturing and trading division.

### **DECLARATION FROM INDEPENDENT DIRECTORS:**

The Company has received declarations from all the Independent Directors confirming that they meet with the criteria of independence as prescribed both under Section 149 (6) of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the BSE.

### **EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of Annual Return in Form MGT-9 as required under Section 92 of the Companies Act, 2013 (herein after referred to as "the Act") forms an integral part of this Report as "Annexure A".



# VISAGAR POLYTEX LIMITED

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### **MEETINGS OF THE BOARD:**

During the nine months period ended 31<sup>st</sup> March 2015, five Board Meetings were held by the Company on 25<sup>th</sup> July 2014, 30<sup>th</sup> August 2014, 11<sup>th</sup> November 2014, 26<sup>th</sup> November 2014 and 14<sup>th</sup> February 2015.

The intervening gap between the meetings was as prescribed under the Companies Act, 2013 and Clause 49 of the Listing Agreement entered with the BSE & NSE. The details of the Committee Meetings held during the period under review forms part of the Corporate Governance Report.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

As required under Section 134(5) of the Companies Act, 2013, the Directors state that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had 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 at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **NOMINATION AND REMUNERATION COMMITTEE POLICY:**

The Board has, on the recommendation of the Nomination & Remuneration committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report as hosted on the [www.visagarpolytex.in](http://www.visagarpolytex.in), website of the Company.

### **AUDIT COMMITTEE:**

The Audit Committee of the Board of Directors of the Company, comprises of three (3) Members, namely Mr. Shivesh Singh, Ms. Pooja Bhardwaj and Mr. Tilokchand Kothari. Two-third of the Members are Independent Directors and one is Executive Director. The Chairman of the Committee is Mr. Shivesh Singh who is an Independent Director. The detail of terms of reference of Audit Committee, number and dates of meetings held and attendance of the Members therein have been specified separately in the attached Corporate Governance Report. The Board accepted the recommendations of the Audit Committee whenever made by the Committee during the year.



# VISAGAR POLYTEX LIMITED

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### **AUDITORS & THEIR REPORT:**

#### ▪ **STATUTORY AUDITORS**

M/s. Sudhir M. Desai & Co., the Auditors retire at the ensuing Annual General Meeting and being eligible offer themselves for reappointment. The Company has received the letter from Auditors to the effect that their appointment if made it would be within the prescribed limits under Section 139 of the Companies Act, 2013.

The Statutory Auditors M/s. Sudhir M. Desai & Co., Chartered Accountants have issued their reports on Standalone Financial Statements for the nine months period ended 31<sup>st</sup> March 2015. There are no adverse remarks or qualifications in the said report. The Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

Your Directors recommend reappointment of M/s. Sudhir M. Desai & Co. as the Auditors of the Company.

#### ▪ **SECRETARIAL AUDIT REPORT:**

In compliance with the provisions of Sec 204 and other applicable provisions of Companies Act 2013, a secretarial audit was conducted during the year by Secretarial Auditors M/s. Rituraj & Associates. The Secretarial Auditor's Report is attached as annexure and form part of this report. There are no qualifications or observations or remarks made by the Secretarial Auditors in their Audit Report. The Secretarial Audit Report forms part of this Notice as "**Annexure B**".

#### ▪ **INTERNAL AUDITOR:**

The Company has appointed M/s. RNA & Associates, Chartered Accountants, (Firm Registration No. 136734W) as Internal Auditor of the Company as per Section 138 of the Act. The internal audit report is reviewed by the audit committee.

### **RISK MANAGEMENT:**

Risk Management is the process of identification, assessment, and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid a comprehensive Risk Assessment and Minimization Procedure, which is reviewed by the Audit committee and approved by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The Policy has been hosted on Company's website [www.visagarpolytex.in](http://www.visagarpolytex.in).

### **PUBLIC DEPOSITS:**

The Company has not accepted any deposit from the general public within the meaning of section 73 of the Companies Act, 2013 and the rules made there under.

### **RELATED PARTY TRANSACTIONS:**

There were no related party transactions in the Company. Hence, Form AOC-2 is not applicable to the Company.



# VISAGAR POLYTEX LIMITED

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The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link <http://vpl.visagar.com/attachments/policyrtp.pdf>. The Disclosures on related party transactions are set out in Notes to the Financial Statement.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY UNDER SECTION 186:**

Details of Loan, Guarantees and Investments covered under the provisions of the Act, are disclosed in the notes to the Financial Statements.

### **MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

During the nine months period ended 31<sup>st</sup> March 2015, there were no material changes and commitment affecting the financial position of the Company have occurred between the period ended 31<sup>st</sup> March 2015 to which financial results relate and the date of the Report.

### **PERFORMANCE EVALUATION OF THE BOARD:**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and other Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Directors being evaluated. The performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors at their separate meeting.

### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

Since the provisions as laid down in the Section 135 of the Companies Act, 2013 are not applicable to the Company, hence no such Committee has been formed. However, Company had always tried in its best possible ways to involve itself in social development activities.

### **SHARE CAPITAL:**

The Issued, Subscribed & Paid up Capital of the Company as on 31<sup>st</sup> March 2015 stands at Rs. 16,786,400/- divided into 16,786,400 Equity Shares of Re. 1/- each. During the period under review, the Company has not issued shares with differential voting rights nor granted any stocks options or sweat equity.

### **DEMATERIALISATION OF SHARES:**

Your Company has connectivity with the National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) for dematerialization of its Equity Shares. The ISIN No. **INE370E01029** has been allotted for the Company Shares. Therefore, the members and/or investors may keep their shareholdings in the electronic mode with their Depository Participant.



# VISAGAR POLYTEX LIMITED

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### **LISTING OF SHARES:**

Equity Shares of the Company are listed with the Bombay Stock Exchange Limited and the National Stock Exchange Limited. The Annual Listing Fees to both the Stock Exchanges has been duly paid by the Company.

### **INSURANCE:**

The fixed assets of the Company have been adequately insured.

### **VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Company has a vigil mechanism policy in place to enable the Directors and employees to report their genuine concerns or grievances by having a direct access to the Chairman of the Audit Committee and the Chief Financial Officer of the Company. The details of the vigil mechanism is explained in the Corporate Governance Report and also posted on the website of the Company.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO:**

Information on conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under section 134[3][m] of the Act read with the Companies [Accounts] Rules, 2014, are provided in the “Annexure C” and forms part of this Report.

### **CORPORATE GOVERNANCE:**

As per Clause 49 of the Listing Agreement entered with the BSE, a separate Report on Corporate Governance practices followed by the Company, together with a Certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

Further, as per Clause 49 of the Listing Agreement entered with the BSE, CEO/CFO Certification confirming the correctness of the financial statements, adequacy of the internal control measures and reporting of matters to the Audit Committee forms an integral part of this Report as “Annexure – D”.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant and material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

### **MANAGEMENT DISCUSSION AND ANALYSIS:**

Management Discussion and Analysis Report is presented in a separate section forming part of this Annual Report as “Annexure – E”.

### **PARTICULARS OF EMPLOYEES:**

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing AGM. If any Member is interested in obtaining a copy thereof, such Member may write to the Compliance Officer in this regard.



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## **SEXUAL HARASSMENT POLICY:**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Committee has been set up to redress the complaints received regarding sexual harassment at workplace. All employees including trainees are covered under this policy.

The following is the summary of sexual harassment complaints received and disposed off during the current financial year.

Number of Complaints received: Nil

Number of Complaints disposed off: Nil

## **ACKNOWLEDGEMENT:**

Your Directors take the opportunity to express their grateful appreciation for the excellent assistance and co-operation received from their Bankers, Customers etc. Your Directors also thank all the shareholders for their continued support and all the employees of the Company for their valuable services during the year.

**By Order of the Board of Directors**

**For Visagar Polytex Limited**

Sd/-

**Tilokchand Kothari**

**Chairman & Managing Director**

(DIN: 00413627)

Place: Mumbai

Date: 30.05.2015





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## Annexure - A

### Form No.MGT-9

Extract of Annual Return as on the financial year ended 31<sup>st</sup> March 2015

[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	L65990MH1983PLC030215
ii)	Registration Date	16/06/1983
iii)	Name of the Company	Visagar Polytex Limited
iv)	Category/Sub - Category of the Company	
v)	Category	Public Company
vi)	Sub - Category	Company limited by shares
vii)	Address of the Registered Office	907/908, Dev Plaza, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai - 400058
viii)	Contact Details	022-67424815 Email id: <a href="mailto:contact@visagar.com">contact@visagar.com</a>
ix)	Whether listed company	Yes
x)	Name, Address and Contact details of Registrar and Transfer Agent, if any	
xi)	Name	Adroit Corporate Services (P) Ltd.
xii)	Address	19/20, Jafferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai - 400059.
xiii)	Contact	Tel: 42270400/2850 3748 Fax No.: 022 -28503748 Email id: <a href="mailto:info@adroitcorporate.com">info@adroitcorporate.com</a>

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture of Textiles	139	100



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## 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
	NA	NA	NA	NA	NA

## 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 (01.07.2014)				No. of Shares held at the end of nine months ended 31.03.2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	7522000	-	7522000	44.81	7522000	-	7522000	44.81	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	1387720	-	1387720	8.27	1387655	-	1387655	8.27	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(1):-</b>	<b>8909720</b>	<b>-</b>	<b>8909720</b>	<b>53.08</b>	<b>8909655</b>	<b>-</b>	<b>8909655</b>	<b>53.08</b>	<b>-</b>
<b>2) Foreign</b>									
a) NRIs- Individuals	-	-	-	-	-	-	-	-	-
b) Other- Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Prom &amp; Prom. Group (A)=(A)(1)+(A)(2)</b>	<b>8909720</b>	<b>-</b>	<b>8909720</b>	<b>53.08</b>	<b>8909655</b>	<b>-</b>	<b>8909655</b>	<b>53.08</b>	<b>-</b>



# VISAGAR POLYTEX LIMITED

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<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	265200	-	265200	1.58	<b>1.58</b>
b) Banks / FI	276500	-	276500	1.65	-	-	-	-	<b>(1.65)</b>
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total(B)(1)</b>	<b>276500</b>	-	<b>276500</b>	<b>1.65</b>	<b>265200</b>	-	<b>265200</b>	<b>1.58</b>	<b>(0.07)</b>
<b>2. Non Institutions</b>									
a) Bodies Corp.									
(i) Indian	6477619	16700	6494319	38.69	6568415	16700	6585115	39.23	0.54
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1049899	49140	1099039	6.55	971123	49140	1020263	6.08	(0.47)
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others									
i) Clearing Member	5982	-	5982	0.04	4994	-	4994	0.03	(0.01)
ii) NRIs	840	-	840	0.01	1173	-	1173	0.01	-
<b>Sub-total(B)(2)</b>	<b>7534340</b>	<b>65840</b>	<b>7600180</b>	<b>45.28</b>	<b>7545705</b>	<b>65840</b>	<b>7611545</b>	<b>45.34</b>	<b>0.06</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>7810840</b>	<b>65840</b>	<b>7876680</b>	<b>46.92</b>	<b>7810905</b>	<b>65840</b>	<b>7876745</b>	<b>46.92</b>	-
Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>16720560</b>	<b>65840</b>	<b>16786400</b>	<b>100.00</b>	<b>16720560</b>	<b>65840</b>	<b>16786400</b>	<b>100.00</b>	-



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## ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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.	Tilok Chand Kothari	5708000	34.00	-	5708000	34.00	-	-
2.	Asha Kothari	1103000	6.57	-	1103000	6.57	-	-
3.	Sagar Tilokchand Kothari	471000	2.81	-	471000	2.81	-	-
4.	Sagar Portfolio Services Ltd	430000	2.56	-	430000	2.56	-	-
5.	Sib Sagar Trade & Agencies Pvt Ltd	390000	2.32	-	390000	2.32	-	-
6.	Maharashtra Corporation Ltd	360000	2.14	-	360000	2.14	-	-
7.	Tilokchand Manekchand Kothari (HUF)	240000	1.43	-	240000	1.43	-	-
8.	Trisha Media Ltd	181400	1.08	-	181400	1.08	-	-
9.	Visagar Financial Services Ltd	26320	0.16	-	26255	0.16	-	-
	<b>Total</b>	<b>8909720</b>	<b>53.08</b>	<b>-</b>	<b>8909655</b>	<b>53.08</b>	<b>-</b>	<b>-</b>



# VISAGAR POLYTEX LIMITED

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

Sr. no		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
	<b>Visagar Financial Services Limited</b>				
	At the beginning of the year	26320	0.16	26320	0.16
	Increase/Decrease during the year:				
	Sale on 23.03.2015	(65)	0.00		
	At the End of the year	26255	0.16	26255	0.16

iv. *Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):*

Sr. No	Name of Shareholder	Shareholding at the beginning of the year		Change in Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total Share Capital	Increase (No. of Shares)	Decrease (No. of Shares)	No. of shares	% of total Share Capital
1.	Sankatharn Merchants Private Limited	313,590	1.87	225,832	-	539,422	3.21
2.	Shatbhisha Trading Private Limited	30,000	0.18	493,989	-	523,989	3.12
3.	Rashel Agrotech Limited	383,021	2.28	57,420	-	440,441	2.62
4.	Sunglow Capital Services Limited	48,166	0.29	279,699	-	327,865	1.95
5.	Shagufta Investment Pvt Ltd	0	-	301,705	-	301,705	1.80
6.	Mayekar Investment Pvt Ltd	0	-	300,000	-	300,000	1.79
7.	Pawanshiv Tradelink Private Limited	21,516	0.13	272,578	-	294,094	1.75
8.	Unity Fin-Cap (P) Ltd.	884	0.01	275,434	-	276,318	1.65
9.	Ashika Stock Broking Ltd	273,996	1.63	-	-	273,996	1.63
10.	Canara Bank-New Delhi	276,500	1.65	-	11,300	265,200	1.58



