



VISAGAR
you dream, we create

Date: 17th October, 2017

BSE Limited Corporate Services Department, Dalal Street, Fort Mumbai - 400001. BSE Scrip ID - VIVIDHA BSE Scrip Code - 506146	The National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. ISIN Code- INE370E01029
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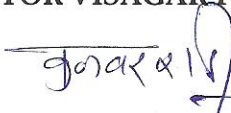
Sub : Submission of Annual Report for the year 2016-17 pursuant to Regulation 34(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir,

In compliance with Regulation 34(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, enclosed herewith please find the Annual Report of the Company for the financial year 2016-17 which has been duly approved and adopted in the Annual General Meeting held on 30th September 2017.

Kindly take the same on your record and oblige.

FOR VISAGAR POLYTEX LIMITED


(Kanwar Lal Rath)
Director
DIN: 06441986



Encl: A/a.

VISAGAR POLYTEX LIMITED



VISAGAR POLYTEX LIMITED



34TH ANNUAL REPORT 2016-17

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Tilokchand Kothari	Chairman & Managing Director
Mr. Kanwarlal Rathi	Executive Director
Mr. Kamal Ahuja	Non-Executive Independent Director <i>(Ceased w.e.f. November 12, 2016)</i>
Ms. Pooja Bhardwaj	Non-Executive Independent Director
Mr. Manish Kumar Gupta	Non-Executive Independent Director
Mr. Yash Malhotra	Non-Executive Independent Director <i>(Ceased w.e.f. August 10, 2017)</i>

KEY MANAGERIAL PERSONNEL

Mr. Sagar Kothari	Chief Financial Officer
Ms. Ruchi Bhandari	Company Secretary and Compliance Officer <i>(Ceased w.e.f. April 20, 2017)</i>
Mr. Pravin Mishra	Company Secretary and Compliance Officer <i>(W.e.f. April 20, 2017)</i>

SECURITIES LISTED ON

National Stock Exchange of India Limited
BSE Limited

CORPORATE IDENTITY NUMBER

L65990MH1983PLC030215

STATUTORY AUDITORS

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

REGISTERED OFFICE

907/908, Dev Plaza,
Opp. Andheri Fire Station, S.V. Road,
Andheri- West, Mumbai- 400058.

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

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VISAGAR POLYTEX LIMITED

CIN: L65990MH1983PLC030215

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

Tel: 022-67424815; Website: www.visagarpolytex.in; Email: contact@visagar.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th Annual General Meeting of the Members of **M/s. VISAGAR POLYTEX LIMITED** will be held on Saturday, **30th September 2017** at 10.30 a.m. 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 Financial Statement as at March 31, 2017 and Profit & Loss Account of the Company for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. KanwarLal Rathi (DIN: 06441986), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, Section 142, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. Sorabh R Agrawal & Co. (Firm Registration No. 144123W) be appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 34th AGM, (i.e. this AGM) of the Company to the conclusion of the 39th AGM, to be held in 2022 (subject to ratification of appointment by the members at every AGM held after this AGM), on a remuneration as may be agreed upon by the Board of Directors and the Auditors.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies

(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) as amended from time to time, Ms. Parul Gulati (DIN: 07740390), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from September 30, 2017 and whose office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”

Place: Mumbai
Date: August 10, 2017

For Visagar Polytex Limited

Registered Office:
907/908, Dev Plaza,
Opp. Andheri Fire Station,
S.V. Road, Andheri (West),
Mumbai – 400058.
Tel: 022- 67424815
Website: www.visagarpolytex.in

Tilokchand Kothari
Managing Director
DIN: 00413627

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), which sets out details relating to Special Business at the meeting is annexed hereto. The relevant details of the Directors seeking re-appointment/ appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed.
2. **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 A PROXY IN ORDER TO BE VALID MUST BE DULY FILLED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Pursuant to the provision of the Companies Act 2013 (hereinafter called “the Act”) and the Rules made thereunder 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.

3. 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.
4. 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.
5. 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 Depository Participants.
6. Members who hold shares in physical shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Adroit Corporate Services (P) Ltd. for consolidation into a single folio.
7. Members are informed that 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.
8. Particulars of Bank mandates. Such changes are to be advised only to the Depository Participants.
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. The Register of Members and Share Transfer Books of the Company shall remain closed from **September 25, 2017 to September 30, 2017** (both days inclusive) for the purpose of annual book closure.
12. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper. However, 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 vote again at the AGM.
13. Members are requested to 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.

14. 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, 1st floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400 059.
15. 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 02.00 p.m. up to the date of declaration of the result of the Annual General Meeting of the Company.
16. The Annual Report 2016-17 and Notice of the 34th Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent in electronic form to all the members whose email IDs are registered with the Company/Depository Participants(s). For members who have not registered their email address, physical copies of the aforesaid documents are being sent in the permitted mode. Members who prefer physical copy to be delivered may write to the Company at its registered office or send an E-mail to investors@visagar.com or secretarial@visagar.com by providing their DP Id and Client Id as reference.
17. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website 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.
18. Members who wish to get any further information as regards the items to be transacted at the meeting are requested to write to Mr. Pravin Mishra, Company Secretary atleast ten days prior to the Meeting so as to enable the management to reply at the meeting.
19. Members holding shares in physical form are requested to consider converting their holdings in dematerialised form to eliminate risks associated with physical shares and better management of the securities. Members can write to the company's registrar and share transfer agent in this regard.
20. The route map showing directions to reach the venue of the 34th Annual General Meeting is annexed herewith the Notice.

Instructions for remote e-voting are as under:

- I. 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 Regulation 44 of SEBI (Listing Obligations and

Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 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).

- II. 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.
- III. 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.
- IV. The remote e-voting period commences on **27th September 2017 (9.00 am)** and ends on **29th September 2017 (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 **23rd September 2017**, 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.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file “remote e-voting.pdf”.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put your user ID and password. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. 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 remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “**VISAGAR POLYTEX LIMITED**”.

- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to skjaincs1944@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of 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 AGM) :

EVEN (Remote e-voting Event Number)USER ID PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- NOTE: Shareholders who forgot the User Details/Password can use “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com*
- In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ Client ID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).*
- VIII. 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).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September 2017.



- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "[*Forgot User Details/Password?*](#)" or "[*Physical User Reset Password?*](#)" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM).
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Dr. S. K. Jain, Practising Company Secretary, Proprietor of M/s. S. K. Jain & Company, Company Secretaries, FCS 1473, CP. No.3076 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company viz. www.visagarpolytex.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited.

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

ITEM NO. 3

M/s. Sudhir M. Desai & Co., Chartered Accountants have been the Statutory Auditors of the Company since long. Pursuant to Section 139 of the Companies Act, 2013 and the rules made thereunder, the Company is required to appoint new Statutory Auditors (due to expiry of the maximum permissible tenure as the Auditors of the Company). On the recommendation of the Audit Committee, at its meeting held on 30th May, 2017, the Board considered and approved the appointment of M/s. Sorabh R Agrawal & Co. (Firm Registration No. 144123W) Chartered Accountants as the Statutory Auditors to hold office from the conclusion of the 34thAGM on 30th



September, 2017 until the conclusion of the 39thAGM in the year 2022, at a remuneration as may be agreed upon by the Board of Directors and the Auditors.

ITEM NO: 4

Ms. Parul Gulati has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for her appointment as an Independent Director of the Company and she is independent of the management. Also, Ms. Gulati has given her consent to act as Director and she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors is of the view that her skill and experience can prove beneficial for the growth of the Company and therefore recommends the aforesaid resolution for your consideration and approval as an Ordinary Resolution.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel except Ms. Parul Gulati is in anyway, concerned or interested in the above resolution.

Annexure to Notice

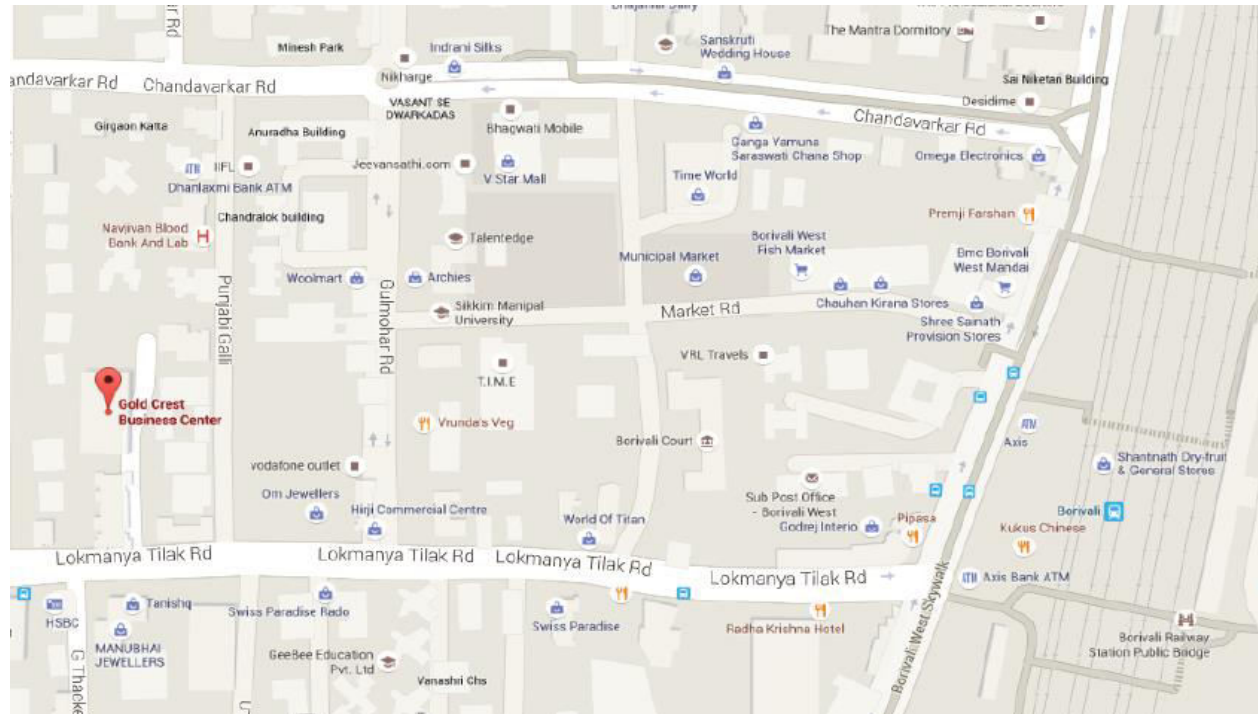
Details of the Directors seeking appointment/re-appointment at the Annual General Meeting

(Pursuant to Regulation 36 (3) of the Listing Regulations, 2015 & Secretarial Standards-2 on General Meetings)

Name of Director	Mr. Kanwar Lal Rathi	Ms. Parul Gulati
DIN	06441986	07740390
Date of Appointment	11.10.2012	30.09.2017
Brief Profile	Mr. Rathi has been associated with the Company since 5 years handling wholesale trading division of the Company particularly sale of Lehengas. He has experience of 20 years in the field of trading and textile Industries.	Associate Member of the Institute of Company Secretaries of India (ICSI). Well versed in legal, secretarial compliance and FEMA matters.
Directorship in other Public limited Companies	Maharashtra Corporation Limited	None
No. of Shares held in the Company Own Beneficial Basis	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Nephew of Mr. Tilokchand Kothari	None
Chairman/Member of the Committee of the Board of Directors of the Company	Visagar Polytex Limited Stakeholders' Relationship Committee (Member)	None
Chairman/Member of the Committee of the Board of Directors of other Public Companies*	Member of Stakeholders' Relationship Committee of Maharashtra Corporation Limited	None

**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



DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present their **34th Annual Report** for the financial year ended March 31, 2017:

BUSINESS PERFORMANCE:

(Rs. In Lacs)

Particulars	Year Ended 31-03-2017	Year Ended 31-03-2016
Revenue from Operations	8115.18	10,317.87
Other Income	2.27	2.09
Finance Cost	135.36	101.62
Depreciation	97.36	185.81
Profit before Exceptional Items & Tax	165.76	15.63
Exceptional Items	--	--
Profit before Tax	165.76	15.63
Provision for Tax	30.00	5.00
Deferred Tax	--	--
Profit for the year	135.76	10.63
Appropriations:		
Proposed Dividend	--	55.40
Interim Dividend	--	-
Dividend Distribution Tax	--	11.08
Balance c/f to Balance Sheet as at 31.03.2017	189.87	669.61

OPERATIONS AND FUTURE PLANS:

Your Company has seen a decrease in turnover of the Company during the year under review which accounted for Rs. 8115.18 Lakhs as compared to Rs. 10,317.87 Lakhs in FY 2015-16. However, the Net Profit has increased significantly from Rs. 10.63 Lakhs in FY 2015-16 to Rs. 135.78 Lakhs in FY 2016-17. Your Company is very much optimistic about the coming year. Since the Company is trying to reduce cost and expand its business, your Directors are hopeful that the results will be more encouraging.