# VISAGAR POLYTEX LIMITED

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### v. Shareholding of Directors and Key Managerial Personnel:

Sr. No	For Each of the Directors and KMP	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
	<b>Mr. Tilokchand Kothari (Managing Director)</b>				
	At the beginning of the period under review	57,08,000	34.00	57,08,000	34.00
	Increase / Decrease in Share holding during the period under review	--	--	--	--
	At the End of the period under review	57,08,000	34.00	57,08,000	34.00

### V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the FY</b>				
i) Principal Amount	86,212,097	1,723,238	--	87,935,335
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not	--	--	--	--
<b>Total(i+ii+iii)</b>	<b>86,212,097</b>	<b>1,723,238</b>	<b>--</b>	<b>87,935,335</b>
<b>Change in Indebtedness during the FY</b>				
- Addition	12,346,597	--	--	12,346,597
- Reduction	--	(1,723,238)	--	(1,723,238)
<b>Net Change</b>	<b>12,346,597</b>	<b>--</b>	<b>--</b>	<b>10,623,359</b>
<b>Indebtedness at the end of the FY</b>				
i) Principal Amount	98,558,694	--	--	98,558,694
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>98,558,694</b>	<b>--</b>	<b>--</b>	<b>98,558,694</b>





# VISAGAR POLYTEX LIMITED

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## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
		<b>Mr. Tilokchand Kothari (Managing Director)</b>	
	Gross salary		
	(a)Salary as per provisions contained in section17(1) of the Income Tax Act, 1961	Rs. 5,80,000/-	Rs. 5,80,000/-
	(b)Value of perquisites u/s 17(2) of Income Tax Act, 1961	--	--
	(c)Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	--	--
	Stock Option	--	--
	Sweat Equity	--	--
	Commission - as % of profit - others, specify...	--	--
	Others, please specify	--	--
	<b>Total (A)</b>	<b>Rs. 5,80,000/-</b>	<b>Rs. 5,80,000/-</b>

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
	<i>(Sitting Fees)</i>	<b>Mr. Kamal Ahuja</b>	<b>Mr. Shivesh Singh</b>	<b>Ms. Pooja Bharadwaj</b>	
	<u>Independent Directors</u>				
	Fee for attending Board/Committee Meetings	Rs. 27,500/-	Rs. 32,500/-	Rs. 35,000/-	Rs. 95,000/-
	Commission	--	--	--	--
	Others, please specify	--	--	--	--
	<b>Total (1)</b>	<b>Rs. 27,500/-</b>	<b>Rs. 32,500/-</b>	<b>Rs. 35,000/-</b>	<b>Rs. 95,000/=</b>
	<u>Other Non-Executive Directors</u>				
	Fee for attending board / committee meetings	--	--	--	--
	Commission	--	--	--	--
	Others, please specify	--	--	--	--
	<b>Total (2)</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
	<b>Total (B)=(1+2)</b>	<b>Rs. 27,500/-</b>	<b>Rs. 32,500/-</b>	<b>Rs. 35,000/-</b>	<b>Rs. 95,000/=</b>
	<b>Total Managerial Remuneration</b>	<b>Rs. 27,500/-</b>	<b>Rs. 32,500/-</b>	<b>Rs. 35,000/-</b>	<b>Rs. 95,000/=</b>
	<b>Overall Ceiling as per the Act</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>-</b>

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel	
		<b>Mr. Alok Jain Company Secretary</b>	<b>Total</b>
	Gross salary		
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs. 99,000/-	Rs. 99,000/-
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--
	c) Profits in lieu of salary under section 17 (3) of Income Tax Act, 1961	--	--
	Stock Option	--	--
	Sweat Equity	--	--
	Commission	--	--
	- as % of profit		
	- others, specify...		
	Others, please specify	--	--
	<b>Total</b>	<b>Rs. 99,000/-</b>	<b>Rs. 99,000/-</b>

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD/NCLT/ Court]	Appeal made. If any(give details)
<b>A. Company</b>					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
<b>B. Directors</b>					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
<b>C. Other Officers In Default</b>					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--



# VISAGAR POLYTEX LIMITED

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### Annexure – B

#### Secretarial Audit Report

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

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015 (9 MONTHS)**

To,  
The Members,  
**Visagar Polytex Limited**  
907, Dev Plaza, 9<sup>th</sup> Floor,  
Opp. Andheri Fire Station, Andheri(west)  
Mumbai - 400059

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **M/S Visagar Polytex Limited** (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts /statutory compliances and expressing our opinion thereon.

Based on my verification of the **M/S Visagar Polytex Limited’s** books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period 01<sup>st</sup> July, 2014 to 31<sup>st</sup> March, 2015 (“the reporting 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:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/S Visagar Polytex Limited** (“the Company”) as given in **Annexure I**, for the period 01<sup>st</sup> July, 2014 to 31<sup>st</sup> March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder for specified Sections notified and came into effect from 12th September, 2013 and Sections and Rules notified and came into effect from 1st April, 2014;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Securities and Exchange Board of India (Depository & Participants) Regulations, 1996 thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-



# VISAGAR POLYTEX LIMITED

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- i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
2. Provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of External Commercial Borrowings, Foreign Direct Investment and Overseas Direct Investment were not attracted to the Company under the financial year under review.
3. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:-
- i. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable as the Company has not made any further issue of Shares)
  - ii. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable as the Company has not issued any Debt securities during the Financial Year under review)
  - iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable as the Company has not delisted/propose to delist its Equity Shares from any Stock Exchange during the Financial Year under review)
  - iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable as the Company has not brought back/propose to Buy-back any of its securities during the Financial Year under review)
  - v. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable as the Company has not introduced any such scheme during the Financial Year under review)
4. The Company has no specific laws applicable.
5. I have relied on the Representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibly of the management. My examination was limited to the verification of procedure on test basis. The list of major head/groups of Acts, Laws and Regulations as generally applicable to the Company is given in **Annexure II**.
6. In case of Direct and Indirect Tax Laws like Income Tax Act, Service Tax Act, Excise & Custom Acts I have relied on the Reports given by the Statutory Auditors of the Company.



# VISAGAR POLYTEX LIMITED

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 1956; **(Not notified and hence not applicable to the Company during Audit period) and**
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange and National Stock Exchange

**I further report that:**

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

Adequate notice was 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 and recorded as part of the minutes.

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

**I further report that** during the year/audit period under report, the Company has undertaken the following events/ actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place: Mumbai  
Date: 30.05.2015

For Ritu Raj & Associates

Proprietor  
Ritu Raj  
Membership No. 36430  
COP No. 13478



# VISAGAR POLYTEX LIMITED

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### ANNEXURE - I

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished and representations made to me by the Company, its officers and agents, I report that the Company has, during the financial year under review, complied with the provisions of the Acts, the Rules made thereunder the Memorandum & Articles of Association of the Company with regard to:-

#### List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the financial year ended 30<sup>th</sup> June, 2014.
3. Minutes of the Meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Share Transfer Committee, and Stakeholders' Relationship Committee along with Attendance Register held during the Financial Year under report.
4. Minutes of General Body Meetings held during the Financial Year under report.
5. The entries in the Statutory Registers were made within prescribe time.
6. Agenda papers submitted to all the Directors /Members for the Board Meetings and Committee Meetings.
7. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of the Companies Act, 2013 and attachments thereto during the Financial Year under Report.
8. Intimations received from directors under The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
9. e-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report.
10. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement during the financial year under report.



# VISAGAR POLYTEX LIMITED

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### ANNEXURE - II

#### **Registered & Corporate Office:**

907, Dev Plaza, 9<sup>th</sup> Floor,  
Opp. Andheri Fire Station, Andheri(west)  
Mumbai - 400059

#### **Corporate Office:**

907, Dev Plaza, 9<sup>th</sup> Floor,  
Opp. Andheri Fire Station, Andheri(west)  
Mumbai - 400059

#### **Textile Factory:**

359/360/361/362, Anjani Industrial Estate,  
Vibhaag-3, Gothan, Olpad,  
Surat - 394130

#### **List of applicable laws to the Company**

1. Factories Act, 1948 read with the rules made thereunder applicable in the respective states;
2. Industrial Dispute Act, 1947 and the rules made thereunder;
3. Payment of Bonus Act, 1956 and the rules made thereunder;
4. Payment of Gratuity Act, 1972 and the rules made thereunder;
5. Payment of Wages Act, 1938 and the rules made thereunder;
6. The Minimum Wages Act, 1948 and the rules made thereunder;
7. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal ) Act, 2013 and the rules made thereunder;
8. Maternity Benefits Act, 1961 and the rules made thereunder;
9. Industrial Employment Standing Orders Act, 1946 and the rules made thereunder;
10. Professional Tax Act, 1975;
11. Employees' Provident Fund Act, 1952 and Miscellaneous Provisions act 1952 and the rules made thereunder;
12. Employees State Insurance Act, 1948 and the rules made thereunder;
13. The Contract Labour Act, 1970 and the rules made thereunder;
14. Workmen's Compensation Act, 1923 and the rules made thereunder;
15. Shops and Establishment Act, 1948;
16. Negotiable Instruments Act, 1881;
17. Information Technology Act, 2000;





# VISAGAR POLYTEX LIMITED

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To,  
The Members,

**Visagar Polytax Limited**

907, Dev Plaza, 9<sup>th</sup> Floor,  
Opp. Andheri Fire Station, Andheri(west)  
Mumbai - 400059

Our Secretarial Audit Report of Even date is to be read along with this letter.

**Management's Responsibility**

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility**

2. Our responsibility is to express an opinion on these secretarial records, system, standards and procedures based on our audit.
3. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer**

4. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

Place: Mumbai  
Date: 30.05.2015

For Ritu Raj & Associates

Proprietor  
Ritu Raj  
Membership No. 36430  
COP No. 13478

### Annexure - C

Information pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as provided under section 134[3][m] of the Companies Act, 2013 read with Rule No. 8 of the Companies [Accounts] Rules, 2014

<b>A.</b>	<b>Conservation of Energy:</b>	
1.	Steps taken or impact on conservation of energy	<b>None</b>
2.	Steps taken for utilization of alternate sources of energy	None
3.	Capital Investment on energy conservation equipments	None
<b>B.</b>	<b>Technology absorption:</b>	
1.	Efforts made towards technology absorption	<b>N.A.</b>
2.	Benefits derived	<b>N.A.</b>
3.	Details of technology imported in last three years	<b>N.A.</b>
	a. Details of technology imported	-
	b. Year of import	-
	c. Whether the technology been fully absorbed	-
	d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof;	-
4.	Expenditure incurred on Research and Development	<b>N.A.</b>
<b>C.</b>	<b>Foreign exchange earnings and outgo:</b>	
	During the year, there were no foreign exchange inflows or outgo.	

### FORM "A"

Form for disclosure of particulars with respect to conservation of energy

A)	Power & Fuel Consumption	Nine months period ended 31.03.2015	2013-14
1.	<b>Electricity Purchased</b>		
	Units consumed	114,905	165,027
	Total Amount	Rs. 966,734	Rs. 1,236,053
	Average Rate/Unit (in Rs.)	Rs. 8.41	Rs. 7.49
2.	<b>Diesel Consumed for Generators</b>		
	Total Amount	Rs. 84180	Rs. 82,000
B)	<b>Consumption per unit of production</b>		
	Currently the Company is involved in doing job work on the manufactured cloth. The per unit consumption of electricity cannot be measured as the unit is number of stitches which cannot be calculated as the number are very high.		



# VISAGAR POLYTEX LIMITED

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### Annexure - D

## CORPORATE GOVERNANCE REPORT

The detailed report on Corporate Governance as per the format prescribed by SEBI and incorporated in Clause 49 of the Listing Agreement is set out below:

### MANDATORY REQUIREMENTS

#### **A. COMPANY'S PHILOSOPHY**

The Company's Philosophy on Corporate Governance envisages attainment of the high level of transparency and accountability in the functioning of the Company and assist the top management of the Company in the efficient conduct of its business internally and externally, including its interaction with employees, shareholders, creditors, consumers and institutional and other lenders and place due emphasis on regulatory compliance.

Your Company is committed to sound principles of Corporate Governance with respect to all of its procedures, policies and practices. The governance processes and systems are continuously reviewed to ensure highest ethical and responsible standards being practiced by your Company. We strongly believe that retaining and enhancing stakeholder trust is indispensable for sustained corporate growth and are determined to work to achieve this end. The Company operates in compliance with all regulatory and policy requirements as well as industry ethical guidelines.

#### **B. BOARD OF DIRECTORS**

##### **COMPOSITION AND CATEGORY**

The Company believes that an active, well informed and independent Board of Directors is vital to achieve the apex standards of Corporate Governance. The composition of the Board of Directors is in accordance with the requirements of the revised Clause 49 of the Listing Agreement, the Companies Act, 2013 and the Articles of Association of the Company. Independent Directors are Directors, who apart from receiving Directors' remuneration do not have any other material pecuniary relationship or transactions with the Company.



# VISAGAR POLYTEX LIMITED

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The Composition of the Board of Directors as on March 31, 2015 was as follows:

Name	Category	Number of Directorship in other Public Limited Companies*	Number of Chairmanship in Committees of Boards of other Public Limited Companies	Number of Membership in Committees of Boards of other Public Limited Companies #
Mr. Tilokchand Kothari	Chairman & Managing Director	5	None	Five
Mr. Kanwarlal Rathi	Executive Director	2	None	None
Mr. Kamal Ahuja	Independent, Non-Executive	3	None	2
Mr. Shivesh Anugrah Singh	Independent, Non - Executive	None	None	None
Ms. Pooja Bharadwaj	Independent, Non - Executive	One	None	None

\*Excludes Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

#Includes only the membership of Audit and Shareholders/Investors' Grievance Committees of Indian public limited companies.