DIVIDEND:

In order to plough back the profit, your Directors have not recommended any dividend for the year ended March 31, 2017.

**SHARE CAPITAL:**

As at March 31, 2017, the authorised share capital of the Company was Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Re. 1/- (Rupee One Only) each.

As at March 31, 2017, the paid-up Equity Share Capital of the Company stood at Rs. 24,62,00,534 (Rupees Twenty four Crores Sixty two lakhs five hundred & thirty four only) divided into 24,62,00,534 (Twenty four Crores Sixty two lakhs five hundred & thirty four only) Equity Shares of Re. 1/- (Rupee One Only) each.

BONUS:

During the year, the Company had issued 61,550,134 Equity Shares on April 05, 2016 to its then existing shareholders in the ratio of 1:3 by way of capitalisation of free reserves which has resulted into increase in paid up share capital of the Company.

TRANSFER TO RESERVE:

The Board does not propose to make transfer to reserves for the year 2016-17 and instead intends to retain the net profit of Rs. 13,575,777/- in the Profit & Loss Account for the year ended March 31, 2017.

COMPLIANCE WITH THE ACCOUNTING STANDARDS

The Company prepares its accounts and other financial statements in accordance with the relevant accounting principles and also complies with the accounting standards issued by the Institute of Chartered Accountants of India.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Venture or Associate Company.

TRANSFER TO UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The amount of dividends remaining unpaid/unclaimed for seven years from the date of its transfer to the Unpaid Dividend Accounts of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. An amount of Rs. 124,570.50/- declared for the year 2009-10 is unclaimed. If the same is not claimed by the Members, the said amount will be transferred to IEPF.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:**i) Retire by Rotation:**

In accordance with the provisions of Section 152 of the Act, and that of Articles of Association of the Company, Mr. Kanwarlal Rathi (DIN: 06441986) Director of the Company retires by rotation at this Annual General Meeting of the Company and being eligible, offers himself for reappointment.

ii) Change in Directors and Key Managerial Personnels:

During the year under review, Mr. Kamal Ahuja has resigned from the directorship of the Company w.e.f. November, 12, 2016 citing personal reasons. The board has accepted his resignation in the Board Meeting held on November, 12, 2016. The Board considered and approved his resignation from the post of Directorship including the membership of respective committee with effect from November 12, 2016 the same is disclosed in Annual Report for the year 2016-17. The Board place on record its gratitude for the services rendered by him during the tenure as director of the Company.

On February 10, 2017 Mr. Yash Malhotra was appointed as an Additional Director (Non-Executive Independent) w.e.f. February, 10, 2017.

Ms. Ruchi Bhandari was appointed as Company Secretary & Compliance officer of the Company in the Board Meeting held on July 28, 2016. However, she resigned from the Board due to pre-occupation. In her place, Mr. Pravin Mishra, an Associate member of the Institute was appointed as a Company Secretary & Compliance officer of the Company in the Board meeting held on April 19, 2017.

iii) Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

iv) Meetings of the Board:

During the year ended March 31, 2016, Nine (9) Board Meetings were held by the Company on April 05, 2016; May 10, 2016; May 30, 2016; July 28, 2016; August 12, 2016; November 12, 2016; January 2, 2017; February 10, 2017 and March 17, 2017. Details of the meetings and the attendance record of the Directors are mentioned in the Corporate Governance section which forms part of this Report.

v) Committees of the Board:

At present, there are three (3) Committees of Board, i.e. Audit Committee, Stakeholders' Relationship Committee & Nomination & Remuneration Committee. The Composition and other details related to the Committees have been stated in the Corporate Governance Report which forms part of this report.

DECLARATION OF INDEPENDENCE FROM INDEPENDENT DIRECTORS:

All Independent Directors of your Company have individually and severally given a declaration pursuant to Section 149(7) of the Companies Act, 2013 affirming compliance to the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013. Based on the declaration(s) of Independent Directors, the Board of Directors recorded its opinion that all Independent Directors are independent of the Management and have fulfilled the conditions as specified in the Companies Act, 2013, rules made thereunder as well as applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors of your Company confirm 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.

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 Sector.

EXTRACT OF ANNUAL RETURN:

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**".



NOMINATION AND REMUNERATION COMMITTEE POLICY:

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The details of this policy are explained in the Corporate Governance Report. **The Nomination & Remuneration Policy is annexed as “Annexure B” to this Report.**

AUDIT COMMITTEE:

Your Company has an Audit Committee in compliance with the provisions of the Companies Act, 2013 as well as Part C of Schedule II of the Listing Regulations. The composition of the Audit Committee, detail of terms of reference, 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.

PARTICULARS OF CONTRACTS/ ARRANGEMENTS WITH RELATED PARTY:

All related party transactions that were entered into by the Company during the financial year under review were on arms' length basis and in the ordinary course of business. There are no material significant related party transactions entered into by the Company with its Promoters, Directors, Key Managerial Personnel or other designated persons, which may have a potential conflict with the interest of the Company at large, hence Form AOC-2 is not applicable to the Company. 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>.

AUDITORS & THEIR REPORT:

a) Change in Statutory Auditor:

In terms of the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors)

Rules, 2014, M/s. Sudhir M. Desai & Co., Chartered Accountants (Firm Reg. No. 125516W), Mumbai, the Auditors of your Company shall hold office till the conclusion of the ensuing AGM and they shall not be eligible for re appointment due to expiry of the maximum permissible tenure as the Auditors of your Company. Your Board places

on record its deep appreciation for the valuable contributions of the Auditors during their long association and wishes them success in the future.

Based on the recommendation of the Audit Committee, your Board at its meeting held on May 30, 2017, appointed M/s. Sorabh R Agrawal & Co. (Firm Registration No. 144123W) as the Auditors of the Company, in place of the retiring auditors M/s. Sudhir M. Desai & Co., Chartered Accountants, to hold office from the conclusion of the ensuing 34th AGM until conclusion of the 39th AGM of your Company to be held in the year

2022, subject to approval of the Members of the Company at the ensuing AGM and ratification by the Members of the Company every year thereafter, if required.

Your Company has received a certificate from M/s. Sorabh R Agrawal & Co., Chartered Accountants confirming their eligibility to be appointed as Auditors of the Company in terms of the provisions of Section 141 of the Companies Act, 2013 and Rules framed thereunder. The proposal for their appointment has been included in the Notice convening the 34th AGM for obtaining approval of the Members of the Company.

b) Secretarial Auditor:

In compliance with the provisions of Sec 204 and other applicable provisions of Companies Act 2013, the Board of Directors have appointed Mrs. Averil Pinto, Practising Company Secretary as Secretarial Auditors to undertake Secretarial Audit of the Company for the financial year ended March 31, 2017. The Secretarial Audit Report is attached herewith marked as “**Annexure C**” and forms an integral part of this report.

Secretarial Auditor has made and mentioned the following observation in its report:

Nomination and Remuneration Committee was Re- Constituted on 12th November 2016 and Mr. Tilokchand Kothari, Managing Director was appointed as it's Member. The Constitution of Nomination and Remuneration Committee is not in accordance with provision of section 178 of the Companies Act 2013.

With respect to the above observation made by the Secretarial Auditor, your Directors would like to clarify that pursuant to the resignation of Mr. Kamal Ahuja from the Directorship of the Company it was necessary to reconstitute the Nomination & Remuneration Committee, as Mr. Ahuja held Membership of the Committee. Hence, Mr. Tilokchand Kothari was inducted as Member of the Committee. In accordance with provisions of Section 178 of the Companies Act, 2013, one more Member is required to be inducted in the Committee in the capacity of either Independent or non-executive Director. Since, at present there is no such Director on the Board, the Company will appoint a competent person on the Board who shall be further inducted in the Committee after which the constitution of the Committee will be in accordance with guiding provisions.

INTERNAL AUDITOR:

M/s. Lakhpat M Trivedi & Co., Chartered Accountants, Mumbai (Registration No. 109047) was appointed as Internal Auditor of the Company for the FY 2016-2017 and the Internal Audit Report prepared by them was placed before the Audit Committee.

RISK MANAGEMENT:

Risk Management is a risk based approach to manage an enterprise, identifying events that may affect the entity and manage risks to provide reasonable assurance regarding achievement of entity's objective. The risk



management process consists of risk identification, risk assessment, risk prioritization, risk treatment or mitigation, risk monitoring and documenting the new risks. 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. In the opinion of your Board, none of the risks which have been identified may threaten the existence of the Company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place an adequate budgetary control system and internal financial controls with reference to financial statements. No reportable material weaknesses were observed in the system during the previous fiscal. Further, the Company has laid down internal financial control policies and procedures which ensure accuracy and completeness of the accounting records and the same are adequate for safeguarding of its assets and for prevention and detection of frauds and errors, commensurate with the size and nature of operations of the Company. The policies and procedures are also adequate for orderly and efficient conduct of business of the Company.

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

The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

PUBLIC DEPOSITS:

The Company has not accepted any deposit from the general public within the meaning of section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

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 year ended March 31, 2017, there were no material changes and commitments affecting the financial position of the Company have occurred between the period ended March 31, 2017 to which financial results relate and the date of the Report.

CORPORATE SOCIAL RESPONSIBILITY:

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.

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:

The Management Discussion and Analysis Report on the operations of the Company, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in a separate section and forms an integral part of this Report.

CORPORATE GOVERNANCE:

As per Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section 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.

INSURANCE:

The fixed assets of the Company have been adequately insured.

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. The status of dematerialisation of shares as on March 31, 2017 is mentioned in the Corporate Governance section which forms part of this Report.

LISTING OF SHARES:

The shares of your Company are listed at National Stock Exchange of India Limited and BSE Limited. The applicable Annual Listing fees have been paid to both the Stock Exchange for the financial year 2016-17.

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairman of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee.

The Policy is also available on the web-site at the web-link <http://vpl.visagar.com/attachments/WhistleblowerVigilPolicy.pdf>. The Audit Committee of Directors are entrusted with the responsibility to oversee the Vigil mechanism. During the year 2016-17, no complaints were received.

PARTICULARS OF EMPLOYEES:

Particulars of employees in accordance with the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not given, as none of the employees qualifies for such disclosure.

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 D' and forms part of this Report.

PREVENTION OF SEXUAL HARRASSMENT AT WORKPLACE:

The Company has zero tolerance towards sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rule made thereunder. During the year under review, there were no cases filed or reported pursuant to the provisions of the said Act.

ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their grateful appreciation for the excellent assistance and co-operation received from all our Clients, Bankers, Business Associates and the Government and other regulatory authorities and thank all stakeholders for their valuable sustained support and encouragement towards the conduct of the proficient operation of the Company. Your Directors would like to place on record their gratitude to all the employees who have continued their support during the year.