### **BOARD MEETINGS AND ATTENDANCE**

During the nine months period ended March 31, 2015, Five (5) Board Meetings were held on July 25, 2014, August 30, 2014, November 11, 2014, November 26, 2014 and February 14, 2015.

The Attendance Record of each Director at Board Meetings and the last Annual General Meeting (AGM) is as under:

Sr. No.	Name of Directors	No. of Board Meetings attended	Attendance at last AGM held on 24.12.2014
1	Mr. Tilokchand Kothari	5	Present
2	Mr. Kanwarlal Rathi	5	Present
3	Mr. Kamal Ahuja	3	Present
4	Mr. Shivesh Anugrah Singh	4	Present
5	Ms. Pooja Bharadwaj	3	Absent

### **BOARD PROCEDURE**

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

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

### **I. Audit Committee**

#### ***Broad Terms of Reference***

The terms of reference of this Committee are quite comprehensive and are in conformity with the provisions of Clause 49 (III) of the Listing Agreement as well as Section 177 of the Companies Act, 2013.

The terms of reference of the Audit Committee include the following:

#### **The broad terms of reference and functions of the Audit Committee are as follows:**

- Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements is correct, sufficient and credible;
- Recommending to the Board the appointment, re-appointment and removal of statutory auditors, internal auditors and fixation of their remuneration;

- iii) Fixing and approving the payments to statutory auditors for any other services rendered by them;
- iv) Reviewing with management the annual financial statements and auditor's report before submission to the Board for approval, focusing primarily on:
  - Matters required to be included in the Director's Responsibility statement to be included in the Board Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - Any changes in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on exercise of judgments by management;
  - Qualifications in draft audit report;
  - Significant adjustments made in the financial statements arising out of audit;
  - Compliance with listing and legal requirements concerning financial statements;
  - All related party transactions i.e., transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc.
- v) Reviewing the quarterly and half yearly financial statements and recommendation of the same to the Board;
- vi) Reviewing with the management, statutory and internal auditors, internal financial controls and risk management system;
- vii) Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board;
- viii) Reviewing the adequacy of internal audit functions, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- ix) Review and monitor the auditor's independence and performance, and effectiveness of audit processes;
- x) Scrutinizing of the inter corporate loans & investments;
- xi) Discussion with Internal Auditors, any significant findings and follow up thereon;
- xii) Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- xiii) Approval or any subsequent modification of transactions of the Company with related parties;
- xiv) To look into reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
- xv) To review the functioning of the Whistle Blower and Vigil mechanism;
- xvi) Valuation of undertaking or assets of the Company where ever it is necessary;
- xvii) Approval of appointment of CFO (i.e. the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- xviii) Evaluation of internal financial controls and risk management systems;
- xix) Reviewing statement of significant related party transactions and Management Discussion and analysis of financial condition and results of operations;
- xx) Discussing with Statutory Auditors about the nature and scope of audit before the commencement of audit as well as post audit discussion to ascertain any area of concern;
- xxi) All such other functions as may be specified from time to time

The Audit Committee is empowered pursuant to its terms of reference:

- i) Investigation of any activity within its terms of reference;
- ii) Seeking information from any of the employees while investigating;
- iii) Obtaining outside legal or other professional advice on any matter as it may consider necessary.

Minutes of meetings of the Audit Committee are circulated to members of the Committee, Board and the invitees and are being noted at the subsequent Meeting of the Committee.

### ***Composition & Attendance***

The Audit Committee of the Company comprises three Directors, of which, two Members are Non-executive Independent Directors and one is Executive. The Chairman of the Committee is a Non-Executive Independent Director nominated by the Board. All these Directors are financially literate and possess knowledge of corporate finance, accounts and Company Law. Mr. Sagar Kothari, Chief Financial Officer and representatives of the Statutory & Internal Auditors are invitees to the Meetings.

During the period ended 31<sup>st</sup> March 2015, three (3) Meetings of Audit Committee were held on 30<sup>th</sup> August 2014, 11<sup>th</sup> November 2014 and 14<sup>th</sup> February 2015.

The constitution of the Committee and details of the meetings attended by the Members are as follows:

Sr. No.	Name of the Member	Position	Committee Meetings Attended
1.	Mr. Shivesh Singh	Chairman - Independent, Non-Executive	3
2.	Ms. Pooja Bhardwaj	Member - Independent, Non-Executive	3
3.	Mr. Tilokchand Kothari	Member - Executive	3

### ***II. Stakeholders' Relationship Committee***

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Committee has been renamed from the existing "Stakeholders' Grievances Committee" to the "Stakeholders' Relationship Committee" and the same been reconstituted.

The Committee oversees all the matters relating to Shareholders'/Investors' grievances/complaints. The Committee consists of three members, chaired by a Non-Executive Independent Director.

The terms of reference and functions of the Committee are as under:

- i) Timely redressal of grievances of shareholders/ investors of the Company;
- ii) Overseeing transfer and transmission of securities;



- iii) Handling and disposing complaints related to transfer of shares, non-receipt of declared dividend, non receipt of Annual reports, any information sought by shareholders, etc.
- iv) Issuance of duplicate shares certificates;
- v) Review of dematerialization of shares and related matters;
- vi) Monitoring implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 1992;
- vii) Performing various functions relating to the interests of shareholders/investors of the Company as may be required under the provisions of the Companies Act, 2013, Listing Agreement with the Stock Exchanges and regulations/guidelines issued by the SEBI or any other regulatory authority

### *Composition & Attendance*

During the nine months period ended March 31, 2015, Three (3) Committee Meetings were held on 30<sup>th</sup> August 2014, 11<sup>th</sup> November 2014 and 14<sup>th</sup> February 2015.

The constitution of the Stakeholder's Relationship Committee is as under:

Sr. No.	Name of the Member	Position	Committee Meetings Attended
1.	Ms. Pooja Bhardwaj *	Chairman, Independent, Non-Executive	3
2.	Mr. Tilokchand Kothari	Member, Executive	3
3.	Mr. Kamal Ahuja	Member, Independent, Non-Executive	3

\* The Board of Directors in their Meeting held on 14<sup>th</sup> February, 2015 have reconstituted the composition of Stakeholder's Relationship Committee by appointing Ms. Pooja Bhardwaj, Independent Director as the Chairman of the Stakeholder's Relationship Committee Committee to make it in conformity and in accordance with Clause 49 of the Listing Agreement and the Companies Act, 2013.

### *Shareholders'/Investors' Redressal*

During the period under review, the Company did not receive any complaints for non-receipt of transferred Share Certificates, Annual Reports, Warrants etc. and hence no complaints outstanding as on 31<sup>st</sup> March, 2015. To expedite these processes the Board has delegated necessary powers to the Registrar and Share Transfer Agents viz. M/s. Adroit Corporate Services Private Limited.

### III. Nomination & Remuneration Committee

The Remuneration Committee was renamed as Nomination & Remuneration Committee in terms of Listing Agreement and Companies Act, 2013 at a board meeting held on 11<sup>th</sup> November, 2014.

**The Board terms of reference and functions of the Nomination and Remuneration Committee are as follows:**

- i) Identifying persons qualified to become Directors and can be appointed in Senior Management in accordance with the criteria as may laid down and recommend their appointment or removal to the Board at any point of time;
- ii) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- iii) Recommend to the Board appointment or reappointment of Directors and appointment of Key Managerial Personnel;
- iv) Performance evaluation of every Director;
- v) Formulation of criteria for evaluation of Independent Directors and the Board;
- vi) Fixation of salary, perquisites and commissions etc. to the Directors of the Company.

### *Composition & Attendance*

During the nine months period ended March 31, 2015, Two (2) Committee Meetings were held on 30<sup>th</sup> August 2014 and 11<sup>th</sup> November 2014.

The constitution of the Nomination & Remuneration Committee is as follows:

Sr. No.	Name of the Member	Position	Committee Meetings Attended
1.	Mr. Pooja Bhardwaj	Chairman- Independent, Non-Executive	2
2.	Mr. Shivesh Singh	Member - Independent, Non-Executive	2
3.	Mr. Kamal Ahuja	Member – Independent, Non-Executive	1

**Details of Sitting Fees paid to Non-Executive Independent Directors for the nine months period ended 31<sup>st</sup> March, 2015:**

The Non-Executive and Independent Directors are paid sitting fees for each meeting of the Board and the Committee thereof which is decided by the Board and are within the limits as prescribed under Companies Act, 2013.

Name of Director	Sitting Fees (Rs.)
Mr. Kamal Ahuja	Rs. 25,000/-
Mr. Shivesh Anugrah Singh	Rs. 32,500/-
Ms. Pooja Bhardwaj	Rs. 35,000/-

### Remuneration to the Executive Directors for the nine months period ended 2014-2015:

The appointment and remuneration of the Managing Director and Executive Director is governed by resolutions passed by the Committee and the Board of Directors and Shareholders of the Company, as may be applicable. Remunerations paid to the Managing Director and Executive Directors are recommended first by the Committee, and then approved by the Board of Directors and thereafter by members in General Meeting etc, as applicable.

During the year, Mr. Tilokchand Kothari, Managing Director and Mr. Kanwarlal Rathi, Executive Directors have drawn remuneration from the Company. The details of their remuneration are as follows:

Particulars	Mr. Tilokchand Kothari (Managing Director)	Mr. Kanwarlal Rathi (Executive Director)
Salary	Rs. 5,80,000/-	Rs. 3,00,000/-
Perquisites	NIL	NIL
Commission	NIL	NIL
<b>Total</b>	<b>Rs. 5,80,000/-</b>	<b>Rs. 3,00,000/-</b>

### C. INDEPENDENT DIRECTORS MEETING

During the year, the Independent Directors met on 14<sup>th</sup> February, 2015, inter alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Director as a whole;
- Evaluation of performance of Chairperson of the Company, taking into the views of Executive Directors'
- Assessing the quality, content and timelines of flow of information between the Management and the Board to effectively and reasonably perform its duties.

### D. PERFORMANCE EVALUATION OF THE BOARD

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board. Evaluation procedure covered various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Independent Directors was carried out by the entire Board.

#### *Performance Evaluation of the Chairman*

The Independent Directors carried out the performance evaluation of the Chairman. They also take into account the views of Executive/other Directors on the Board. It was one of the matters which were discussed in Meeting of the Independent Directors held on 14<sup>th</sup> February, 2015.



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### *Compliance Officer*

Due to the resignation of Mr. Alok Jain, **Mr. Tilokchand Kothari** has been designated as the Compliance Officer in terms of the listing agreement executed by the Company with the Stock Exchange.

### **E. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The Company familiarizes its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes. These include orientation programme upon induction of new Directors, as well as other initiatives to update the Directors on a continuing basis.

The Familiarisation programme for Independent Directors is disclosed on the Company's website at <http://vpl.visagar.com/attachments/FamiliarizationProgrammeIndependentDirectors.pdf>.

### **F. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Whistle Blower Policy and Vigil Mechanism provides a channel to the employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy and also provides for adequate safeguards against victimization of employees by giving them direct access to the Chairman of the Audit Committee in exceptional cases.

The Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

The Whistle Blower Policy of the Company is also posted on the website of the Company – <http://vpl.visagar.com/attachments/WhistleblowerVigilPolicy.pdf>.

### **G. RISK MANAGEMENT**

The Company has procedures to inform Board of Directors about risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through the means of properly defined framework. Your Company had framed a policy which can be viewed on the website of the Company – [www.visagarpolytex.in](http://www.visagarpolytex.in) in the "Investors Section".

**H. DETAILS OF SHAREHOLDERS COMPLIANCE RECEIVED, NOT SOLVED AND PENDING SHARE TRANSFERS**

Number of shareholders complaints received so far and number of complaints solved to the satisfaction of shareholders.

Sr. No.	Nature of Complaints	Received	Replied	Balance	No. of Days Taken
1.	Received from Shareholders	NIL	NIL	NIL	N.A.
	Revalidation of Dividend	NIL	NIL	NIL	N.A.
	Non receipt of Warrants	NIL	NIL	NIL	N.A.
	Non receipt of Dividend	NIL	NIL	NIL	N.A.
	Non receipt of Share Certificates	NIL	NIL	NIL	N.A.
2.	Received from SEBI/ Stock Exchange	NIL	NIL	NIL	N.A.
	Revalidation of Dividend	NIL	NIL	NIL	N.A.
	Non receipt of Warrants	NIL	NIL	NIL	N.A.
	Non receipt of Dividend	NIL	NIL	NIL	N.A.
	Non receipt of Share Certificates	NIL	NIL	NIL	N.A.

*There were no outstanding complaints, pending share transfers or pending requests for dematerializations as on March 31, 2015.*

**I. GENERAL MEETINGS:**

Location and time, where last three Annual General Meetings were held is given below:

Financial Year	Date	Location of Meeting	Time
2013-14	24/12/2014	1008/1009, Gold Crest Business Centre, L T Road, Borivali – West, Mumbai – 4000 092	11.00 a.m.
2012-13	14/12/2013	1008/1009, Gold Crest Business Centre, L T Road, Borivali – West, Mumbai – 4000 092	11.00 a.m.
2011-2012	15/12/2012	1008/1009, Gold Crest Business Centre, L T Road, Borivali – West, Mumbai – 4000 092	11.00 a.m.



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### *SPECIAL RESOLUTIONS WERE PASSED BY THE MEMBERS DURING THE LAST THREE ANNUAL GENERAL MEETINGS*

#### **Annual General Meeting held on December 24, 2014**

- a) Special Resolution passed for Adoption of New Articles of Associations of the Company containing Regulations in conformity with the Companies Act, 2013.

#### **Annual General Meeting held on December 14, 2013**

No Special Resolution was passed.

#### **Annual General Meeting held on December 15, 2012**

- a) A special resolution was passed for re-appointment of Mr. Tilokchand Kothari as the Managing Director of the Company with effect from 25<sup>th</sup> July 2012.
- b) A special resolution was passed for partial modification of Special resolution passed under Section 81 (1A) at an Extra Ordinary General Meeting of the Company held on March 06, 2012 wherein relevant date has been changed from March 06, 2012 to February 04, 2012.

All Special resolutions moved at the AGMs conducted on 15<sup>th</sup> December, 2012 were passed by show of hand by the shareholders unanimously. The Special resolution moved at the AGM conducted on 24<sup>th</sup> December, 2014 was passed through e-voting and poll.

#### **Special Resolution passed through Postal Ballot during the nine months period ended March 31, 2015**

During the period under review, 3 special resolutions were passed through postal Ballot including e-voting as under:

- a) Borrowing limits of the Company under Section 180 (1)(c) of the Companies Act, 2013;
- b) Creation of Charge/Mortgage on Assets of the Company under Section 180 (1)(a) of the Companies Act, 2013; &
- c) Loan/Guarantee/Security and Investment by the Company under Section 186 of the Companies Act, 2013.

Voting pattern and procedure for Postal Ballot including e-voting:

- i. The Board of Directors at its meeting held on 25<sup>th</sup> July, 2014 had appointed Dr. S. K. Jain of M/s. S. K. Jain & Company, Practicing Company Secretaries as Scrutinizer for conducting the postal ballot and e-voting process.
- ii. The Postal Ballot Notice along with Ballot Paper and self-addressed postage prepaid envelopes were sent by speed post/ registered post to all those Shareholders whose email ids were not registered with the Company/ Depository and by email to all those shareholders who had registered their email ids with the Company/ Depositories as on 5<sup>th</sup> August 2014.



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- iii. The e-voting period commenced on 8<sup>th</sup> August 2014 and ended on 6<sup>th</sup> September 2014. The last date for accepting the Postal Ballot forms from the Members was at the end of the business hours of 6<sup>th</sup> September 2014.
- iv. The Company announced the following result of the Postal Ballot including e-voting as per the Scrutinizer's Report in a fair and transparent manner and in accordance with the Companies (Management and Administration) Rules, 2014 on 9<sup>th</sup> September 2014 at the Registered Office of the Company:

### *Resolution No. 1:*

Promoter/ Public (1)	No. of Shares Held (2)	No. of votes Polled (3)	No. Of valid Votes (4)	No. Of Invalid Votes (5)	% of Votes Polled on outstanding Shares (6)= (3/2)x100	No. of Votes in Favour (7)	No. of Votes against (8)	% of Votes in Favour on valid votes (9) = (7/4)x100	% of votes against on valid votes (10) = (8/4)x100
Promoter and Promoter Group	8909720	8488320	8488320	0	95.27%	8488320	0	100%	0
Public Institutional holders	276500	0	0	0	0	0	0	0	0
Public Others	7600180	271500	271500	0	3.57%	271500	0	100%	0
<b>Total</b>	<b>16786400</b>	<b>8759820</b>	<b>8759820</b>	<b>0</b>	<b>52.18%</b>	<b>8759820</b>	<b>0</b>	<b>100%</b>	<b>0</b>



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## Resolution No. 2:

Promoter/ Public (1)	No. of Shares Held (2)	No. of votes Polled (3)	No. Of valid Votes (4)	No. Of Invalid Votes (5)	% of Votes Polled on outstanding Shares (6)= (3/2)x100	No. of Votes in Favour (7)	No. of Votes against (8)	% of Votes in Favour on valid votes (9) = 7/4)x100	% of votes against on valid votes (10) = 8/4)x100
Promoter and Promoter Group	8909720	8488320	8488320	0	95.27%	8488320	0	100%	0
Public Institutional holders	276500	0	0	0	0	0	0	0	0
Public Others	7600180	271500	271500	0	3.57%	270500	1000	99.63%	0.37%
<b>Total</b>	<b>16786400</b>	<b>8759820</b>	<b>8759820</b>	<b>0</b>	<b>52.18%</b>	<b>8758820</b>	<b>1000</b>	<b>99.99%</b>	<b>0.01%</b>

## Resolution No. 3:

Promoter/ Public (1)	No. of Shares Held (2)	No. of votes Polled (3)	No. Of valid Votes (4)	No. Of Invalid Votes (5)	% of Votes Polled on outstanding Shares (6)= (3/2)x100	No. of Votes in Favour (7)	No. of Votes against (8)	% of Votes in Favour on valid votes (9) = 7/4)x100	% of votes against on valid votes (10) = 8/4)x100
Promoter and Promoter Group	8909720	8488320	8488320	0	95.27%	8488320	0	100%	0
Public Institutional holders	276500	0	0	0	0	0	0	0	0
Public Others	7600180	271500	271500	0	3.57%	270500	1000	99.63%	0.37%
<b>Total</b>	<b>16786400</b>	<b>8759820</b>	<b>8759820</b>	<b>0</b>	<b>52.18%</b>	<b>8758820</b>	<b>1000</b>	<b>99.99%</b>	<b>0.01%</b>

At present, there is no business which the Company is proposing to conduct through postal Ballot.





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### J. DISCLOSURES

#### a. Code of Conduct

The Board of Directors of your Company had adopted and laid down a code of conduct for all Board members and Senior Management of the company. The code of conduct is available on the website of the company – <http://vpl.visagar.com/attachments/codeofconduct.pdf>. All Board members and senior management personnel have affirmed compliance with the Code of Conduct. The Managing Director has also confirmed and certified the same (the certification is enclosed at the end of this report).

#### b. Materially significant related party transactions which may have potential conflict with the interests of the Company at large

During the nine months period ended 31<sup>st</sup> March 2015, there were no transaction of material nature with the Promoters, Directors, Management or their Relatives that had potential conflict with the interest of the Company. Details of all transactions entered into by the Company with the related parties have been disclosed under "Related Party Transactions" in the Notes to Accounts of the Company which form part of this Annual Report. A Policy determining the Related Party Transactions is uploaded on the website of the Company at <http://vpl.visagar.com/attachments/policyrtp.pdf>.

#### c. Details of non-compliances, penalties, strictures imposed on the Company by Stock Exchange/ SEBI/Statutory Authorities on any matter related to Capital Markets during last three years:

The Company has complied with the requirements of the Stock Exchanges/SEBI/and other Statutory Authorities on all matters related to Capital Markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any other statutory authorities.

#### d. Whistle Blower Policy

Pursuant to Clause 49 of the Listing Agreement and upon recommendation by the Audit Committee, the Board of Directors, at its meeting held on 14<sup>th</sup> February, 2015, approved and adopted the Whistle Blower Policy. This Policy can be viewed on the Company's website viz.

<http://vpl.visagar.com/attachments/WhistleblowerVigilPolicy.pdf>. Your Company further affirms that no person shall be denied access to the Audit Committee.

#### e. Subsidiary Companies

The Company does not have any subsidiary Company during the Year under review.

#### f. Reconciliation of Share Capital Audit

As stipulated by Securities and Exchange Board of India (SEBI), Statutory Auditor of the Company carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to Stock Exchanges and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

#### g. Adoption of Insider Trading Policy

The Company has implemented a policy prohibiting Insider Trading in conformity with applicable regulations of the Securities Exchange Board of India ("SEBI"), which has been laid down for employees, connected persons and persons deemed to be connected, while trading in the securities of the Company. The policy lays down



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procedures to be followed and disclosures to be made while dealing with shares of the Company and cautioning them of the consequences of violations. The Code of Conduct for Insider Trading is adopted by the Board and uploaded on the website of the Company.

### **h. Disclosures of Accounting Treatment in preparation of Financial Statements**

The Company has followed the Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI), in preparation of its Financial Statements.

### **i. Proceeds from Public Issues, Rights Issue, Preferential Issue etc.**

The Company has not issued any shares or securities during the nine months period ended 31st March 2015 and has not raised any Money through Public Issue, Rights Issue, Preferential Issue etc, during the said period.

### **j. Compliance with mandatory requirements of Clause 49**

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance.

### **k. Non-Mandatory Requirements**

#### **i) Shareholder Rights:**

As the Company's quarterly/half yearly/yearly results are published in English newspapers having circulation all over India and in Marathi newspapers widely circulated in Maharashtra, the same are not sent to each household of shareholders.

#### **ii) Audit Qualifications:**

There is no audit qualification in the Company's financial statements for the nine months period ended on 31<sup>st</sup> March, 2015. The Company continues to adopt best practices to ensure the regime of unqualified financial statements.

#### **iii) Reporting of Internal Auditor:**

M/s. RNA & Associates, Chartered Accountants, Mumbai (Firm Registration No. 136734W) was appointed as Internal Auditor of the Company for the FY 2014-2015 and the Internal Audit Report prepared by them was placed before the Audit Committee.

### **K. MANAGEMENT DISCUSSION AND ANALYSIS**

A statement of Management Discussion and Analysis is appearing elsewhere in this Annual Report in terms of the requirement of the Code of Corporate Governance.

### **L. MEANS OF COMMUNICATION**

The unaudited as well as audited quarterly, half yearly & yearly results are forthwith communicated to all the Stock Exchange with whom the Company has listing agreement as soon as they are approved and taken on record by the Board of Directors of the Company. Further the results are published in the newspapers, viz. The



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Free Press Journal, English daily circulated all over India and Navshakti, Marathi daily having regional circulation. The unaudited & audited results and Shareholding Pattern are also displayed on the website of the Company – [www.visagarpolytex.in](http://www.visagarpolytex.in) shortly after its submission to the Stock Exchange.

The Section on “Investor Relations” on the website serves to inform the shareholders, by giving complete financial details, shareholding pattern, information relating to Stock Exchange, Registrars, and Share Transfer Agents among others. The Company has an exclusive email id - [investors@visagar.com](mailto:investors@visagar.com) dedicated for prompt redressal of shareholders’ queries, grievances etc. The Company is committed to provide all stakeholders all such information as may be necessary to them to make an informed decision.

### **M. CEO/ CFO CERTIFICATION**

The CEO and CFO certification of the financial statements for the period ended March 31, 2015 is provided in the MD &CFO certification section of the Annual Report.



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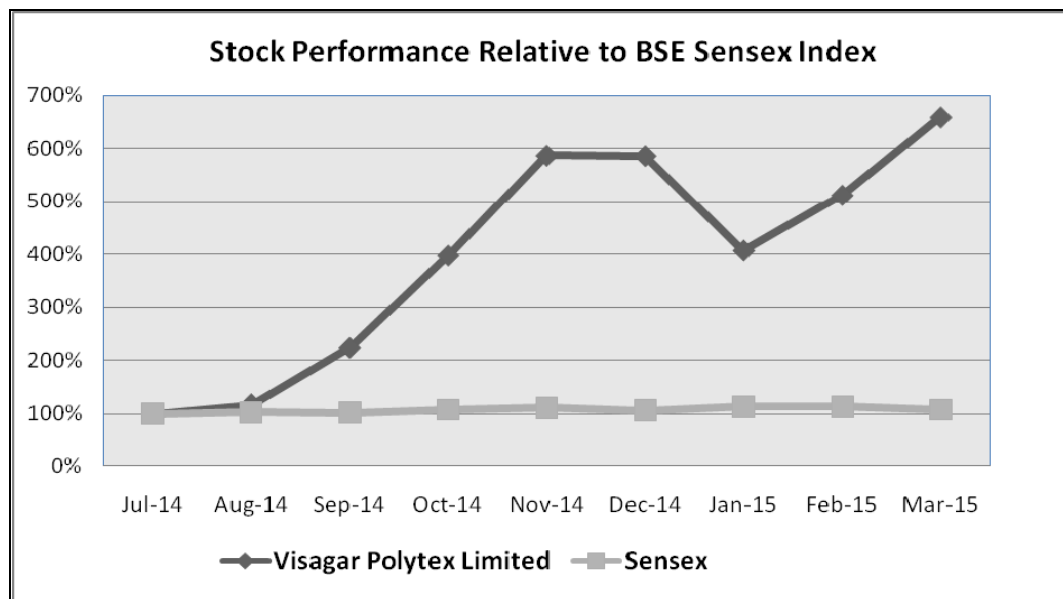
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### N. GENERAL SHAREHOLDERS INFORMATION:

*	<b>Annual General Meeting</b>	
	Date	30 <sup>th</sup> September, 2015
	Time	12.00 Noon
	Venue	1008/1009, Gold Crest Centre, L T Road, Borivali - West, Mumbai - 400 092.
*	<b>Financial Calendar</b>	<b>April 2015 to March 2016 (Tentative)</b>
	Financial reporting for the quarter ending June, 2015	On or before 14 <sup>th</sup> August 2015
	Financial reporting for the quarter ending September, 2015	On or before 14 <sup>th</sup> November 2015
	Financial reporting for the quarter ending December, 2015	On or before 14 <sup>th</sup> February 2016
	Financial reporting for the quarter ending March, 2016	On or before 29 <sup>th</sup> May 2016
*	<b>Date of Book Closure</b>	24 <sup>th</sup> September, 2015 to 30 <sup>th</sup> September, 2015 (Both Days Inclusive for the purpose of AGM)
*	<b>E-voting Period</b>	From 10.00 a.m. (IST) on 27 <sup>th</sup> September, 2015 To 5.00 p.m. (IST) on 29 <sup>th</sup> September, 2015
*	<b>Registered Office</b>	907-908, Dev Plaza, 9 <sup>th</sup> Floor, Opp. Andheri Fire Station, S. V. Road, Andheri (W) ,Mumbai - 400058. Tel : 022-67424815
*	<b>Listing on Stock Exchange</b>	The Stock Exchange, Mumbai The National Stock Exchange
*	<b>BSE Stock Code</b>	506146
*	<b>NSE Stock Symbol</b>	VIVIDHA
*	<b>Corporate Identification Number (CIN)</b>	L65990MH1983PLC030215
*	<b>ISIN</b>	INE370E01029
*	<b>Plant Location</b>	The Company has a Manufacturing Unit at 359/360/361/362, Anjani Industrial Estate, Vibhaag-3, Gothan, Olpad, Surat - 394130.