By Order of the Board of Directors
For Visagar Polytex Limited

Place: Mumbai
Date: May 30, 2017

Tilokchand Kothari
Chairman & Managing Director
DIN: 00413627

ANNEXURE - A

Form No.MGT-9

Extract of Annual Return as on the financial year ended March 31, 2016
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	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: contact@visagar.com
ix)	Whether listed company	Yes
x)	Name, Address and Contact details of Registrar and Transfer Agent, if any	
xi)	Name	Adroit Corporate Services (P) Limited
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: info@adroitcorporate.com

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

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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Promoter									
1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	15374205	-	15374205	8.33	23030574	-	23030574	9.36	1.03
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other									
Directors	62678000	-	62678000	33.94	81070659	-	81070659	32.92	(1.02)
Directors' Relatives	19954000	-	19954000	10.81	22855333	-	22855333	9.29	(1.52)
Sub-total(A)(1):-	98006205	-	98006205	53.08	126956566	-	126956566	51.57	(1.51)
2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-	-	-	-	-	-	-	-	-	-
c) Individuals									
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
g) Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters &	98006205	-	98006205	53.08	126956566	-	126956566	51.57	(1.51)

Promoter Group									
(A)=(A)(1)+(A)(2)									
Public Shareholding									
1) Institutions									
a) Mutual Funds	1269	-	1269	0.00	-	-	-	-	-
b) Banks / FI	4563000	-	4563000	2.47	3430416	-	3430416	1.39	(1.08)
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
j) Sub-total (B)(1)	4564269	-	4564269	2.47	3430416	-	3430416	1.39	(1.08)
k) Non Institutions									
l) Bodies Corp.									
m) Indian	70499904	183700	70683604	38.28	18643708	244915	18888623	7.67	(30.61)
n) Overseas	-	-	-	-	-	-	-	-	-
o) Individuals	-	-	-	-	-	-	-	-	-
p) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3021076	344740	3365816	1.82	66499177	459630	66958807	27.20	25.38
q) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	7535097	195800	7730897	4.19	25206221	261066	25467287	10.34	6.15
r) Others	-	-	-	-	-	-	-	-	-
s) Clearing Member	231108	-	231108	0.13	527424	-	527424	0.21	0.08
t) NRIs	68501	-	68501	0.04	3971411	-	3971411	1.61	1.57
u) Sub-total(B)(2)	81355686	724240	82079926	44.45	114847941	965611	115813552	47.04	2.59
v) Total Public Shareholding (B)=(B)(1)+ (B)(2)	85919955	724240	86644195	46.92	118278357	965611	119243968	48.43	1.51
w) Shares held by Custodian for	-	-	-	-	-	-	-	-	-

GDRs & ADRs									
x) Grand Total (A+B+C)	183926160	724240	184650400	100.00	245234923	965611	246200534	100	-

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	62678000	33.94	-	81070659	32.92	-	(1.02)
2.	Asha Kothari	12133000	6.57	-	12427333	5.05	-	(1.52)
3.	Sagar Tilokchand Kothari	5181000	2.81	-	6908000	2.81	-	-
4.	Visagar Financial Services Ltd	398805	0.22	-	6781747	2.76	-	2.54
5.	Sib Sagar Trade & Agencies Pvt Ltd	4290000	2.32	-	5720000	2.32	-	-
6.	Maharashtra Corporation Ltd	3960000	2.14	-	5280000	2.14	-	-
7.	Tilokchand Manekchand Kothari	2640000	1.43	-	3520000	1.43	-	-
8.	Sagar Portfolio Services Ltd	4730000	2.56	-	2788294	1.13	-	(1.43)
9.	Trisha Media Ltd	1995400	1.08	-	2460533	1.00	-	(0.08)
	Total	9800620	53.08	-	126956566	51.57	-	(1.51)

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

Sr. no	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Tilokchand Kothari				
	At the beginning of the year	62678000	33.94	62678000	33.94
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 1:3 on 05.04.2016	20892666	--	83570666	33.94
	Sale of Shares on 31.03.2017	2500007	1.02	81070659	32.92
	At the End of the year	81070659	32.92	81070659	32.92
2.	Mrs. Asha Kothari				
	At the beginning of the year	12133000	6.57	12133000	6.57
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 1:3 on 05.04.2016	4044333	--	16177333	6.57
	Sale of Shares on 31.03.2017	3750000	1.52	12427333	5.05
	At the End of the year	12427333	5.05	12427333	5.05
3.	Mr. SagarTilokchand Kothari				
	At the beginning of the year	5181000	2.81	5181000	2.81
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 1:3 on 05.04.2016	1727000	--	6908000	2.81
	At the End of the year	6908000	2.81	6908000	2.81
4.	Visagar Financial Services Limited				
	At the beginning of the year	398805	0.22	398805	0.22
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 1:3 on 05.04.2016	132935	--	531740	0.22
	Purchase of Shares on 31.03.2017	6250007	2.54	6781747	2.76
	At the End of the year	6781747	2.76	6781747	2.76

5.	Sib Sagar Trade & Agencies Pvt Ltd				
	At the beginning of the year	4290000	2.32	4290000	2.32
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 1:3 on 05.04.2016	1430000	--	5720000	2.32
	At the End of the year	5720000	2.32	5720000	2.32
6.	Maharashtra Corporation Ltd				
	At the beginning of the year	3960000	2.14	3960000	2.14
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 1:3 on 05.04.2016	1320000	--	5280000	2.14
	At the End of the year	5280000	2.14	5280000	2.14
7.	Tilokchand Manekchand Kothari (HUF)				
	At the beginning of the year	2640000	1.43	2640000	1.43
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 1:3 on 05.04.2016	880000	--	3520000	1.43
	At the End of the year	3520000	1.43	3520000	1.43
5.	Sagar Portfolio Services Ltd				
	At the beginning of the year	4730000	2.56	4730000	2.56
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 1:3 on 05.04.2016	1576666	--	6306666	2.56
	Sale of Shares on 06.06.2016	125000	0.05	6181666	2.51
	Sale of Shares on 07.06.2016	250000	0.10	5931666	2.41
	Sale of Shares on 13.06.2016	209372	0.09	5722294	2.32
	Sale of Shares on 14.06.2016 & 15.06.2016	350000	0.14	5372294	2.18
	Sale of Shares on 16.06.2016 & 17.06.2016	225000	0.09	5147294	2.09
	Sale of Shares on 21.06.2016 & 22.06.2016	225000	0.09	4922294	2.00
	Sale of Shares on 24.06.2016	150000	0.06	4772294	1.94
	Sale of Shares on 27.06.2016	125000	0.05	4647294	1.89
	Sale of Shares on 01.07.2016	112000	0.05	4535294	1.84
	Sale of Shares on 04.07.2016	122000	0.05	4413294	1.79
	Sale of Shares on 07.08.2016 & 08.07.2016	250000	0.10	4163294	1.69
	Sale of Shares on 19.01.2017	825000	0.34	3338294	1.35
	Sale of Shares on 27.01.2017	550000	0.22	2788294	1.13

	At the End of the year	2788294	1.13	2788294	1.13
8.	Trisha Media Ltd				
	At the beginning of the year	1995400	1.08	1995400	1.08
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 1:3 on 05.04.2016	665133	--	2660533	1.08
	Sale of Shares on 27.01.2017	200000	1.08	2460533	1.00
	At the End of the year	2460533	1.00	2460533	1.00

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.	Canara Bank-New Delhi	4563000	2.47	--	1132584	3430416	1.39
2.	Birla Power Solutions Limited	1977800	1.07	659266	--	2637066	1.07
3.	Bhudev Trading Private Limited	1980000	1.07	--	168112	1811888	0.74
4.	Kapish Packaging Private Limited	1355805	0.73	451935	--	1807740	0.73
5.	Smithblock Financial Services Private Limited	--	--	--	--	1458434	0.59
6.	Dimple Pankaj Desai	1100000	0.56	366666	--	1466666	0.56
7.	KantaAnantraai Desai	1100000	0.56	366666	--	1466666	0.56
8.	Karvy Stock Broking Ltd	21740	0.01	1316602	--	1338342	0.54
9.	SnehaPankaj Desai	1041134	0.56	147044	--	1188178	0.48
10	Saumil A Bhavnagari	16000	0.00	1142717	--	1158717	0.47

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
1.	Mr. Tilokchand Kothari (Managing Director)				
	At the beginning of the year	62678000	33.94	62678000	33.94
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 1:3 on 05.04.2016	20892666	--	83570666	33.94
	Sale of Shares on 31.03.2017	2500007	1.02	81070659	32.92
	At the End of the year	81070659	32.92	81070659	32.92
2.	Mr. Sagar Kothari (Chief Financial Officer)				
	At the beginning of the year	5181000	2.81	5181000	2.81
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 1:3 on 05.04.2016	1727000	--	6908000	2.81
	At the End of the year	6908000	2.81	6908000	2.81

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
Indebtedness at the beginning of the FY				
i) Principal Amount	35,482,705	85,755,543	--	121,238,248
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not	--	--	--	--
Total(i+ii+iii)	35,482,705	85,755,543	--	121,238,248
Change in Indebtedness during the FY				
- Addition	--	12,71,254	--	12,71,254
- Reduction	1,05,57,234	--	--	105,57,234
Net Change	1,05,57,234	12,71,254	--	1,18,28,488
Indebtedness at the end of the FY				
i) Principal Amount	24,925,471	87,026,797	--	11,19,52,268
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	24,925,471	87,026,797	--	11,19,52,268

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
		Mr. Tilokchand Kothari (Managing Director)	
	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	Rs. 24,00,000/-	Rs. 24,00,000/-
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	Rs. 98,794/-	Rs. 98,794/-
	(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	--	--
	Total (A)	Rs. 24,98,794/-	Rs. 24,98,794/-

B. Remuneration to other directors:

Particulars of Remuneration	Name of Directors				Total Amount
<i>(Sitting Fees)</i>	Mr. Kamal Ahuja	Ms. Pooja Bharadwaj	Mr. Manish Kumar Gupta	Mr. Yash Malhotra	
<u>Independent Directors</u>					
Fee for attending Board/Committee Meetings	30000/-	62500/-	52500/-	5000/-	150000/-
Commission	--	--	--	--	--
Others, please specify	--	--	--	--	--
Total (1)	30000/-	62500/-	52500/-	5000/-	150000/-
<u>Other Non-Executive Directors</u>					
Fee for attending board / committee meetings	--	--	--	--	--
Commission	--	--	--	--	--
Others, please specify	--	--	--	--	--
Total (2)	--	--	--	--	--
Total (B)=(1+2)	30000/-	62500/-	52500/-	5000/-	150000/-
Total Managerial Remuneration	--	--	--	--	--
Overall Ceiling as per the Act	--	--	--	--	--

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		Ms. Ruchi Bhandari * Company Secretary	Mr. Pravin Mishra** Company Secretary	Mr. Sagar Kothari Chief Financial Officer	Total
	Gross salary				
	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs. 127,500/-	--	Rs. 6,00,000/-	--
	Value of perquisites u/s 17(2) Income-tax Act, 1961	--		--	--
	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	--		--	--
	Total	Rs. 127,500/-	--	Rs. 6,00,000/-	Rs. 7,27,500/-

* Ms. Ruchi Bhandari, Company Secretary has shown her interest to discontinue services of the Company due to pre-occupation and it has been accepted by the Board in the Board meeting held on April 19, 2017. In the same meeting, Mr. Pravin Mishra has been appointed as Company Secretary & Compliance officer of the Company.

** Mr. Pravin Mishra has been appointed as a Company Secretary & Compliance Officer of the Company w.e.f. April 20, 2017 & hence no remuneration has been drawn by him during the year.

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)
Company					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
Directors					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
Other Officers In Default					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

ANNEXURE - B

NOMINATION & REMUNERATION POLICY

PREAMBLE:

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19(4) read with Para A (1) of Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time. This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

APPLICABILITY:

This Policy is applicable to all the Directors, Key Managerial Personnel (KMP) and Senior Management team and other employees of **Visagar Polytex Limited** ("Company").

DEFINITIONS:

- i) **"Act"** means Companies Act, 2013 and rules framed thereunder as amended from time to time;
- ii) **"Board of Directors"** or Board, in relation to the company, means the collective body of the Directors of the Company;
- iii) **"Company"** means **"Visagar Polytex Limited"**; and
- iv) **"Policy"** or **"This policy"** means Nomination and Remuneration Policy.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and the Listing Agreement as may be amended from time to time shall have the meaning respectively assigned to them therein.