➤ **BSE Market Price Data:** High Low during each month for the nine months period ended March 31, 2015:

Date	Open (Rs.)	High (Rs.)	Low (Rs.)	Close (Rs.)	No of Shares	No of Trade	Net T/O (Rs.)
July 2014	119.1	155	119	136.8	95372	755	12639700
August 2014	140	170	140	161.05	58053	992	9167232
September 2014	163	310	162.05	306.35	274180	2255	68161787
October 2014	325	565.15	325	543.9	317815	8298	148024679
November 2014	557	822.65	550	802.7	358483	11091	239104787
December 2014	805	864.95	682	802	541112	13760	438817127
January 2015	802.2	811	530	556.8	468521	17436	317168753
February 2015	645	767	477	700.25	248508	11216	150066046
March 2015	730.25	1090	681	901.75	223477	18727	184912458

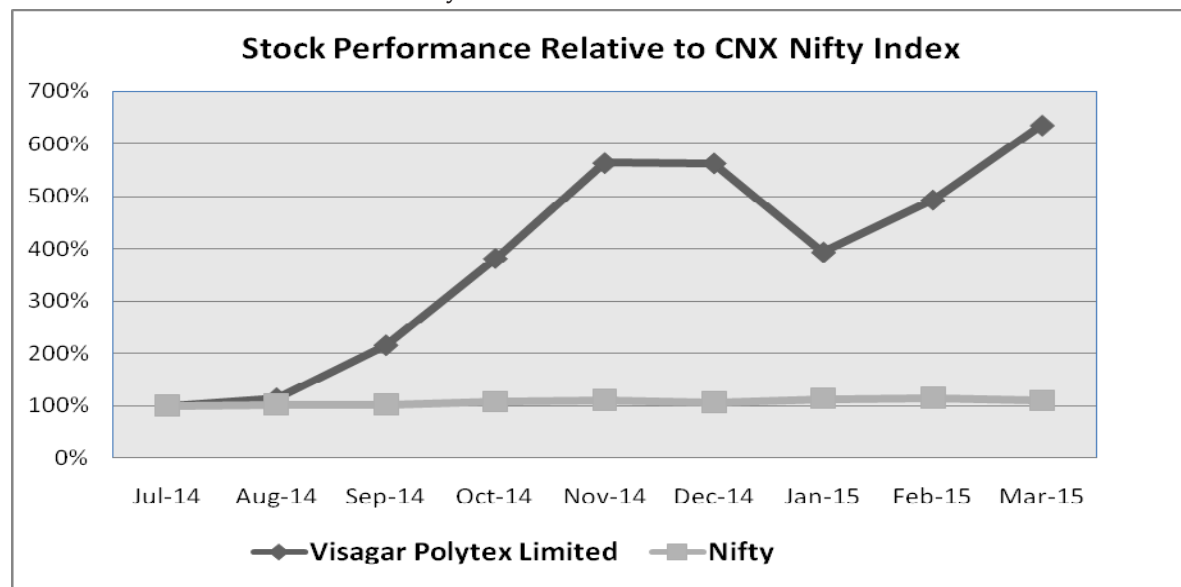


Source: This information is compiled from the data available from the website of BSE.

- **NSE Market Price Data:** High Low during each month for the for the nine months period ended March 31, 2015:

Date	Open (Rs.)	High (Rs.)	Low (Rs.)	Close (Rs.)	No of Shares	No. of Trades	Net T/O (Rs. In Lacs)
July 2014	141	142	141	142	141.83	2	0.09
August 2014	160.2	162	160.2	162	161.14	73	11.78
September 2014	304.75	306.9	301.15	306.2	304.84	134	55.74
October 2014	540	555	540	542.25	543.68	255	99.79
November 2014	751.15	820	588.6	800.9	734.16	1334	909.31
December 2014	808	809.7	800	800.15	801.06	617	381.38
January 2015	563.85	565	535	559.15	558.01	150	58.53
February 2015	725	748.95	680	700.75	705.48	525	85.31
March 2015	948	990	901.05	903.55	904.14	213	48.19

### Stock Performance Relative to NSE Nifty Index



Source: This information is compiled from the data available from the website of BSE.



# VISAGAR POLYTEX LIMITED

## 32<sup>ND</sup> ANNUAL REPORT 2014-15

➤ Registrar and Share Transfer Agent

**Adroit Corporate Services (P) Ltd.**

19/20 , Jafferbhoy Industrial Estate, 1<sup>st</sup> floor, Makwana Road,

Marol Naka, Andheri (East), Mumbai – 400 059.

Tel.No. 42270400/2850 3748

Email id: [info@adroitcorporate.com](mailto:info@adroitcorporate.com)

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

➤ Share Transfer System:

Share certificates received for transfer in physical form and requests for Demat are generally registered / confirmed within 30 days of receipt of the same, provided documents are clear in all respects. A summary of transfers/ transmission of securities of the Company from the Registrar and Transfer Agent is placed before every Stakeholders' Relationship Committee Meeting.

➤ Outstanding GDRs/ADRs/Warrants or any convertible instruments:

The Company has not issued any GDR/ADR/Warrants etc.

➤ De-materlisation of Shares and Liquidity

As on March 31, 2015, over 99.61% of the total Equity Shares issued by the Company were held in de-materialised form.

➤ Distribution of holding and Share Holding Pattern as on March 31, 2015:

No. of Equity Shares held	No of Holders	% of Holders	No. of Shares	% of Shares
Upto 500	601	74.38	45370	0.27
501-1000	66	8.17	55350	0.33
1001-2000	22	2.72	32769	0.20
2001-3000	10	1.24	28238	0.17
3001-4000	4	0.50	15004	0.09
4001-5000	12	1.49	56998	0.34
5001-10000	16	1.98	101776	0.61
10001 & Above	77	9.54	16450895	98.00
<b>Total</b>	<b>808</b>	<b>100.00</b>	<b>16786400</b>	<b>100.00</b>



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➤ Categories of Shareholding as on March 31, 2015:

Sr. No	Category	No. of Shares held	Percentage of Shareholding
<b>A</b>	<b>Promoter's Holding</b>	89,09,655	53.08
1.	Promoters		
	Indian Promoters		
	Foreign Promoters	-	
2	Persons acting in concert	-	-
	<b>Sub-Total</b>	<b>89,09,655</b>	<b>53.08</b>
<b>B</b>	<b>Non-Promoters Holding</b>		
3	Institutional Investors	NIL	NIL
a.	Mutual Funds and UTI	NIL	NIL
b.	Banking, Financial Institutions/Insurance Companies (Central/State Govt. Institutions Non-government Institutions)	2,65,200	1.58
c.	FIIIs	NIL	NIL
	<b>Sub-Total</b>	<b>2,65,200</b>	<b>1.58</b>
4	Others		
a.	Private Corporate Bodies	65,85,115	39.23
b.	Indian Public	10,20,263	6.08
c.	NRIs/OCBs	1,173	0.01
d.	Any other (Clearing Member & Custodians)	4,994	0.03
	<b>Sub-total</b>	<b>76,11,545</b>	<b>45.34</b>
	<b>Grand Total</b>	<b>1,67,86,400</b>	<b>100.00</b>

By Order of the Board of Directors

For Visagar Polytex Limited

Sd/-

Tilokchand Kothari

Chairman & Managing Director

(DIN: 00413627)

Place: Mumbai

Date: 14.08.2015





# VISAGAR POLYTEX LIMITED

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### DECLARATION BY THE MANAGING DIRECTOR REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT

I, Tilokchand Kothari, Managing Director of Visagar Polytex Limited hereby affirm and declare, to the best of my knowledge and belief, and on behalf of the Board of Directors of the Company and Senior Management personnel, that:

- The Board of Directors has laid down a code of conduct for all the Board Members and Senior Management of the Company ["the Code"];
- The Code of Conduct has been posted on the website of the Company;
- All the Directors and Senior Management personnel have affirmed their compliance and adherence to the provisions of the Code of Conduct.

**By Order of the Board of Directors  
For Visagar Polytex Limited**  
Sd/-  
**Tilokchand Kothari**  
**Chairman & Managing Director**  
(DIN: 00413627)

Place: Mumbai  
Date: 14.08.2015



# VISAGAR POLYTEX LIMITED

## 32<sup>ND</sup> ANNUAL REPORT 2014-15

### Annexure - E

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### **Disclaimer**

Statements made in the Management Discussion and Analysis and relating to company's objectives, projections, outlook, expectations, estimates, etc., may constitute forward looking statements within the meaning of applicable securities, laws and regulations. These statements are based on certain assumptions, which cannot be guaranteed by the Company. Several factors, over which the Company may not have any direct control, could make a significant difference to the company's operations. As such, actual results may differ materially from such projections, whether expressed or implied, since it would be beyond Company's ability to successfully implement our growth strategy. The Company undertakes no obligation or responsibility to update forward looking statements and to publicly amend, modify or revise to reflect events or circumstances after the date thereof on the basis of any subsequent development, information or events.

The management of Visagar Polytex Limited presents below its analysis on the performance of your Company during the year under review, i.e. accounting year end 31st March, 2015 (for the period July'14 to March'15).

### **Economic Overview with specific reference to Textile Industry**

India is the second largest textile manufacturer in the world. The Indian textile industry is a global leader thanks to the economic liberalization. Though it used to come under unorganized sector few years back, the scenario has changed and a large part of the industry is now in the organized sector. Increased penetration of organised retail, favourable demographics and rising income levels to drive textile demand are contributing to the sector's growth. The Indian textile industry is one the largest and oldest sectors in the country and among the most important in the economy in terms of output, investment and employment. Contributing a hefty 14% to the country's Industrial production and 4% to the country's Gross Domestic Product (GDP) the segment also accounts for 13% of India's export earnings besides providing direct employment to over 45 million people and thus being the second largest provider of employment after agriculture in the country. After witnessing challenges during the year 2013 and for most part of 2014 given unfavourable economic conditions, the Indian textiles and garments sector has seen reversal of trends in second half of 2014. With domestic and global economic conditions gradually improving along with the focused efforts made by Ministry of Textiles, Indian textiles and garments sector is set for growth, buoyed by revival in domestic consumption and export demand. The Indian textiles industry is currently estimated at around US \$108 billion. The potential size of the Indian textiles and apparel industry is expected to reach US\$ 223 billion by 2021, according to a report by Technopak Advisors.

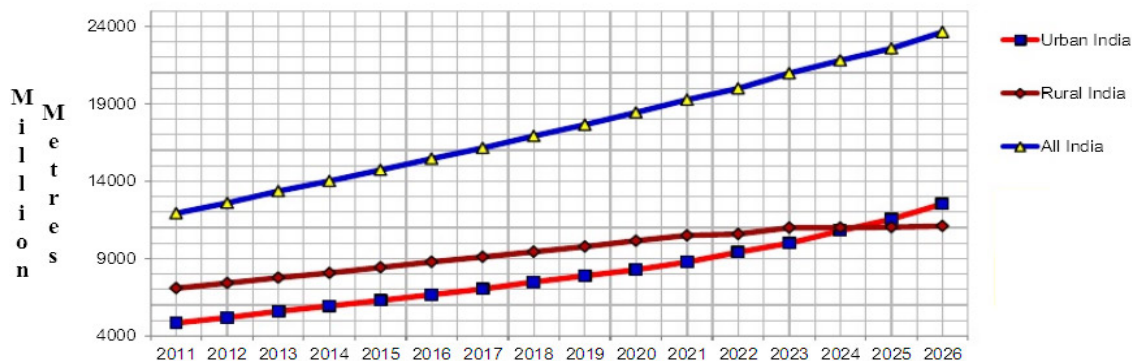
### **Overview of the Sector & Business**

The current Indian ethnic wear market is highly unorganized with a few branded players operating primarily in metropolitan cities. The Saree market is huge, unorganized and growing at an incredible rate, comprising a major chunk of Women's apparel segment. The 5000 year old apparel has seen rise and fall of regimes and has dominated the apparel market not even in toughest of economic downturns (recession) but has also been

growing strongly ever since. ICRA research of 2006 quotes the Saree market size at Rs. 53000 crore, though a relatively recent one on Ethnic wear by Technopak quotes the Sarees market in 2009 at Rs. 24000 Crore. The Indian women wear industry will continue to grow at a healthy CAGR in the coming years.