ROLE OF THE COMMITTEE:

The role of the Committee will be the following:

- i) To formulate criteria for determining qualifications, positive attributes and independence of a Director;
- ii) To formulate criteria for evaluation of Independent Directors and the Board;
- iii) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy;
- iv) To carry out evaluation of Director's performance; and

- v) To recommend to the Board the appointment and removal of Directors and Senior Management.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT:

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.

REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL:

- **Remuneration to Managing Director / Whole-time Directors:**
 - a. The Remuneration/ Commission etc. paid to Managing Director / Whole-time Directors shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
 - b. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration of Managing Director / Whole-time Director.
- **Remuneration to Non- Executive / Independent Directors:**
 - a. The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
 - b. All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.



AMENDMENTS TO THE NOMINATION AND REMUNERATION POLICY:

The Board of Directors on its own and/or as per the recommendations of Nomination and Remuneration Committee can amend this policy, as deemed fit from time to time.

By Order of the Board of Directors
For Visagar Polytex Limited

Place: Mumbai
Date: May 30, 2017

Tilokchand Kothari
Managing Director
DIN: 00413627



ANNEXURE – C

FORM NO. MR - 3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Visagar Polytex Limited.
907, Dev Plaza, 9th Floor,
Opp. Andheri Fire Station(West)
Mumbai-400059.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **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 my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on **31st March, 2017** 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2017** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of External Commercial Borrowings, Foreign Direct Investment and Overseas Direct Investment **were not attracted to the Company during the Financial Year under Review;**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Applicable to the Company during the financial year under review)**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, presently known as SEBI (Share Based Employee Benefits) Regulations, 2014;**(Not applicable to the Company during the financial year under review)**
 - e) 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)**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable during the financial year under review)**
- h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998; **(Not applicable during the financial year under review)**
- i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;
- vi. Other Laws specifically applicable to the Company
The Textiles (Development and Regulation) Order, 2001

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;

I have also examined the books, papers and returns filed and other records maintained by the Company's for the Financial Year ended on March 31, 2017 according to the provisions of various Labour Laws and other Laws applicable, including the Rules made thereunder, and amended from time to time, to the Company, as informed by the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above and there are no material non-compliances that have come to our knowledge except to the extent as mentioned below :

Nomination and Remuneration Committee was Re- Constituted on 12th November 2016 and Mr. Tilokchand Kothari , Managing Director was appointed as it's Member. The Constitution of Nomination and Remuneration Committee is not in accordance with provision of section 178 of the Companies Act 2013.

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 period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliances with the applicable Laws, Rules, Regulations and Guidelines.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

In case of Direct and Indirect Tax Laws like Income Tax Act, Service tax Act, Central excise Act and Rules including CENVAT Rules & Custom Act, I have relied on the reports given by the Statutory Auditors of the Company.

I further report that during the audit period, the Company has not undertaken event/action having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards etc. referred to above.

I further report that during the audit period the Company has the following specific events:

- i. During the Financial year the Board of Directors of the Company at its Meeting held on April, 05 2016 has decided to allot 6,15,50,134 Equity Shares of Rs. 1/- each as Bonus Shares to the Shareholders whose names appeared in the Register of

Members as on April 02, 2016 (Record Date) in the ratio of 1:3 , i.e 1 Equity Shares of a Face Value of Rs. 1/- each for every existing 3 (Three) Equity Shares of Rs. 1/- each fully paid by way of capitalization of free reserves & securities premium account.

- ii. In accordance with the provisions of section 149 and 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules 2014 ('Rules') Shri Manish Gupta was appointed as an Additional Director designated as Non-Executive Independent Director with effect 10th February 2016 , Shri Manish Gupta was confirmed as Regular Director at AGM held on 30th September 2016 and his appointment as Non-Executive Independent Director was also confirmed and he should hold office upto 29th September 2021 or as on the date of 38th Annual General Meeting whichever is earlier and he shall not be liable to retire by rotation.
- iii. Mr. Kamal Ahuja resigned from directorship of the Company under section 168 of the Companies Act 2013 with effect from 1st November 2016.
- iv. In accordance with the provisions of Section 149 and 152 and other applicable provisions of the Companies Act 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 (Rules) Mr. Yash Malhotra was appointed as an additional director designated as Non-Executive Independent Director with effect 10th February 2017 and shall hold office upto ensuing Annual General Meeting of the Company.
- v. Ms. Ruchi bhandari is appointed as Company Secretary in Whole Time Employment (KMP) pursuant to section 203 of the Companies Act 2013 w.e.f 18th July 2016 .

Date: 30.05.2017

Place: Mumbai

For Averil F. Pinto

Practicing Company Secretary

FCS No : 30272

COP No. 12643

This report should be read with my letter of even date which is annexed as **Annexure-I** and forms an integral part of this report.

Annexure-I

To,

The Members

VISAGAR POLYTEX LIMITED

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

1. Maintenance of Secretarial Record is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. I believe that the process and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 30.05.2017

Place: Mumbai

For Averil F. Pinto

Practicing Company Secretary

FCS No : 30272

COP No. 12643

ANNEXURE - D

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

A. Conservation of Energy:

1. Steps taken or impact on conservation of energy:

The Company always gives its utmost priority on conversation of Energy. Company, from time to time, also issues directives to the staff and labour to conserve energy by switching off the devices when not in use. The operators at the manufacturing unit are also informed to switch off machinery when not in use.

2. Steps taken for utilization of alternate sources of energy

There are no specific steps taken by the Company for utilising alternate sources of energy.

3. Capital Investment on energy conservation equipments

No capital investment has been made during the year on energy conservation equipments.

B. Technology absorption:

1. Efforts made towards technology absorption

No specific efforts taken towards technology absorption.

2. Benefits Derived

No such benefits derived in the current year.

3. Details of technology imported in last three years:

Below are the details of new technology imported in last three years:

a. Details of technology imported	22 multi-head embroidery machinery via High Seas Sale Agreement amounting to Rs. 409.17 Lacs.
b. Year of import	FY 2015-16
c. Whether the technology been fully absorbed	Yes
d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof;	N.A.

4. Expenditure incurred on Research and Development

The Company has incurred expenditure on designing which can be termed as research & development.

C. Foreign exchange earnings and outgo:

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	Year ended 31.03.2017	Year ended 31.03.2016
1.	Electricity Purchased		
	Units consumed	161,775	215,341
	Total Amount	Rs. 12,19,951	15,82,201
	Average Rate/Unit (in Rs.)	Rs. 7.54	Rs. 7.35
B)	Consumption per unit of production		
	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.		

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

Corporate Governance is essentially a system by which Companies are governed and controlled by the management under the direction and supervision of the Board in the best interest of all stakeholders. The Company believes that effective Corporate Governance is necessary to maintain public trust and to achieve business success.

Your Company's philosophy on the Code of Governance is based on the belief that effective Corporate Governance practices constitute a strong foundation on which successful commercial enterprises are built to last. Good Corporate Governance is indispensable to resilient and vibrant capital markets and is, therefore, an important instrument of investor protection. Your Company lays great emphasis on a corporate culture of conscience, integrity, fairness, transparency, accountability and responsibility for efficient and ethical conduct of its business. The Company's compliance with the Corporate Governance guidelines as stipulated by the stock exchanges and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ["SEBI (LODR), Regulations, 2015"] is described in this section.

The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders and the Charter-Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

The Company's governance framework is based on the following principles:

- Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- Availability of information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- Timely disclosure of material operational and financial information to the stakeholders;
- Systems and processes in place for internal control; and
- Proper business conduct by the Board, Senior Management and Employees.

The Company continues to focus its resources, strengths and strategies to achieve the vision of becoming a Global leader in Textiles, Apparel, Garmenting and Lifestyle Brands while upholding the core values of Quality, Trust, Leadership and Excellence.

I. BOARD OF DIRECTORS

The Board of Directors ("the Board") is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The Management Committee of the Company is headed by the Managing Director and has functional heads as its members, which look after the management of the day-to-day affairs of the Company. The Board meets at least once a quarter to review quarterly results and consider other items on the Agenda as well as in the event of Annual General Meeting of the Company. In addition to the quarterly meetings, the Board convenes its meetings as and when necessary.

The Company has a judicious Combination of Executive and Non- Executive Directors. As on March 31, 2017, the Board comprised of 6 Directors out of which two are Executive Directors, four are Independent Directors and four are Non-Executive Directors. The Chairman of the Board is an Executive Director.

a) Composition and Category

The Board of Directors of the Company represents an optimum combination of Executive and Non-Executive Directors for its independent functioning. The composition of Board of Directors of the Company is in compliance with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of each member of the Board along with the number of Directorship(s)/ Committee Membership(s)/ Chairmanship(s) are provided herein below:

Name	Category of Directorship	Number of Directorship in Public Limited Companies (including VPL)^	Number of Membership/ Chairmanship in Committees of Boards of Public Limited Companies (including VPL)#	
			As Chairman	As Member
Mr. Tilokchand Kothari	Promoter, Chairman & Managing Director	5	None	4
Mr. Kanwar Lal Rathi	Executive Director	2	None	2
Mr. Kamal Ahuja*	Independent, Non - Executive Director	1	None	None
Ms. Pooja Bhardwaj	Independent, Non - Executive Director	2	1	1
Mr. Manish Kumar Gupta	Independent, Non - Executive Director	1	1	1
Mr. Yash Malhotra**	Independent, Non - Executive Director	3	None	None

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

#Includes only the membership of Audi and Stakeholders' Relationship Committees of Indian public limited companies.

**Mr. Kamal Ahuja had resigned from the Directorship in its Meeting held on November 12, 2016 with immediate effect*

***Mr. Yash Malhotra has been appointed by the Board in its Meeting held on February 10, 2017 with immediate effect.*

As on March 31, 2017, the Board of Directors of the Company consist of two (2) Executive Directors and three (3) Independent Non- Executive Directors. The Chairman of the Board is an Executive Director. The number of Independent Directors is more than half of the entire Board.

ii) Board Meetings and Attendance

During the year ended March 31, 2017, the Company held Nine (9) Board Meetings and the gap between two meetings did not exceed 120 days. The dates on which the Board Meetings were held were: April 05, 2016; May 10, 2016; May 30, 2016; July 28, 2016; August 12, 2016; November 12, 2016; January 2, 2017; February 10, 2017 and March 17, 2017.

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 30.09.2016
1.	Mr. Tilokchand Kothari	9	Present
2.	Mr. Kanwar Lal Rathi	9	Present
3.	Mr. Kamal Ahuja	3	Present
4.	Ms. Pooja Bhardwaj	6	Absent
5.	Mr. Manish Kumar Gupta	6	Present
6.	Mr. Yash Malhotra	1	Absent

Mr. Kamal Ahuja had resigned from the Directorship in the Board meeting held on November 12, 2016 and Mr. Yash Malhotra was appointed as an additional director by the Board in its Meeting held on February 10, 2017 with immediate effect.

iii) Details of Directors' relation inter-se and shares held by them

As on March 31, 2017, the number of shares held by the Directors is follows:

Sr. No.	Name of Directors	Inter-se Relation between Directors	No. of Shares held
1.	Mr. Tilokchand Kothari	Maternal Uncle of Mr. Kanwar Lal Rathi	81070659
2.	Mr. Kanwar Lal Rathi	Nephew of Mr. Tilokchand Kothari	--
3.	Mr. Kamal Ahuja	None	--
4.	Ms. Pooja Bhardwaj	None	--
5.	Mr. Manish Kumar Gupta	None	--
6.	Mr. Yash Malhotra	None	

iv) Familiarization Programme for Independent Directors

Pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the familiarization program aims to provide Independent Directors with the industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant developments so as to enable them to take well informed decisions in a timely manner. The familiarization program also seeks to update the Directors on the roles, responsibilities, rights and duties under The Companies Act, 2013 and other statutes. The Chairman and Managing Director also has a one to one discussion with the newly appointed Director to familiarize him with the Company's operations. Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's The detail of the familiarization programme imparted to Independent Directors during the year is available on the following link <http://vpl.visagar.com/attachments/FamiliarizationProgrammeIndependentDirectors.pdf>.

II. COMMITTEES OF BOARD

Currently, your Company has three Board Committees. They are - Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee.

I. Audit Committee

i. Broad Terms of Reference

Your Company has an Audit Committee in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations). The terms of reference & functions of the Audit Committee are prescribed under Part C of Schedule II of The SEBI (LODR) Regulations, 2015 which are as follows:

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
2. Recommendation for appointment, remuneration, and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue such as public issue, rights issue, preferential issue etc., the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, 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;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. 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;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture (in case of non-payment of declared dividends), and creditors;

18. To review the functioning of the Whistle Blower mechanism;
19. Approval of the appointment of Chief Financial Officer after assessing the qualifications, experience, and background of the candidate;
20. Performing any other function as is mentioned in the terms of reference of the Audit Committee.

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.

ii. Composition of the Committee

As on March 31, 2017, the composition of the Audit Committee of the Company is as follows:

Name of the Member	Designation	Category
Mr. Manish Kumar Gupta	Chairman	Independent, Non-Executive
Ms. Pooja Bhardwaj	Member	Independent, Non-Executive
Mr. Tilokchand Kothari	Member	Executive

iii. Meeting & Attendance

During the year ended March 31, 2017, five (5) Meetings of Audit Committee were held on May 30, 2016; August 12, 2016; November 12, 2016; February 10, 2017 and March 17, 2017. The details of the meetings attended by the Members during the year are as follows:

Name of the Member	No. of Committee Meetings held	No. of Committee Meetings Attended
Mr. Manish Kumar Gupta	5	5
Ms. Pooja Bhardwaj	5	5
Mr. Tilokchand Kothari	5	5

II. Nomination & Remuneration Committee

The Nomination and Remuneration Committee constituted by the Board of Directors of the Company, acts in consonance with the prescribed provisions of Section 178 of the Companies Act, 2013 and Regulation 19(4) read with Part-D of Schedule-II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

i. The Broad terms of reference and functions of the Nomination and Remuneration Committee are as follows:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- b) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- c) Devising a policy on diversity of Board of Directors;
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- e) Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of Independent Directors.

ii. Composition of the Committee

As on March 31, 2017, the composition of the Nomination & Remuneration Committee of the Company is as follows:

Name of the Member	Designation	Category
Ms. Pooja Bhardwaj	Chairperson	Independent, Non-Executive
Mr. Manish Kumar Gupta	Member	Independent, Non-Executive
Mr. Tilokchand Kothari@	Member	Executive

iii. Meeting& Attendance

During the year ended March 31, 2017, Two (2) Committee Meetings were held on July 28, 2016 and February 10, 2017. The details of the meetings attended by the Members during the year are as follows:

Name of the Member	No. of Committee held	No. of Committee Meetings Attended
Ms. Pooja Bhardwaj	2	2
Mr. Manish Kumar Gupta	2	2
Mr. Kamal Ahuja @	1	1
Mr. Tilokchand Kothari@	1	1

@ The Committee has been reconstituted as Mr. Kamal Ahuja ceased to be a member of this Committee w.e.f. November 12, 2016. In the same meeting Mr. Tilokchand Kothari has been inducted in this Committee.

III. Stakeholders' Relationship Committee

The composition of the Stakeholders' Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The Committee is responsible for addressing the investor complaints and grievances. The Committee meets on a periodic basis to address the investor complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. Details of grievances of the investors are provided hereunder.

i. **Composition & Attendance**

As on March 31, 2017, the composition of the Stakeholders' Relationship Committee of the Company is as follows:

Name of the Member	Designation	Category
Ms. Pooja Bhardwaj	Chairperson	Independent, Non-Executive
Mr. Tilokchand Kothari	Member	Executive
Mr. Kanwarlal Rathi	Member	Executive

ii. **Meeting& Attendance**

During the year ended March 31, 2017, Four (4) Committee Meetings were held on May 30, 2016; August 12, 2016; November 12, 2016 and February 10, 2017. The details of the meetings attended by the Members during the year are as follows:

Name of the Member	No. of Committee held	No. of Committee Meetings Attended
Ms. Pooja Bhardwaj	4	4
Mr. Tilokchand Kothari	4	4
Mr. Kanwar lal Rathi*	1	1
Mr. Kamal Ahuja*	3	3

**The Committee has been reconstituted as Mr. Kamal Ahuja ceased to be a member of this Committee w.e.f. November 12, 2016. In the same meeting Mr. KanwarlalRathihas been inducted in this Committee.*

Criteria for Performance Evaluation of Independent Directors

The criteria for performance evaluation of Independent Directors cover the areas relevant to the functioning of the Independent Director such as preparation, participation, conduct and effectiveness. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation the Director(s) who is subject to evaluation did not participate.

iii. Investor Complaints attended & resolved during the year:

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

Sr. No.	Investor Complaints	No. of Complaints attended/resolved during 2016-17
1.	Number of complaints pending at the beginning of the financial year 2016-17	NIL
2.	Number of complaints received during the financial year 2016-17	NIL
3.	Number of complaints redressed during the financial year 2016-17	NIL
4.	Number of Complaints remaining unresolved at the end of the year	NIL

iv. Compliance Officer

Mr. Pravin Mishra is the Company Secretary & Compliance Officer of the Company as per Regulation 6(1) of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 w.e.f. April 20, 2017. Prior to his appointment Ms. Ruchi Bhandari was acting as the Compliance Officer of the Company.

III. REMUNERATION OF DIRECTORS

i. Details of Sitting Fees paid:

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. Apart from payment of Sitting Fees for attending the Meetings of the Board of Directors and /or Committee thereof, no other remuneration is paid to Independent/Non-executive Directors of the Company.

Name of Director	Sitting Fees (Rs.)
Mr. Kamal Ahuja*	30,000/-
Ms. Pooja Bhardwaj	62,500/-
Mr. Manish Kumar Gupta	52,500/-
Mr. Yash Malhotra*	5,000/-

**Mr. Kamal Ahuja ceased to be a Director of the Company w.e.f.12.11.2016 & Mr. Yash Malhotra was appointed as an additional Director on Board w.e.f.10.02.2017.*

ii. Pecuniary transactions with Non-Executive Directors

During the year under review, there were no pecuniary transactions with any of the Non-Executive Director of the Company. A declaration to this effect is also submitted by all the Directors at the beginning of each financial year. The register of Contracts is maintained by the Company under section 189 of the Companies Act, 2013. The register is signed by all the directors present at the respective Board meetings.

iii. Criteria of Making Payments

Non-Executive Directors of the Company are paid sitting fees for attending Board and Committee Meetings and no Commission is drawn by either of them during the year under review.

iv. Disclosures regarding remuneration to Executive Directors

In 2015-16, the Company did not advance any loans to any of the Executive and/or Non-Executive Directors. 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 the members in General Meeting etc, as applicable.

The details of remuneration paid to the Executive directors are as follows:

Name of Director	Salary (Rs.)
Mr. Tilokchand Kothari*	24,00,000/-

***Benefits to Mr. Tilokchand Kothari**

- Leave travel concession for self and family once in a year;
- Chauffer driven car;
- 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;

- Medical/Personal accident/ Travel insurance: Actual premium to be paid by the Company for self & family;
- Free telephone facility at residence including mobile phone & other suitable communication facilities;
- Re-imbursement of salary paid to household maids/servants upto two numbers and not beyond that.

v. Other Disclosures

Your Company has not granted any Stock options to any of its directors & has no Stock option plans for the directors hence, it does not form a part of the remuneration package payable to any Executive and/or Non-Executive Director. During the year under review, none of the directors was paid any performance-linked incentive. No pension is paid or payable to any of the Director of the Company during the year.

Also, the Remuneration Policy, inter alia, disclosing criteria of making payments to Directors, Key Managerial Personnel and employees is placed on the Company's website www.visagarpolytex.in.

IV. PERFORMANCE EVALUATION

Pursuant to the provisions of Companies Act, 2013 and Regulation 25 of the SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of all the Committees of the Board. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering 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. The performance evaluation of the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

V. SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the year under review, a separate meeting of Independent Directors was held on February 10, 2017, inter alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors; and
- Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and necessarily perform its duties.

All the Independent Directors of the Company were present at the meeting.

VI. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct.

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 Protected Disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the Chairman.

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.

Your Company hereby affirms that no Director/ employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

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

VII. RISK MANAGEMENT

Your Company is not required to form a Risk Management Committee. However, it 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 in the "Investors Section".

VIII. GENERAL BODY MEETINGS:

The details of last three (3) Annual General Meetings and the Special resolution passed thereat are given below:

Financial Year	Day & Date	Venue	Time
2015-16	Friday, September 30, 2016	1008/1009, Gold Crest Business Centre, L T Road, Borivali – West, Mumbai – 400 092	11.00 a.m.
2014-15	Wednesday, September 30, 2015	1008/1009, Gold Crest Business Centre, L T Road, Borivali – West, Mumbai – 400 092	12.00 noon
2013-14	Wednesday, December 24, 2014	1008/1009, Gold Crest Business Centre, L T Road, Borivali – West, Mumbai – 400 092	11.00 a.m.

Special Resolution passed:

Details of the Special Resolutions passed at the last three (3) AGMs:

Date of AGM	No. of special resolutions passed	Details of Resolution passed
September 30, 2016	--	There was no matter that required passing of Special Resolution.
September 30, 2015	1	Re-appointment of Mr. Tilokchand Kothari as Managing Director of the Company for a term of five years commencing from 01.08.2015
December 24, 2014	1	Adoption of new set of Articles of Associations of the Company containing Regulations in conformity with the Companies Act, 2013.

Resolution passed through Postal Ballot:

During the year under review, no resolution was required to be passed through Postal Ballot. Hence, no postal Ballot was conducted.

IX. MEANS OF COMMUNICATION

i. Publication of Quarterly, Half yearly and Annual Financial Results



Quarterly, Half-yearly and Annual Financial results of the Company are normally published in one English daily newspaper circulated all over India/substantially all over India, viz. Active Times/ Free Press Journal and in one Marathi daily newspaper having regional circulation, viz. Mumbai Lakshadeep/ Navshakti.

ii. Website & News Release

In compliance with Regulation 46 of the SEBI Listing Regulations, 2015 a separate dedicated section under 'Investors Desk' is available on the Company's website i.e. www.visagarpolytex.in that gives information on various announcements made by the Company, Annual Report, Quarterly/Half yearly/ Nine-months and Annual financial results along with the applicable policies of the Company shortly after its submission to the Stock Exchange.

iii. Stock Exchange

Your Company makes timely disclosures of necessary information to National Stock Exchange of India Limited and BSE Limited in terms of the Listing Regulations and other rules and regulations issued by the SEBI.

iv. Corporate Compliance & the Listing Centre

The Company files its financial results and other submission on the Electronic filing system, i.e., Listing Centre of BSE and NEAPS of NSE. The same is also available on the website of BSE and NSE.

v. Whether it also displays official news releases :

No, as no official news release was made during the year.

vi. The presentations made to institutional investors or to the analysts :

Nil. During the year, no presentation was made to institutional investor or analysts.