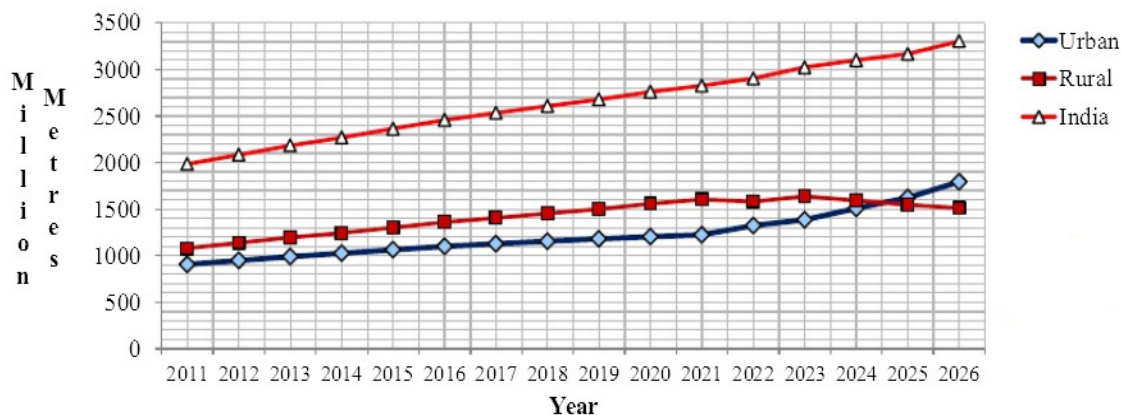
### Projections : Saree

Demand of Saree in Million Metres



### Projections: Salwar Kameez

Salwar Kameez Demand in Million Metres



Your Company is into textile manufacturing, trading, wholesaling and retailing activities comprising of a number of independent as well as interdependent verticals viz. Ethnic wear (Saree/ Lehanga) wholesale, Ethnic wear (Saree/ Lehanga/ Suits) Manufacturing, Retailing (own/franchise) and Contract-based manufacturing.



# VISAGAR POLYTEX LIMITED

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Your Company has a retail chain retailing designer sarees under its flagship brand Vividha, in addition to its comprehensive manufacturing and wholesale facilities at Kolkata & Surat.

### **Manufacturing of Ethnic Wear**

During the year under review, your Company has further upgraded its R&D and product designing capabilities to enable designer catalogues for the forthcoming seasons and utilize designing monopoly and mix of knowledge and resources to achieve higher margins across your Company's manufacturing to retail spectrums. Your Company is evaluating the scope of retail, through franchising route, and ecommerce driven sales through online portals and own website as in-house designing & manufacturing capability will enable having trendier and wider portfolio of products at significantly decreased cost which will help a long way in establishing further retail chains across the country.

### **Financial Overview**

During the nine months period ended 31<sup>st</sup> March 2015, your Company's Gross Income has been Rs. 609.32 Lacs as compared to Rs. 706.29 Lacs in the previous financial year (June '13 to June'14). However, % increase in gross income cannot be depicted as the comparable periods are not same. But when it comes to increase in profit after tax from Rs. 116.20 Lacs (2013-14) to Rs. 230.97 Lacs (2014-15), i.e. increase of Rs. 114.77 Lacs, it is sure that the Company has increased profit margin. The change is attributed to favourable business conditions, specifically input and procurement costs.

### **Factors that may affect the results of operations**

Several factors may affect our result of operations that may make it difficult to predict the future financial results. Such factors are:

- Movement in Price of Fabric
- Operating cost & Efficiency
- Product and Market Mix
- Exchange Rates
- Government policies, rules and regulations relating to textile industries
- Availability of Government Benefits & Subsidies
- Ability to organise funds for projects
- Availability of skilled human forces
- Competition
- Break down of machinery or plant
- Disrupted power supply from state electricity board
- Strike by labourers
- Development / Innovation / Emergence of any substitute for our products
- Natural Calamities & Disasters and other unforeseen/ unavoidable circumstances



# VISAGAR POLYTEX LIMITED

## 32<sup>ND</sup> ANNUAL REPORT 2014-15

### Development, Expansion & Future Outlook

Your Company will continue to invest wherever it seems an opportunity to get healthy sustainable results. Our performance largely depends on the Textile market. Your Company is concentrating at streamlining its current business activities which will allow for greater operational efficiency in future. Providing quality products at a great value has always been our endeavour. Your Company will take this endeavour a notch upwards by enhancing its business activities. Your Company is in process to continuously upgrade its state-of-art manufacturing unit at Gothan, Surat to produce designer, value added Embroidery Sarees & Lehengas using latest technology and employing resources in best possible manner. The Embroidery market is huge and dominated by small unorganized players in view of lower entry barriers, offering a corporate player immense opportunity for innovation and improvisation. The Management is optimistic that your Company will soon be one of the key players in Saree/ Lehenga/ Suits segment. Our clients include stockists, wholesalers, semi-wholesalers, retailers and end-users of textile products. We have not been engaged in export of our products so far, as the domestic demand itself is vast. Having said so, we would like to explore the overseas market in the near-term. Your Company's aim is to build up knowledge, capital and human resources to specialize in designing, manufacturing hand/machine work Sarees & Lehengas (bridal wear) facilitating constant revival of products in innovative ways that will enable guaranteed success for us.

During the year under review, the existing retail chain brand VIVIDHA has been refreshed to reflect who we are today and represent our vibrant future. The change in logo communicates new Company philosophy and that the Company is evolving with modern times.

The Company has also launched its first refreshed store in Jaipur bearing the refreshed corporate identity. This is the first showroom to carry refreshed brand logo and interior design theme which will be standard across all VIVIDHA franchise showrooms in future.

The Company is currently establishing its VIVIDHA showroom in Mumbai which will also serve as centre for its unique Home Based opportunity scheme which will aim at empowering aspiring women and promoting successful home based businesses.

The Company has plans to enhance its existing production capacities in Surat and also expand its retail presence across India especially through franchise route. Taking step in this direction the Company has installed latest imported high speed computerised embroidery machines in its factory at Gothan, Surat that will nearly double the earlier manufacturing capacity. Through this expansion the Company will enjoy increased margins, complete product control, and greater innovation capabilities by use of latest machinery.



# VISAGAR POLYTEX LIMITED

## 32<sup>ND</sup> ANNUAL REPORT 2014-15

### **Future plans and Outlook**

- Intensifying focus on R&D and production
- Leveraging resources to deliver innovative and successful product portfolio
- To bring in efficiency through consistent and continuous improvement process throughout all the levels in the Organisation
- To develop a Customer Centric approach
- To develop a Strong Marketing Network



# VISAGAR POLYTEX LIMITED

32<sup>ND</sup> ANNUAL REPORT 2014-15

## CERTIFICATE

The Members

**VISAGAR POLYTEX LIMITED**

We have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into, by the Company, with the Stock Exchange of India, for the nine months period ended March 31, 2015.

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

We have conducted our review on the basis of the relevant records and documents maintained by the Company and furnished to us for the review and the information and explanation given to us by the Company.

Based on such a review, in our opinion the Company has complied with the condition of Corporate Governance, as stipulated in Clause 49 of the Listing Agreements.

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

**For Sudhir M Desai & Co.**

Chartered Accountants

**Firm Registration No. 125516W**

Sd/-

**Sudhir M Desai**

Proprietor

M. No. 041999

Place : Mumbai

Date : 14.08.2015



# VISAGAR POLYTEX LIMITED

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## CERTIFICATION

We, Mr. Tilokchand Kothari, Managing Director and Mr. Sagar Kothari, Chief Financial Officer of the Company on behalf of the Board of Directors hereby certify that :

- i. We have reviewed Financial Statements and the Cash Flow Statement for the nine months period ended March 31, 2015 and that to the best of our knowledge and belief :
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- ii. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
- iii. we accept responsibility for establishing and maintaining internal controls for Financial Reporting and have evaluated the effectiveness of the internal controls systems of the Company pertaining to Financial Reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- iv. we further certify that:
  - a. there have been no significant changes in internal control over Financial Reporting during the period under review;
  - b. there have been no significant changes in accounting policies made during the period and that the same have been disclosed in the notes to the financial statements; and
  - c. there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control System over Financial Reporting.

**For Visagar Polytex Limited**

Sd/-  
**Sagar Kothari**  
Chief Financial Officer

Place: Mumbai  
Date: 14.08.2015

**For Visagar Polytex Limited**

Sd/-  
**Tilokchand Kothari**  
Chairman & Managing Director





# VISAGAR POLYTEX LIMITED

32<sup>ND</sup> ANNUAL REPORT 2014-15

## INDEPENDENT AUDITORS' REPORT

The Members,

### **VISAGAR POLYTEX LIMITED**

We have audited the attached Balance Sheet of **M/S VISAGAR POLYTEX LTD.** as at 31<sup>st</sup> March, 2015, Profit & Loss A/c for the nine months period ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the Auditing Standards generally accepted in India. These standards require that, we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from any material misstatement. An audit also includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **Visagar Polytex Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the nine months period ended on that date, and a summary of significant accounting policies and other explanatory information.

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

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are 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.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made 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 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of 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.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and Fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2015, its loss and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order.



# VISAGAR POLYTEX LIMITED

## 32<sup>ND</sup> ANNUAL REPORT 2014-15

2. As required by section 143(3) of the Act, we further report that:

- a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b. In our opinion, the Company has maintained proper record as required by law so far as it appears from our examination of the books of accounts.
- c. The Balance Sheet, the Profit & Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of accounts of the Company;
- d. In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
- e. On the basis of written representation received from Director and taken on record by the Board of Directors, we report that none of the Directors are disqualified from being appointed as a Director from being appointed as a director in terms of Section 164(2) of the Act.
- f. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014.
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise
  - iii. There has not been an occasion in case of the Company during the year under report to transfer any Sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

**For Sudhir M Desai & Co.**  
Chartered Accountants  
**Firm Registration No. 125516W**  
Sd/-  
**Sudhir M Desai**  
Proprietor  
M. No. 041999

Place : Mumbai  
Date : 30.05.2015

**ANNEXURE TO THE AUDITORS' REPORT**

(Statement referred to in our Report of even date on the Accounts of M/S VISAGAR POLYTEX LIMITED for the year ended on 31<sup>st</sup> March, 2015.)

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

As explained to us, the fixed assets of the Company are physically verified by the management at reasonable intervals, during the year in accordance with the regular program which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

The Company has not disposed off any substantial part of its Fixed Assets during the year, so as to affect its going concern.

- 2) As explained to us, inventories have been physically verified during the year by the Management. The intervals at which the inventories have been verified are, in our opinion reasonable in relation to the size of the Company and the nature of its business. The procedures explained to us, which are followed by the Management for physical verification of inventories, are, in our opinion reasonable and adequate in relation to the size of the Company and the nature of its business.

On the basis of our examination, we are of opinion that, the Company is maintaining proper records of its inventory. Discrepancies which were noticed on physical verification of inventory as compared to book records have been properly dealt with in the books of account.

- 3) The Company has not granted any loans or advances in the nature of loans to parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, this clause is not applicable.
- 4) In our opinion and according to the information and explanation given to us there are adequate Internal Control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to purchase of inventory, fixed assets and with regard to sale of goods and services. During the course of our audit, no major weakness in internal control has come to our notice.
- 5) In our opinion and according to the information and explanations given to us the Company has not accepted any deposit from the public covered under Section 73 to 76 of the Companies Act, 2013
- 6) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- 7) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act.
- 8) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including



# VISAGAR POLYTEX LIMITED

## 32<sup>ND</sup> ANNUAL REPORT 2014-15

Provident Fund, 'Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India;

- a) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.
  - b) There are no amount required to be transferred by the Company to the investor Education and protection Fund in accordance with provision of the Companies Act, 2013 and the rules made there under.
- 9) The accumulated losses of the company are not more than fifty per cent of its net worth. The company has not incurred any Cash losses during the year. However, Company had incurred cash losses in the immediately preceding financial year.
- 10) As the Company does not have any borrowings from any financial institution or bank nor has it issued any debentures as at the Balance Sheet date, the provision of clause 3(ix) of the order are not applicable to the company.
- 11) According to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from a bank or financial institution during the year. Accordingly, the provisions of Clause 3(x) of the order are not applicable to the company.
- 12) The Company has not raised any term loans. Accordingly, the provisions of Clause 3(xi) of the order are not applicable to the Company.
- 13) During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.

**For Sudhir M Desai & Co.**

Chartered Accountants

**Firm Registration No. 125516W**

Sd/-

**Sudhir M Desai**

Proprietor

M. No. 041999

Place : Mumbai  
Date : 30.05.2015



# VISAGAR POLYTEX LIMITED

## 32<sup>ND</sup> ANNUAL REPORT 2014-15

### BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2015

PARTICULARS	NOTE NO.	AS AT 31.03.2015 (RS.)	AS AT 30.06.2014 (RS.)
<b>I EQUITY AND LIABILITIES</b>			
<b>1 SHAREHOLDER'S FUNDS</b>			
(a) Share Capital	1	16,786,400	16,786,400
(b) Reserve & Surplus	2	240,410,060	225,327,574
<b>2 NON-CURRENT LIABILITIES</b>			
(a) Long-term Borrowings	3	98,558,694	86,212,097
(b) Deferred Tax Liability (Net)	4	-	-
(c) Long-term provisions	5	1,362,798	2,546,960
<b>3 CURRENT LIABILITIES</b>			
(a) Short-term borrowings	6	-	1,723,238
(b) Trade Payables	7	243,613,323	221,606,090
(c) Other current liabilities	8	3,678,515	2,464,156
(d) Short-term Provisions	9	8,014,326	1,963,925
<b>TOTAL</b>		<b>612,424,116</b>	<b>558,630,440</b>
<b>II ASSETS</b>			
<b>1 NON-CURRENT ASSETS</b>			
(a) Fixed Asset	10		
(i) Tangible assets		47,172,861	54,617,383
(ii) Intangible assets		-	-
(iii) Capital work in progress		-	-
(b) Non-current investments	11	1,586,510	1,586,510
(c) Long-term loans and advances	12	8,952,374	7,668,563
(d) Deferred Tax Asset (Net)	4	1,272,886	1,272,886
<b>2 CURRENT ASSETS</b>			
(a) Inventories	13	222,210,396	189,149,905
(b) Trade receivables	14	327,701,263	301,607,475
(c) Cash and cash equivalents	15	1,228,316	1,280,960
(d) Short-term loans and advances	16	1,641,589	788,837
(e) Other current assets	17	657,921	657,921
<b>TOTAL</b>		<b>612,424,116</b>	<b>558,630,440</b>

See accompanying notes to the financial statements as per our report of even date

For **Sudhir M. Desai & Co.**

Chartered Accountants

Firm Registration No. 125516W

Sd/-

**Sudhir M. Desai**

Proprietor

M. No: 041999

Place : Mumbai

Dated : 30.05.2015

For **Visagar Polytex Limited**

Sd/-

**(Tilokchand Kothari)**

Managing Director

DIN: 00413627

Sd/-

**(Kanwarlal Rathi)**

Director

DIN: 06441986



# VISAGAR POLYTEX LIMITED

## 32<sup>ND</sup> ANNUAL REPORT 2014-15

### PROFIT & LOSS ACCOUNTS FOR THE NINE MONTHS PERIOD ENDED 31<sup>ST</sup> MARCH, 2015

PARTICULARS	NOTE NO.	(NINE MONTHS) 31.03.2015 (Rs.)	YEAR ENDED 30.06.2014 (RS.)
<b>INCOME</b>			
Revenue from operations	18	609,317,388	706,052,400
Other Income	19	414,664	241,096
<b>Total Revenue</b>		<b>609,732,052</b>	<b>706,293,496</b>
<b>EXPENDITURE</b>			
Cost of material consumed		32,840,880	-
Purchases of Finished Goods		533,234,741	676,536,214
Change in inventories	20	(34,113,991)	(84,427,556)
Employees benefit expenses	21	7,965,472	5,286,378
Finance Cost	22	8,969,413	12,066,934
Depreciation & amortization	10	11,064,456	7,512,490
Other expenses	23	26,674,269	77,699,162
<b>Total expenses</b>		<b>586,635,240</b>	<b>694,673,622</b>
<b>Profit / (Loss) before tax</b>		<b>23,096,812</b>	<b>11,619,874</b>
<b>Tax expenses</b>			
Current tax		6,000,000	1,500,000
Income Tax for earlier years		-	-
Deferred Tax		-	-
<b>Profit / (Loss) before exceptional item</b>		<b>17,096,812</b>	<b>10,119,874</b>
Earning per equity shares			
(1) Basic		1.02	0.62
See accompanying notes to the financial statements as per our report of even date			
For <b>Sudhir M. Desai &amp; Co.</b> Chartered Accountants <b>Firm Registration No. 125516W</b> Sd/- <b>Sudhir M. Desai</b> Proprietor M. No: 041999 Place : Mumbai Dated : 30.05.2015		For <b>Visagar Polytex Limited</b>  Sd/- <b>(Tilokchand Kothari)</b> Managing Director DIN: 00413627	
		Sd/- <b>(Kanwarlal Rathi)</b> Director DIN: 06441986	



# VISAGAR POLYTEX LIMITED

## 32<sup>ND</sup> ANNUAL REPORT 2014-15

### CASH FLOW STATEMENT FOR THE NINE MONTHS PERIOD ENDED ON 31<sup>ST</sup> MARCH 2015

PARTICULARS	YEAR ENDED 31.03.2015 (RS.)	YEAR ENDED 30.06.2014 (RS.)
Cash Flow from operating activities :		
Net Profit before Tax as per P & L A/c	23,096,812	11,619,874
Adjusted for		
Misc Income	-	-
Interest Income	-	-
Depreciation	11,064,456	7,512,490
Income tax Paid	-	-
<b>Operating Profit Before Working Capital Changes</b>		
Add : Adjusted for		
Sundry Debtors	(26,093,788)	(28,323,312)
Loans & Advances	(2,136,563)	12,035,295
Current Liabilities	28,087,831	95,290,664
Other Current Assets	(33,060,491)	(84,427,555)
<b>Net Cash Inflow/Outflow Operations ( A )</b>	<b>958,257</b>	<b>(5,424,908)</b>
Cash Flow from Investing Activities :		
Fixed Assets	(3,619,934)	(2,154,191)
Investments	-	-
<b>Net Cash Flow from Investing Activities ( B )</b>	<b>3,619,934</b>	<b>(2,154,191)</b>
Cash Flow from Financial Activities:		
Share Capital	-	-
Share Premium	-	-
Deposits/Unsecured Loans	10,623,359	(9,377,506)
Income Tax Paid	(6,000,000)	(1,785,285)
Dividend Paid	(2,014,326)	(1,678,640)
<b>Net Cash Flow from Financing Activities ( C )</b>	<b>2,609,033</b>	<b>(12,841,431)</b>
Net Cash Increase in Cash & Cash Equivalents (A + B + C)	52,644	1,288,166
Opening Balances of Cash & Cash Equivalents	1,280,960	2,569,126
Closing Balances of Cash & Cash Equivalents	1,228,316	1,280,960
<b>NET INFLOW</b>	<b>(52,644)</b>	<b>(1,288,166)</b>
See accompanying notes to the financial statements as per our report of even date		
For <b>Sudhir M. Desai &amp; Co.</b> Chartered Accountants <b>Firm Registration No. 125516W</b> Sd/- <b>Sudhir M. Desai</b> Proprietor M. No: 041999 Place : Mumbai Dated : 30.05.2015	For Visagar Polytex Limited  Sd/- (Tilokchand Kothari) Managing Director DIN: 00413627  Sd/- (Kanwarlal Rathi) Director DIN: 06441986	





# VISAGAR POLYTEX LIMITED

32<sup>ND</sup> ANNUAL REPORT 2014-15

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE NINE MONTHS PERIOD  
ENDED 31<sup>ST</sup> MARCH, 2014**

NOTE NO.	PARTICULARS	AS AT 31.03.2015 (RS.)	AS AT 30.06.2014 (RS.)														
1	<b>SHARE CAPITAL</b>																
	<b>AUTHORISED</b>																
	50,000,000 Equity Shares of Re. 1/- Each (P.Y. 50,000,000 Equity Shares of Re. 1/- Each)	50,000,000	50,000,000														
	<b>ISSUED, SUBSCRIBED &amp; PAID UP</b>																
	16,786,400 Equity Shares of Re. 1/- Each (P.Y. 16,786,400 Equity Shares of Re. 1/- Each)	16,786,400	16,786,400														
		<b>16,786,400</b>	<b>16,786,400</b>														
1.1	The reconciliation of the number of shares outstanding is set out below :	<b>No. of Shares</b>	<b>No. of Shares</b>														
	Equity Shares at the beginning of the year	16, 786,400	16, 786,400														
	Add: Shares issued during the year	-	-														
	Equity Shares at the end of the year	<b>16,786,400</b>	<b>16,786,400</b>														
1.2	Terms / rights attached to equity shares																
	The Company has only one class of equity shares having a par value of Re. 1/- per share.																
1.3	Details of shareholders holding more than 5% shares in the Company																
	<table><tr><th rowspan="2">Name of shareholder</th><th colspan="2">As at 31<sup>st</sup> March, 2015</th><th colspan="2">As at 30<sup>th</sup> June 2014</th></tr><tr><th>No of shares held</th><th>% of Holding</th><th>No of shares held</th><th>% of Holding</th></tr><tr><td>None</td><td></td><td></td><td></td><td></td></tr></table>	Name of shareholder	As at 31 <sup>st</sup> March, 2015		As at 30 <sup>th</sup> June 2014		No of shares held	% of Holding	No of shares held	% of Holding	None						
Name of shareholder	As at 31 <sup>st</sup> March, 2015		As at 30 <sup>th</sup> June 2014														
	No of shares held	% of Holding	No of shares held	% of Holding													
None																	

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE NINE MONTHS  
PERIOD ENDED 31<sup>ST</sup> MARCH, 2015**

NOTE NO.	PARTICULARS	AS AT 31.03.2015 (RS.)	AS AT 30.06.2014 (RS.)
2	<b>RESERVE &amp; SURPLUS</b>		
	<b>Capital Reserve</b>		
	As per last Balance Sheet	-	-
	(a)	-	-
	<b>Security Premium Account</b>		
	As per last Balance Sheet	163,833,600	163,833,600
	(b)	163,833,600	163,833,600
	<b>General Reserve</b>		
	As per last Balance Sheet	-	-
	(c)	-	-
	<b>Statement of Profit &amp; Loss</b>		
	As per last Balance Sheet	61,493,974	53,338,025
	Add : profit / (Loss) for the year	17,096,812	10,119,874
	Less : Proposed Dividend	1,678,640	1,678,640
	Less : Tax on Proposed Dividend	335,686	285,285
	(d)	76,576,460	61,493,974
	Total reserve & surplus (a+b+c+d)	240,410,060	225,327,574

NOTE NO.	PARTICULARS	AS AT 31.03.2015 (RS)	AS AT 30.06.2014 (RS.)
3	<b>LONG TERM BORROWINGS</b>		
	<b>Secured</b>		
	Cash Credit/ Overdrafts	82,750,148	63,678,027
	Term Loan	14,617,682	22,534,070
	Others	1,190,864	-
		<u>98,558,694</u>	<u>86,212,097</u>

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE NINE MONTHS**  
**PERIOD ENDED 31<sup>ST</sup> MARCH, 2015**

NOTE NO.	PARTICULARS	AS AT 31.03.2015 (RS)	AS AT 30.06.2014 (RS.)
<b>4</b>	<b>DEFERRED TAX ASSET / (LIABILITY) NET</b>		
	i. Deferred Tax liability on account of: Timing Difference on Depreciation	1,272,886	1,272,886
	ii. Deferred Tax Asset on account of: Disallowances under Income Tax Act: Unabsorbed Depreciation Allowance Business Loss	- - -	- - -
		<b>1,272,886</b>	<b>1,272,886</b>

NOTE NO.	PARTICULARS	AS AT 31.03.2015 (RS)	AS AT 30.06.2014 (RS.)
<b>5</b>	<b>LONG TERM PROVISIONS</b>		
	Provision for Tax	1,362,798	2,546,960
	Provision for sub-assets	-	-
		<b>1,362,798</b>	<b>2,546,960</b>

NOTE NO.	PARTICULARS	AS AT 31.03.2015 (RS)	AS AT 30.06.2014 (RS.)
<b>6</b>	<b>SHORT TERM BORROWINGS</b>		
	<b>Secured</b>		
	Working Capital facilities from Bank	-	-
	Total	-	-
	<b>Unsecured</b>		
	Inter Corporate Loan (refer note 6.1)	-	1,723,238
	Total	-	<b>1,723,238</b>
		-	<b>1,723,238</b>
	6.1 – Loans are repayable on demand.		

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE NINE MONTHS  
PERIOD ENDED 31<sup>ST</sup> MARCH, 2015**

NOTE NO.	PARTICULARS	AS AT 31.03.2015 (RS)	AS AT 30.06.2014 (RS.)
7	<b>TRADE PAYABLES</b>		
	Due to Micro small & medium Enterprises	228,077,537	221,606,090
	Due to others	15,535,786	-
		<b>243,613,323</b>	<b>221,606,090</b>

NOTE NO.	PARTICULARS	AS AT 31.03.2015 (RS)	AS AT 30.06.2014 (RS.)
8	<b>OTHER CURRENT LIABILITIES</b>		
	Employees Benefits payable	-	-
	Other Liabilities	-	2,464,156
	Advanced Received from Customer	54,980	-
	Statutory Dues Payable	234,383	-
	Outstanding Expenses	3,306,102	-
	Employees Benefits payable	16,686	-
	Other Liabilities	66,364	-
		<b>3,678,515</b>	<b>2,464,156</b>

NOTE NO.	PARTICULARS	AS AT 31.03.2015 (RS)	AS AT 30.06.2014 (RS.)
9	<b>SHORT TERM PROVISIONS</b>		
	Standard Debts	-	-
	Proposed Dividend	1,678,640	1,678,640
	Tax on proposed Dividend	335,686	285,285
	Provision for Income Tax	6,000,000	-
		<b>8,014,326</b>	<b>1,963,925</b>



# VISAGAR POLYTEX LIMITED

## 32<sup>ND</sup> ANNUAL REPORT 2014-15

### ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE NINE MONTHS PERIOD ENDED 31<sup>ST</sup> MARCH, 2015

#### 10 FIXED ASSETS

PARTICULARS NET BLOCK	GROSS BLOCK				DEPRECIATION			
	AS AT 01.07.2014	ADD/DED DURING	AS AT 31.03.2015	UPTO 01.07.2014	PROVIDED DURING	UPTO 31.03.2015	AS AT 31.03.2015	AS AT
<b>30.06.2014</b>								
<b>Tangible Assets</b>								
Land & Building	35,861,582	-	35,861,582	8,792,634	1,039,448	9,832,082	26,029,500	27,068,948
Office Premises	332,270	-	332,270	-	13,955	13,955	318,315	332,270
Plant & Machinery	28,458,228	52,619	28,510,747	9,496,007	6,415,163	15,911,170	12,599,577	18,962,221
Mobile	224,158	103,648	327,806	82,805	87,093	169,898	157,908	141,353
Electrical Installation	94,625	1,725	96,350	38,835	18,860	57,695	38,655	55,790
Furniture & Fixture	11,429,300	327,891	11,757,191	6,721,077	1,610,692	8,331,769	3,425,422	4,708,223
Office Equipments	272,337	-	272,337	98,006	82,581	180,587	91,750	174,331
Air Conditioners	1,032,065	127,800	1,159,865	554,166	436,727	990,893	168,972	477,899
Vehicles	4,681,464	2,878,500	7,559,964	2,264,234	1,146,494	3,410,728	4,149,236	2,417,230
Computer	1,399,597	116,852	1,516,449	1,147,696	198,389	1,346,085	170,364	251,901
<b>Intangible Assets</b>								
Computer Software	126,000	11,000	137,000	98,784	15,054	113,838	23,162	27,216
<b>TOTAL (RS.)</b>	<b>83,911,626</b>	<b>3,619,935</b>	<b>87,531,561</b>	<b>29,294,243</b>	<b>11,064,456</b>	<b>40,358,700</b>	<b>47,172,861</b>	<b>54,617,383</b>