X. GENERAL SHAREHOLDERS INFORMATION:

1. Annual General Meeting for the financial year 2016-17

Date	: September 30, 2017
Venue	: 1008/1009, Gold Crest Centre, L T Road, Borivali - West, Mumbai - 400 092.
Time	: 10.30 a.m.
Book Closure dates	: September 25, 2017 to September 30, 2017 (Both Days Inclusive)

2. Calendar of financial year ended 31st March, 2017

The Company follows April-March as the financial year. The meetings of Board of Directors for approval of quarterly financial results during the financial year ended 31st March, 2017 were held on the following dates:

First Quarter Results	:	August 12, 2016
Second Quarter and Half yearly Results	:	November 12, 2016
Third Quarter Results	:	February 10, 2017
Fourth Quarter and Annual Results	:	May 30, 2017

3. Tentative Calendar for financial year ending March 31, 2018

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2018 are as follows:

First Quarter Results	:	August 13, 2017
Second Quarter and Half yearly Results	:	November 14, 2017
Third Quarter Results	:	February 14, 2018
Fourth Quarter and Annual Results	:	May 30, 2018

4. Corporate Identification Number (CIN)	:	L65990MH1983PLC030215
5. Listing on Stock Exchange	:	<p>The National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Scrip Symbol: VIVIDHA</p> <p>BSE Limited, Mumbai Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001 Scrip Code: 506146</p>
6. ISIN	:	INE370E01029
7. Registered Office / Address for correspondence	:	<p>907/908, Dev Plaza, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai – 400058. Tel : 022- 67424815</p>
8. Plant Location	:	<p>The Company has a Manufacturing Unit at 359/360/361/362, Anjani Industrial Estate, Vibhaag-3, Gothan, Olpad, Surat – 394130</p>
9. Registrar and Share Transfer Agent	:	<p>Adroit Corporate Services (P) Ltd. 19/20, Jafferbhoy Industrial Estate, 1st floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400 059. Tel.No. 42270400/2850 3748 Email id: info@adroitcorporate.com Website www.adroitcorporate.com Contact Person: Mr. Praful Shah</p>

Share Transfer System:

Share certificates received for transfer in physical form and requests for Demat are generally registered / confirmed within 15 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 are placed before every Stakeholder's Relationship Committee Meeting.

Outstanding GDRs/ADRs/Warrants or any convertible instruments:

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

Dematerialisation of Shares and Liquidity

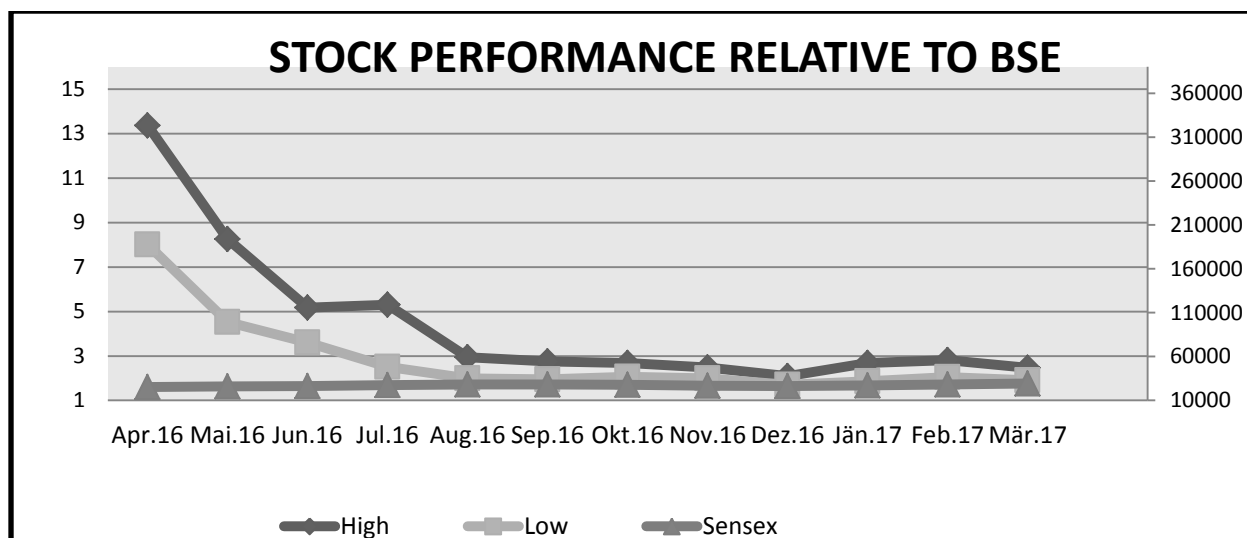
As on March 31, 2017, out of the total Equity Shares issued by the Company, 245234923 (99.61%) stands in dematerialised form and the remaining 965611 (0.39%) Equity Shares are held in physical form.

XI. MARKET PRICE DATA

The details of monthly highest and lowest closing quotations of the Company's Equity Shares on National Stock Exchange of India Limited (NSE or Nifty 50) & BSE Ltd (BSE) during the financial year 2016-17 are as under:

BSE Market Price Data: High Low during each month for the year ended March 31, 2017:

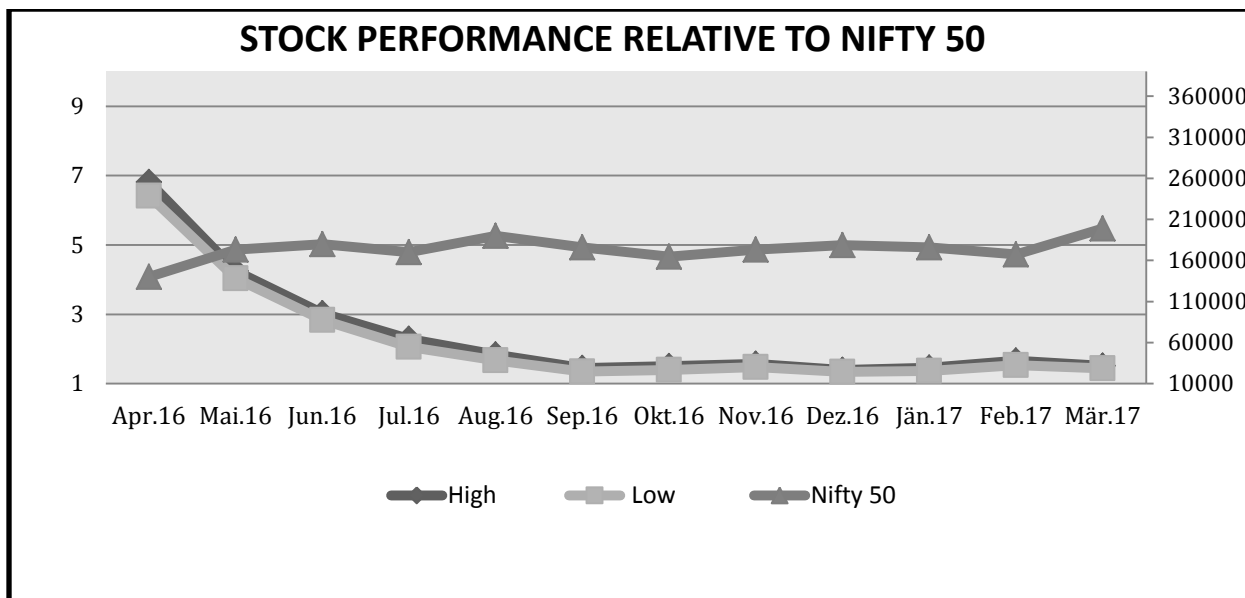
Month	Share Price		Sensex Points	
	High	Low	High	Low
Apr-16	13.36	8.01	26100.54	24523.2
May-16	8.26	4.52	26837.2	25057.93
Jun-16	5.17	3.61	27105.41	25911.33
Jul-16	5.3	2.51	28240.2	27034.14
Aug-16	2.94	2	28532.25	27627.97
Sep-16	2.75	1.95	29077.28	27716.78
Oct-16	2.68	2.06	28477.65	27488.3
Nov-16	2.48	2	28029.8	25717.93
Dec-16	2.1	1.7	26803.76	25753.74
Jan-17	2.69	1.87	27980.39	26447.06
Feb-17	2.82	2.05	29065.31	27590.1
Mar-17	2.47	1.91	29824.62	28716.21



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 year ended March 31, 2017:

Month	High	Low	Volume
Apr-16	6.81	6.42	140063.95
May-16	4.25	4.04	173069.5
Jun-16	3.03	2.84	179967.9
Jul-16	2.29	2.06	170043.2
Aug-16	1.84	1.67	190120.95
Sep-16	1.45	1.35	175815.4
Oct-16	1.51	1.4	164674.6
Nov-16	1.57	1.48	173354.9
Dec-16	1.4	1.34	178562.75
Jan-17	1.46	1.37	176051.4
Feb-17	1.66	1.53	167357.2
Mar-17	1.52	1.44	199050.3



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

Distribution of holding as on March 31, 2017:

No. of Equity Shares held	No of Holders	% of Holders	No. of Shares	Amount (Rs.)	% of Shares
Upto 500	4955	33.18	1030015	1030015.00	0.42
501-1000	2515	16.84	2253507	2253507.00	0.92
1001-2000	1960	13.12	3270841	3270841.00	1.33
2001-3000	988	6.62	2634731	2634731.00	1.07
3001-4000	604	4.04	2229969	2229969.00	0.91
4001-5000	785	5.26	3815125	3815125.00	1.55
5001-10000	1322	8.85	10640759	10640759.00	4.32
10001 & Above	1806	12.09	220325587	220325587.00	89.49
Total	14935	100	246200534	246200534.00	100.00

Categories of Shareholding as on March 31, 2017:

Sr. No.	Category	No. of Shares held	%of Shareholding
A	Promoter's Holding (including persons acting in concert)		
		126956566	51.57
B	Non-Promoters Holding		
1.	Mutual Funds and UTI	--	--
2.	Banking, Financial Institutions/Insurance Companies (Central/State Govt. Institutions Non-government Institutions)	3430416	1.39
3.	FIIIs	--	--
C	Others		
1.	Corporate Bodies	18888623	7.67
2.	Indian Public	92426094	37.54
3.	NRIs/OCBs	3971411	1.62
4.	Clearing Member	527424	0.21
	Total	246200534	100

XII. OTHER DISCLOSURES

Code of Conduct

Regulation 17(5) of the SEBI Listing Regulations, 2015 requires listed Companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013. Your Company has adopted and laid down a code of conduct for all Board members and Senior Management of the company pursuant to Clause 49 of the erstwhile listing agreement. The code of conduct is available on the website of the company i.e. <http://vpl.visagar.com/attachments/codeofconduct.pdf>. All Board members and senior management personnel have affirmed compliance with the Code of Conduct. A declaration to this effect signed by the Managing Director is given in this Annual Report.

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

All transactions entered into with Related Parties as defined under The Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015 during the financial year were in the ordinary course of business and on an arms' length pricing basis and do not attract the provisions of Section 188 of The Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to accounts attached to the Stand Alone Financial Statements. The Board has



approved a policy for related party transactions which has been uploaded on the Company's website under the link <http://vpl.visagar.com/attachments/policyrtp.pdf>.

Details of non-compliances, penalties, structures 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.

Whistle Blower Policy

Pursuant to section 177(9) of the Companies Act, 2013 and Clause 49 of the erstwhile listing agreement (now corresponding to Regulation 22 of the SEBI Listing Regulations, 2015), the Board at its meeting have approved and adopted the Whistle Blower Policy. The same 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.

Subsidiary Companies

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

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.

Insider Trading

The Company has adopted a 'Code of Conduct for Prevention of Insider Trading and Corporate Disclosure Practices' in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended. The policy lays down procedures to be followed and disclosures to be made while dealing with shares of the Company and cautioning them of the consequences of violations.

a) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, the web link of which is <http://vpl.visagar.com/attachments/codeupsi.pdf>; and

b) Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons, the web link of which is <http://vpl.visagar.com/attachments/codei.pdf>.

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.

Proceeds from Public Issues, Rights Issue, Preferential Issue etc.

The Company has not raised any Money through Public Issue, Rights Issue, Preferential Issue etc, during the said period.

Disclosure of material transactions

Under regulation 26(5) of SEBI Listing Regulations, 2015, Senior Management has made periodical disclosures to the Board relating to all material financial and commercial transactions, where they had (or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company. None of the independent directors have any material pecuniary relationship or transactions with its Promoters, its Directors, its senior management or its subsidiaries which may affect their independence and have received a declaration from them to this effect.

XIII. COMPLIANCE OF MANDATORY AND NON- MANDATORY REQUIREMENTS

Mandatory

The Company has generally complied with all the mandatory requirements as stipulated under Regulation 34(3) read with Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable to the Company.