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE NINE MONTHS  
PERIOD ENDED 31<sup>ST</sup> MARCH, 2015**

	PARTICULARS	AS AT 31.03.2015		AS AT 31.03.2014	
11	NON CURRENT INVESTMENTS	No. of Shares/ Units	Amount (Rs.)	No. of Shares/ Units	Amount (Rs.)
	<b>Quoted</b>				
	Osiajee Housing Developers Limited		1,536,000		1,536,000
	Brijlaxmi Lens & Fin Ltd		510		510
	<b>(a)</b>		<b>1,536,510</b>		<b>1,536,510</b>
	<b>Unquoted</b>				
	Trisha Media Limited		25,000		25,000
	The Pratap Co-Op Bank Limited		25,000		25,000
	<b>(b)</b>		<b>50,000</b>		<b>50,000</b>
	<b>Share Application Money</b>	-	-	-	-
	<b>(c)</b>	-	-	-	-
	<b>Total (a+b+c)</b>		<b>1,586,510</b>		<b>1,586,510</b>

NOTE NO.	PARTICULARS	AS AT 31.03.2015 (RS)	AS AT 30.06.2014 (RS.)
12	<b>LONG-TERM LOANS AND ADVANCES</b> (Unsecured and Considered good)		
	Loans (Inclusive interest accrues thereon)	4,339,951	4,309,452
	Deposit	4,039,633	2,908,034
	Advance Payment of Tax (Net of provision)	572,790	451,077
		<b>8,952,374</b>	<b>7,668,563</b>

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE NINE MONTHS  
PERIOD ENDED 31<sup>ST</sup> MARCH, 2015**

NOTE NO.	PARTICULARS	AS AT 31.03.2015 (RS)	AS AT 30.06.2014 (RS.)
13	<b>INVENTORIES</b>		
	Stores & Spares	5,821,992	
	Finished Goods	216,388,404	189,149,905
		<b>222,210,396</b>	<b>189,149,905</b>

NOTE NO.	PARTICULARS	AS AT 31.03.2015 (RS)	AS AT 30.06.2014 (RS.)
14	<b>TRADE RECEIVABLES</b> (Unsecured and Considered good)		
	Outstanding for a period exceeding 6 Months	11,532,550	40,698,550
	Others	316,168,713	260,908,925
		<b>327,701,263</b>	<b>301,607,475</b>

NOTE NO.	PARTICULARS	AS AT 31.03.2015 (RS)	AS AT 30.06.2014 (RS.)
15	<b>CASH AND BANK BALANCES</b>		
	Cash in Hand	172,465	801,181
	Balance with bank in current account	732,729	231,744
	<b>A</b>	<b>905,194</b>	<b>1,032,925</b>
	<b>OTHER BALANCES</b>		
	Unpaid Dividend	323,122	248,035
	<b>B</b>	<b>323,122</b>	<b>248,035</b>
	<b>Total</b>	<b>1,228,316</b>	<b>1,280,960</b>



# VISAGAR POLYTEX LIMITED

## 32<sup>ND</sup> ANNUAL REPORT 2014-15

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE NINE MONTHS  
PERIOD ENDED 31<sup>ST</sup> MARCH, 2015**

NOTE NO.	PARTICULARS	AS AT 31.03.2015 (RS)	AS AT 30.06.2014 (RS.)
16	<b>SHORT TERM LOANS AND ADVANCES</b>		
	Advance to Suppliers	-	788,837
	Staff Loan	438,822	
	Prepaid Expenses	1,202,767	
		<u>1,641,589</u>	<u>788,837</u>

NOTE NO.	PARTICULARS	AS AT 31.03.2015 (RS)	AS AT 30.06.2014 (RS.)
17	<b>OTHER CURRENT ASSETS</b>		
	Share Issue Expenses	657,921	657,921
		<u>657,921</u>	<u>657,921</u>





# VISAGAR POLYTEX LIMITED

## 32<sup>ND</sup> ANNUAL REPORT 2014-15

### ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE NINE MONTHS PERIOD ENDED 31<sup>ST</sup> MARCH, 2015

NOTE NO.	PARTICULARS	YEAR ENDED 31.03.2015 (RS)	YEAR ENDED 30.06.2014 (RS.)
18	<b>REVENUE FROM OPERATIONS</b>		
	Sales	609,317,388	706,052,400
		<b>609,317,388</b>	<b>706,052,400</b>

NOTE NO.	PARTICULARS	YEAR ENDED 31.03.2015 (RS)	YEAR ENDED 30.06.2014 (RS.)
19	<b>OTHER INCOME</b>		
	Dividend/Interest Received	232,758	241,096
	Profit / (Loss) on sale of Shares	-	-
	Other Receipt	181,906	-
		<b>414,664</b>	<b>241,096</b>

NOTE NO.	PARTICULARS	YEAR ENDED 31.03.2015 (RS)	YEAR ENDED 30.06.2014 (RS.)
20	<b>CHANGE IN INVENTORIES</b>		
	Balance as of commencement of the Year:		
	Finished Goods	188,096,405	103,668,839
	Less: Balance as of end of the Year :	222,210,396	188,096,405
		<b>(34,113,991)</b>	<b>(84,427,556)</b>

NOTE NO.	PARTICULARS	YEAR ENDED 31.03.2015 (RS)	YEAR ENDED 30.06.2014 (RS.)
21	<b>EMPLOYEE BEBEFIT EXPENSES</b>		
	Salaries	6,640,968	4,584,392
	Staff Welfare Expenses	444,504	317,986
	Remuneration to Directors	880,000	384,000
		<b>7,965,472</b>	<b>5,286,378</b>

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE NINE MONTHS  
PERIOD ENDED 31<sup>ST</sup> MARCH, 2015**

NOTE NO.	PARTICULARS	YEAR ENDED 31.03.2015 (RS))	YEAR ENDED 30.06.2014 (RS.)
22	<b>FINANCE COST</b>		
	Interest on :		
	Borrowing from Banks	8,343,573	12,066,934
	Bank Charges and Processing Charges	-	-
	Short term borrowings from bank	625,840	-
		<u>8,969,413</u>	<u>12,066,934</u>

NOTE NO.	PARTICULARS	YEAR ENDED 31.03.2015 (RS)	YEAR ENDED 30.06.2014 (RS.)
23	<b>OTHER EXPENSES</b>		
	Advertisement & Sales Promotion Expenses	91,654	47,967
	Director Sitting Fees	95,000	-
	Conveyance & Travelling expenses	475,315	1,120,008
	General expenses	3,452,052	4,776,897
	Insurance Premium	134,845	111,615
	Legal & Professional Charges	347,931	270,244
	Printing, Stationary & Communication expenses	292,926	383,844
	Electricity Charges	1,044,906	352,967
	Rent, Rate & Taxes	1,096,846	550,126
	Job Works	8,886,570	59,554,828
	Packing & Folding Expenses	357,225	613,959
	Factory General Expenses	1,233,138	-
	Wages & Bonus	5,858,311	7,668,125
	Discount & Rate Difference	3,285,490	1,373,251
	<b>Remuneration to Auditors</b>		
	Audit Fees	22,060	22,060
		<u>26,674,269</u>	<u>77,699,162</u>



# VISAGAR POLYTEX LIMITED

## 32<sup>ND</sup> ANNUAL REPORT 2014-15

### ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE NINE MONTHS PERIOD ENDED 31<sup>ST</sup> MARCH, 2015

#### NOTES TO ACCOUNT & SIGNIFICANT POLICIES

##### 1. Significant Accounting Policies

##### 1. Corporate Information

Visagar Polytex Limited (the Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on the Bombay Stock Exchange.

##### 2. Significant Accounting Policies

##### 2.1 Basis for preparation of accounts

"These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the Companies (Account) Rules 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year"

##### 2.2 Revenue Recognition

Revenues are recognized and expenses are accounted for on accrual basis with necessary provisions for all known liabilities and losses. Income from Non- Performing Assets is recognized only when it is realized. Interest on deposits and loans is accounted for on the time proportion basis after considering reasonable certainty that the ultimate collection will be made. Dividend income is recognized when right to receipts is established. Profit or loss on sale of securities is accounted on trade date basis.

##### 2.3 INVENTORIES

Stock is Valued at cost. The closing stock of goods produced is valued at Actual Cost by allocating all direct expenses which are related to the manufacturing. The fixed expenses under which the allocation was necessary as per the management discretion is allocated to the respective projection to arrive at its Actual cost of production

The Work – in – Progress is valued accordingly as per the completion of the projection. All expenses which can be related directly are all Capitalized and added to the cost.



# VISAGAR POLYTEX LIMITED

## 32<sup>ND</sup> ANNUAL REPORT 2014-15

### 2.4 Tangible Fixed Assets

Fixed Assets are stated at cost of acquisition less accumulated depreciation thereon. Fixed Assets are accounted at cost of acquisition inclusive of inward freight, duties taxes and other incidental expenses related to acquisition and installation of Fixed Assets incurred to bring the assets to their working condition for their intended use.

### 2.5 Intangible Fixed Assets

Internally generated intangible assets are measured at the expenditure incurred for development of the contents of its websites.

### 2.6 Depreciation & Amortisation

Depreciation on Fixed Assets is provided on Written Down Value method based on the useful life of the asset in the manner prescribed in Schedule II to the Companies Act, 2013. Internally generated intangible assets i.e. website content is amortised over a period of five years.

### 2.7 Investments

Investments made by the Company with a long term prospective in Quoted and Unquoted securities are held as investments and are valued at cost. However, provision for diminution in value is made to recognize a decline, other than temporary, in the value of the investments.

### 2.8 Foreign Currency Transactions

No Foreign currency transactions are recorded during this Financial Year under review.

### 2.9 Employees Benefits

All employee benefit obligations payable wholly within twelve months of the rendering the services are classified as Short Term Employee Benefits. Such Benefits are estimated and provided for in the period in which the employee renders the related service. Post Employment Benefits All eligible employees of the Company are entitled to receive benefits under the provident fund and Gratuity is accounted for as and when paid.

### 2.10 Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.



# VISAGAR POLYTEX LIMITED

## 32<sup>ND</sup> ANNUAL REPORT 2014-15

### 2.11 Provisions and Contingent Liabilities

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

For **Sudhir M. Desai & Co.**  
Chartered Accountants  
**Firm Registration No. 125516W**  
Sd/-  
**Sudhir M. Desai**  
Proprietor  
M. No: 041999  
Place : Mumbai  
Dated : 30.05.2015

For Visagar Polytex Limited

Sd/-	Sd/-
<b>(Tilokchand Kothari)</b>	<b>(Kanwarlal Rathi)</b>
Managing Director	Director
DIN: 00413627	DIN: 06441986

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**VISAGAR POLYTEX LIMITED****L65990MH1983PLC030215**

Regd Office: 907-908, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri – West, Mumbai – 400 058.

Tel.: +91-22-67424815, Website: [www.visagarpolytex.in](http://www.visagarpolytex.in)**ATTENDANCE SLIP**

Please fill attendance slip and hand it over at the entrance of the meeting hall Joint shareholders may obtain additional Slip at the venue of the meeting

D.P. Id*		Folio No.	
Client Id *		No. of Shares	

**NAME OF THE SHAREHOLDER / PROXYHOLDER**

: \_\_\_\_\_

I hereby record my presence at the **32<sup>nd</sup> Annual General Meeting** of the Company held on **Wednesday, September 30, 2015 at 12.00 noon** at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092

\_\_\_\_\_  
Signature of Shareholder/Proxyholder

Note Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.

.....(Tear Here).....

**VISAGAR POLYTEX LIMITED****L65990MH1983PLC030215**

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Tel.: +91-22-67424815, Website: [www.visagarpolytex.in](http://www.visagarpolytex.in)**PROXY FORM**

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

Name of the Member(s) : \_\_\_\_\_  
Registered Address : \_\_\_\_\_  
Email ID : \_\_\_\_\_  
Folio No./Client ID/DP ID : \_\_\_\_\_

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

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

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

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

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

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

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **32<sup>nd</sup> Annual General Meeting** of the Company to be held on **Wednesday, September 30, 2015** at **12.00 noon** at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	Special Business
<ol style="list-style-type: none"> <li>1. Adoption of financial statements for the nine months period ended as at March 31, 2015 and Reports of Directors' and Auditors' thereon.</li> <li>2. Declaration of dividend on Equity Shares of the Company.</li> <li>3. Re-appointment of Mr. Kanwarlal Rath, who retires by rotation.</li> <li>4. Appointment of auditors and fixing their remuneration.</li> </ol>	<ol style="list-style-type: none"> <li>5. Re-appointment of Mr. Tilokchand Kothari as Managing Director of the Company.</li> </ol>

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of the proxy (holders)

**Notes:**

1. This form, in order to be effective, should be duly completed, stamped, signed and deposited at the registered office of the Company, not less than 48 hours before the commence of the meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.



BOOK POST  
(UNDER POSTAL CERTIFICATE)



VISAGAR POLYTEX LIMITED

Regd. off. : 907/908, Dev Plaza, S.V.Road, Andheri - (W), Mumbai 400 058

Tel. 022-67424815 Email : [contact@visagar.com](mailto:contact@visagar.com) Website:[www.visagarpolytex.in](http://www.visagarpolytex.in)