Discretionary

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 year ended on March 31, 2017. The Company continues to adopt best practices to ensure the regime of unqualified financial statements.

iii) Reporting of Internal Auditor:

M/s. Lakhpat M Trivedi & Co., Chartered Accountants, Mumbai (Registration No. 109047) was appointed as Internal Auditor of the Company for the FY 2016-2017 and the Internal Audit Report prepared by them was placed before the Audit Committee.

iv) Separate Posts of Chairperson and Chief Executive officer

Presently Mr. Tilokchand Kothari is the Chairman and Managing Director of the Company and the same has been authorized by the Articles of Association of the Company.



XIV. 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.

XV. COMPLIANCE CERTIFICATE

The MD and CFO have certified to the Board with regard to the financial statements and other matters as required under regulation 17(8), read with Part B of Schedule II to the SEBI Listing Regulations, 2015.

XVI. UNCLAIMED SHARES

At present, the Company does not have any unclaimed shares, hence there has been no transfer made to the unclaimed suspense account.

XVII. DETAILS OF NON-COMPLIANCE, IF ANY

There was no Non-Compliance performed by the Company of any of its legal requirements; nor has there been any penalty/stricture imposed on the Company by any Stock Exchange, SEBI or any statutory authority on any matter related to capital markets during the last three years.

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

(Tilokchand Kothari)
Managing Director
(DIN: 00413627)

Place: Mumbai
Date: August 10, 2017



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

To,
The Members of Visagar Polytex Limited

In accordance with Clause D of Schedule V of the SEBI (LODR) Regulations, 2015, I hereby confirm that, all the Directors and the Senior Management personnel including me, have affirmed compliance to their respective Codes of Conduct, as applicable for the financial year ended March 31, 2017.

For Visagar Polytex Limited

(Tilokchand Kothari)
Managing Director
(DIN: 00413627)

Place: Mumbai
Date: August 10, 2017



INDEPENDENT AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CORPORATE GOVERNANCE

The Members

VISAGAR POLYTEX LIMITED

We have examined the compliance of conditions of Corporate Governance by Visagar Polytex Limited ("the Company"), for the year ended 31st March, 2017 as stipulated in Regulations 17-27, clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') pursuant to the Listing Agreement of the Company with Stock exchanges. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

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

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

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

For Sudhir M Desai & Co.
Chartered Accountants
Firm Reg. No. 125516W

Sudhir M Desai
Proprietor
M. No. 041999

Place: Mumbai
Date: August 10, 2017



MD/CFO CERTIFICATION

To,
The Board of Directors,
Visagar Polytex Limited

We hereby certify the following as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that:

- 1) We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2017 and that to the best of our knowledge and belief :
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- 2) 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.
- 3) 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.
- 4) 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.

Place: Mumbai
Date: August 10, 2017

Sd/-
(Sagar Kothari)
Chief Financial Officer

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

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, 2017.

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 thus being the second largest provider of employment after agriculture in the country. The textile industry employs about 40 million workers and 60 million indirectly. Textile and apparel exports from India is estimated US\$ 65 billion and is expected to increase to US\$ 82 billion by 2021 fuelled by favourable trade policies in future and superior quality from technological absorption. The domestic textile and apparel industry in India is estimated to reach US\$ 141 billion by 2021 from estimated US\$ 100 billion in 2017. Total cloth production in India has been estimated at 112 billion square metres in FY17.

Overview of the Sector & Business

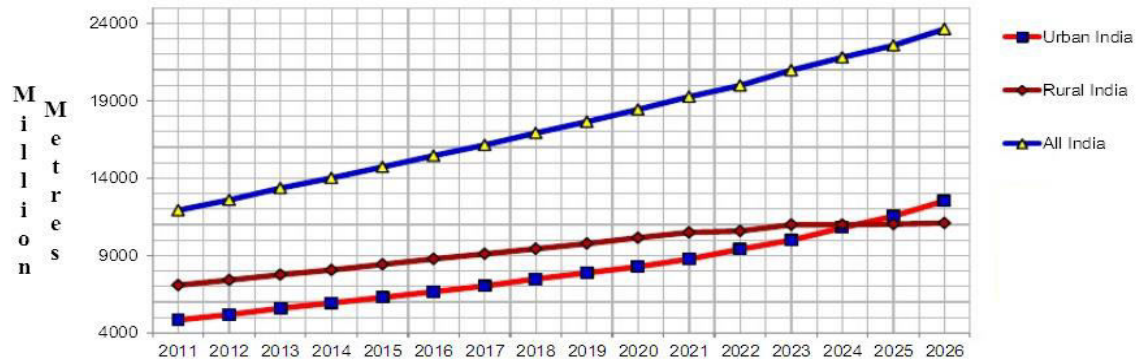
The domestic market for apparel and lifestyle products, currently estimated at \$85 billion, is expected to reach \$160 billion by 2025. While men's apparel currently dominates the space, it is the women's apparel category that is set to grow at a faster rate and will equal the men's wear segment this year. "The fashion and

lifestyle segment is witnessing a paradigm shift with women's apparel expected to match men's apparel at par in terms of 37% market share each in 2016. Keeping this trend in mind, the organised retailers need to pay more attention to women consumers as India is one of the few countries where the share of men's apparel is higher than that of women's and that is changing.

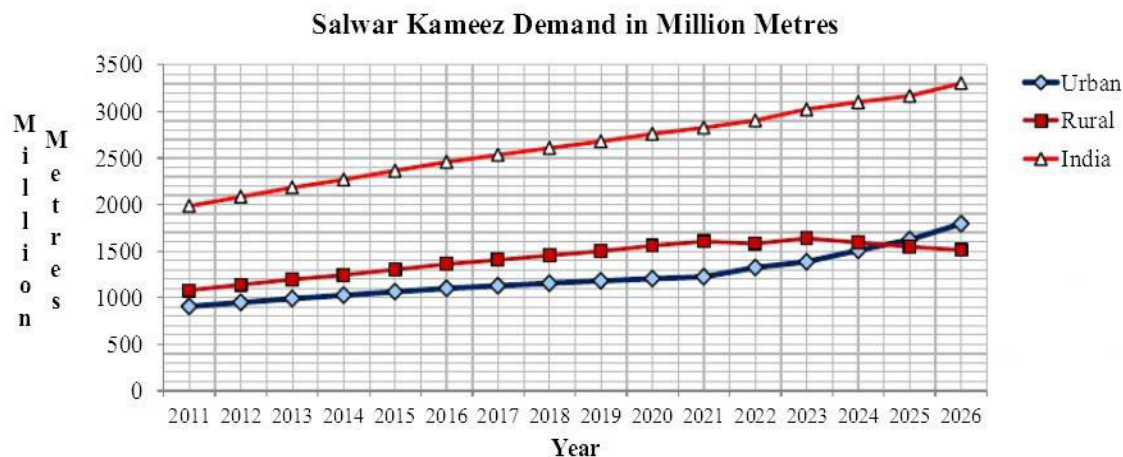
The current Indian ethnic wear market is highly unorganized with a few branded players operating primarily in metropolitan cities. The Saree market is huge, unorganized and growing at an incredible rate, comprising a major chunk of Women's apparel segment. The 5000 year old apparel has seen rise and 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. Similarly the Salwar Suit and Lehenga market occupy a major chunk of women apparel sales in the country. The Indian women wear industry will continue to grow at a healthy CAGR in the coming years. The women western wear market in India was in 2014 estimated to be approximately Rs. 19000 crore industry growing at healthy 15.5% per annum.

Projections : Saree

Demand of Saree in Million Metres



Projections: Salwar Kameez



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, Garment (Unstitched All-overs) Manufacturing, Retailing (own/franchise) and Contract-based manufacturing. Your Company has a retail chain retailing designer sarees under its flagship brand Vividha, in addition to its comprehensive manufacturing and wholesale facilities at Surat & Kolkata.

Manufacturing Focus

During the year under review, your Company has concentrated on its core manufacturing activities for value addition to fabrics & apparels, training of staff for special purpose embroideries, expanding client outreach by marketing efforts, adopting industry standard practices and putting Quality systems in place.

Financial Overview

Your Company has seen a decrease in turnover of the Company during the year under review which accounted for Rs. 8115.18 Lakhs as compared to Rs. 10,317.87 Lakhs in FY 2015-16. However, the Net Profit has increased significantly from Rs. 10.63 Lakhs in FY 2015-16 to Rs. 135.78 Lakhs in FY 2016-17. Your Company is very much optimistic about the coming year. Since the Company is trying to reduce cost and expand its business, your Directors are hopeful that the results will be more encouraging.

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 affecting 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

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 further 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 Garments, Apparels, Embroidery Sarees, Lehengas & Suits 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 embroidery manufacturers in the Apparel segment. Our clients include stockists, wholesalers, semi-wholesalers, exporters, 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 value added Apparels facilitating constant revival of products in innovative ways that will enable guaranteed success for us.

During the year under review, the Company has adopted best practises, optimised efficiency at its Surat manufacturing unit. Through skills training of staff, adoption of systems & practices, the Company will enjoy increased margins, complete product control, client satisfaction and become key player in this segment.

The Company has also focussed on new R&D areas such as Suits and Garments and aims to make a mark in the ethnic wear segment through its R&D capabilities.



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 and establishing solid client base in the country and overseas

Technology Absorption

Efforts made towards technology Absorption

Your Company tries to stay abreast with latest technology in the market. Your Company has a mix of latest machinery with various value addition capabilities, all under single setup. During the year, there was no import of machinery by the Company.

Benefits Derived

Having machinery with different capabilities help your Company provide umbrella solution to its clients as they do not need to go anywhere else for any kind of value addition requirements. This helps retain clients and is beneficial in the long term.

Details of technology imported in last three years

The Company has imported and consequently installed 22 multi-head embroidery machinery via High Seas Sale Agreement made in the FY 2015-16 amounting to Rs. 409.17 Lacs.

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

**(Tilokchand Kothari)
Managing Director
(DIN: 00413627)**

Place: Mumbai
Date: August 10, 2017

INDEPENDENT AUDITOR'S REPORT

To the Members of
Visagar Polytex Limited

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 31st March, 2017, the Statement of Profit, and Loss and Cash Flow Statement for the year ended 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 2017, 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, 2016 ("the Order"), as amended, 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" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - 1) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - 2) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - 3) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - 4) in our opinion, the aforesaid (Standalone) financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- 5) On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

- 6) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- 7) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company 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 for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Sudhir M Desai & Co.**
Chartered Accountants
Firm Registration No. 125516W

Sudhir M Desai
Proprietor
M. No: 041999

Place: Mumbai
Date: 30.05.2017

“Annexure A” to the Independent Auditors’ Report”

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended 31st March, 2017:

- 1)
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - c) The title deeds of immovable properties are held in the name of the company.
- 2)
 - a) The management has conducted the physical verification of inventory at reasonable intervals.
 - b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7)
 - a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.

- b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For **Sudhir M Desai & Co.**
Chartered Accountants
Firm Registration No. 125516W

Sudhir M Desai
Proprietor
M. No: 041999

Place: Mumbai
Date: 30.05.2017

“Annexure B” to the Independent Auditor’s Report

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

We have audited the internal financial controls over financial reporting of **M/s. VisagarPolytex Limited** (“the Company”) as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Sudhir M Desai & Co.
Chartered Accountants
Firm Registration No. 125516W

Sudhir M Desai
Proprietor
M. No: 041999

Place: Mumbai
Date: 30.05.2017

STANDALONE BALANCE SHEET AS AT MARCH 31, 2017

PARTICULARS	NOTE NO.	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
EQUITY AND LIABILITIES			
1. SHAREHOLDER'S FUNDS			
(a) Share Capital	3	246,200,534	184,650,400
(b) Reserve & Surplus	4	18,986,711	66,961,068
2. NON-CURRENT LIABILITIES			
Long Term Borrowings	5	24,925,471	35,482,705
Deferred Tax Liability	6	-	-
Other Long Term Liabilities		-	-
Long-term provisions	7	-	1,369,624
3. CURRENT LIABILITIES			
Short-term borrowings	8	87,027,297	85,766,043
Trade Payables	9	127,941,766	48,187,065
Other current liabilities	10	11,845,142	2,406,403
Short Term Provisions	11	3,366,292	500,000
TOTAL		520,293,213	425,323,308
ASSETS			
1 NON-CURRENT ASSETS			
Fixed Asset	12		
(i) Tangible assets		66,730,147	76,148,361
(ii) Intangible assets		19,679	32,420
(iii) Capital work in progress		-	-
Non-Current Investments	13	1,586,510	1,586,510
Deferred Tax Assets			
Long-term loans and advances	14	1,13,27,514	99,01,147
Other Non-Current Assets	6	1,272,886	1,272,886
2 CURRENT ASSETS			
Inventories	15	253,185,527	244,855,883
Trade receivables	16	176,126,888	86,436,785
Cash and cash equivalents	17	3,212,572	1,771,395
Short term Loans & Advances	18	29,59,473	-
Other current assets	19	3,872,017	3,317,921
TOTAL		520,293,213	425,323,308

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

Sudhir M. Desai

Proprietor

M. No: 041999

Place : Mumbai

Date : 30.05.2017

For Visagar Polytex Limited

(Tilokchand Kothari)

Managing Director

DIN: 00413627

(Sagar Kothari)

Chief Financial Officer

(Kanwarlal Rathi)

Director

DIN: 06441986

(Pravin Mishra)

Company Secretary

STATEMENT OF PROFIT & LOSS ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2017

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2017 (Rs.)	YEAR ENDED 31.03.2016 (RS.)
INCOME			
Revenue from operations	20	811,518,230	1,031,787,201
Other Income	21	227,023	209,096
Total Revenue		811,745,253	1,031,996,297
EXPENDITURE			
Cost of material consumed		14,142,121	55,470,074
Purchases of Finished Goods		708,315,681	939,166,773
Change in inventories	22	(8,329,644)	(67,314,000)
Employees benefit expenses	23	13,541,555	12,618,698
Finance Cost	24	13,535,811	10,162,460
Depreciation & amortization	12	9,736,428	18,580,905
Other expenses	25	44,227,524	61,748,867
Total expenses		795,169,476	1,030,433,777
PROFIT / (LOSS) BEFORE TAX		16,575,777	1,562,520
Tax expenses			
Current tax		3,000,000	500,000
Income Tax for earlier years		-	-
Deferred Tax		-	-
PROFIT / (LOSS) AFTER TAX		13,575,777	1,062,520
Earning per Equity Share			
Basic (Rs.)		0.06	0.01

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

For Visagar Polytex Limited

Sudhir M. Desai
Proprietor
M. No: 041999

(Tilokchand Kothari)
Managing Director
DIN: 00413627

(Kanwar Lal Rathi)
Director
DIN: 06441986

Place: Mumbai
Date: 30.05.2017

(Sagar Kothari)
Chief Financial Officer

(Pravin Mishra)
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED ON MARCH 31, 2017

PARTICULARS	YEAR ENDED 31.03.2017 (RS.)	YEAR ENDED 31.03.2016 (RS.)
Cash Flow from operating activities :		
Net Profit before Tax as per P & L A/c	16,575,777	1,562,560
Adjusted for		
Misc Income	(133,708)	-
Interest Income	-	-
Depreciation	9,736,428	18,580,905
Operating Profit Before Working Capital Changes		
Add : Adjusted for		
Sundry Debtors	(89,690,103)	241,264,478
Loans & Advances	(4,385,840)	692,816
Current Liabilities	78,527,836	(204,705,910)
Other Current Assets	(554,096)	(2,660,000)
Inventories	(8,329,644)	(22,645,487)
Net Cash Inflow/Outflow Operations (A)	1,746,650	32,089,362
Cash Flow from Investing Activities :		
Fixed Assets	(305,473)	(47,588,825)
Investments	-	-
Net Cash Flow from Investing Activities (B)	(305,473)	(47,588,825)
Cash Flow from Financial Activities:		
Share Capital	-	-
Share Premium	-	-
Deposits/Unsecured Loans	-	22,690,054
Income Tax Paid	-	-
Dividend Paid	-	(6,647,512)
Net Cash Flow from Financing Activities (C)	-	16,042,542
Net Cash Increase in Cash & Cash Equivalents (A + B + C)	1,441,177	543,079
Opening Balances of Cash & Cash Equivalents	1,771,395	1,228,316
Closing Balances of Cash & Cash Equivalents	3,212,572	1,771,395
NET INFLOW	1,441,177	543,079

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

For Visagar Polytex Limited

Sudhir M. Desai
Proprietor
M. No: 041999

(Tilokchand Kothari)
Managing Director
DIN: 00413627

(Kanwar lal Rathi)
Director
DIN: 06441986

Place: Mumbai
Date: 30.05.2017

Sagar Kothari
Chief Financial Officer

(Pravin Mishra)
Company Secretary



Notes forming part of the financial statements for the year ended March 31, 2017

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 BSE Limited and National Stock Exchange of India Limited.

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 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.

2.4 Intangible Fixed Assets

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

2.5 Inventories

Stock is Valued at cost. The closing stock of film produced is valued at Actual Cost by allocating all direct expenses which are related to the production. 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.

2.6 Depreciation & Amortizations

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 amortized 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 recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.

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 recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

NOTE NO.	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
3	SHARE CAPITAL		
	AUTHORISED		
	190000000 Equity Shares of Re. 1/- Each (P.Y. 190000000 Equity Shares of Re. 1/- Each)	190,000,000	190,000,000
	ISSUED, SUBSCRIBED & PAID UP		
	246200534 Equity Shares of Re. 1/- Each (P.Y. 184650400 Equity Shares of Re. 1/- Each)	246,200,534	184,650,400
		246,200,534	184,650,400
1.1	The reconciliation of the number of shares outstanding is set out below :	No. of Shares	No. of Shares
	Equity Shares at the beginning of the year	184,650,400	16,786,400
	Add: Shares issued during the year	61,550,134	167,864,000
	Equity Shares at the end of the year	246,200,534	184,650,400

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

Name of shareholder	As at 31 st March, 2017		As at 31 st March, 2016	
	No of shares held	% of Holding	No of shares held	% of Holding
None	-	-	-	-

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

NOTE NO.	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
4	RESERVE & SURPLUS		
	Capital Reserve		
	As per last Balance Sheet	-	-
	(a)	-	-
	Security Premium Account		
	As per last Balance Sheet	-	163,833,600
	Amount utilised for issuance of Bonus Shares	-	163,833,600
	(b)	-	-
	General Reserve		
	As per last Balance Sheet	-	-
	(c)	-	-
	Statement of Profit & Loss		
	As per last Balance Sheet	66,961,068	76,576,460
	Add : profit / (Loss) for the year	13,575,777	1,062,520
	Less : Proposed Dividend	-	5,539,512
	Less : Tax on Proposed Dividend	-	1,108,000
	Less : Amount utilised for issuance of Bonus shares	61,550,134	4,030,400
	(d)	18,986,711	(12,586,040)
	Total reserve & surplus (a+b+c+d)	18,986,711	66,961,068

NOTE NO.	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
5	LONG TERM BORROWINGS		
	Secured		
	Term Loan	24,925,471	35,482,705
	Others	-	-
		24,925,471	35,482,705

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

NOTE NO.	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
6	DEFERRED TAX ASSET / (LIABILITY) NET		
	i. Deferred Tax liability on account of: Timing Difference on Depreciation	-	-
	ii. Deferred Tax Asset on account of: Disallowances under Income Tax Act:	1,272,886	1,272,886
	Unabsorbed Depreciation Allowance	-	-
	Business Loss	-	-
		1,272,886	1,272,886

NOTE NO.	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
7	LONG TERM PROVISIONS		
	Provision for Tax	-	1,369,624
	Provision for sub-assets	-	-
		-	1,369,624

NOTE NO.	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
8	SHORT TERM BORROWINGS		
	Secured		
	Working Capital facilities from Bank (refer note 8.1)	87,027,297	85,755,543
	Total	87,027,297	85,755,543
	Unsecured		
	Inter Corporate Loan (refer note 8.2)	-	10,500
	Total	-	10,500
		87,027,297	85,766,043

8.1 – Loans from Bank are secured by :

1. Hypothecation of raw materials, work-in-progress, finished goods, stores and receivable.
2. Joint equitable mortgage in respect of building, offices and plant & machinery.

8.2 – Loans are repayable on demand.

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

NOTE NO.	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
9	TRADE PAYABLES		
	Due to Micro small & medium Enterprises	-	-
	Due to others	127,941,766	48,187,065
		127,941,766	48,187,065

NOTE NO.	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
10	OTHER CURRENT LIABILITIES		
	Other Liabilities	950,857	-
	Advanced Received from Customer	157,137	-
	Statutory Dues Payable	354,792	251,420
	Outstanding Expenses	6,410,549	2,038,366
	Employees Benefits payable	2,525,271	-
	Other Liabilities	1,446,536	116,617
		11,845,142	2,406,403

NOTE NO.	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
11	SHORT TERM PROVISIONS		
	Standard Debts	-	-
	Proposed Dividend	-	-
	Tax on proposed Dividend	-	-
	Provision for Income Tax/TDS	3,366,292	500,000
		3,366,292	500,000

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

12 FIXED ASSETS

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	AS AT 01.04.2016	ADD/DED DURING THE YEAR	AS AT 31.03.2017	UPTO 01.04.2016	PROVIDED DURING THE YEAR	UPTO 31.03.2017	AS AT 31.03.2017	AS AT 31.03.2016
Tangible Assets								
Land & Building	38,310,057	-	38,310,057	12,466,577	2,455,131	14,921,708	23,388,349	25,843,480
Office Premises	332,270	-	332,270	29,457	28,767	58,224	274,046	302,813
Plant & Machinery	70,679,542	-	70,679,542	28,944,501	4,711,886	33,656,387	37,023,155	41,735,041
Mobile	462,131	241,485	703,616	212,263	193,745	406,008	297,608	249,868
Electrical Installation	96,350	-	96,350	67,703	7,417	75,120	21,230	28,647
Furniture & Fixture	13,132,691	63,988	13,196,679	9,381,267	982,469	10,363,736	2,832,943	3,751,424
Office Equipments	321,287	-	321,287	238,420	21,454	259,874	61,413	82,867
Air Conditioners	1,218,665	-	1,218,665	1,092,896	56,684	1,149,580	69,085	125,769
Vehicles	8,809,529	-	8,809,529	4,880,806	1,226,940	6,107,746	2,701,783	3,928,723
Computer	1,591,864	-	1,591,864	1,492,135	39,193	1,531,328	60,536	99,729
Intangible Assets								
Computer Software	166,000	-	166,000	133,580	12,741	146,321	19,679	32,420
TOTAL (RS.)	135,120,386	305,473	135,425,859	58,939,605	9,736,428	68,676,033	66,749,826	76,180,781

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

NOTE NO.	PARTICULARS	AS AT 31.03.2017		AS AT 31.03.2016	
13	NON CURRENT INVESTMENTS	No. of Shares/ Units	Amount (Rs.)	No. of Shares/ Units	Amount (Rs.)
	Quoted				
	Osiatee Housing Developers Limited	25000	25,000	25000	25,000
	Brijlaxmi Leas & Fin Ltd	400	25,000	400	25,000
	(a)		50,000		50,000
	Unquoted				
	Trisha Media Limited	192000	15,36,000	192000	15,36,000
	The Pratap Co-Op Bank Limited		510		510
	(b)		15,36,510		15,36,510
	Share Application Money	-	-	-	-
	(c)	-	-	-	-
	Total (a+b+c)		1,586,510		1,586,510

NOTE NO.	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
14	LONG-TERM LOANS AND ADVANCES (Unsecured and Considered good)		
	Loans (Inclusive interest accrues thereon)	60,84,240	90,66,872
	Deposit	5,243,274	271,044
	Advance Payment of Tax (Net of provision)	-	563,231
		1,13,27,514	99,01,147

NOTE NO.	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
15	INVENTORIES		
	Stores & Spares	7,345,219	3,444,246
	Finished Goods	245,840,308	241,411,637
		253,185,527	244,855,883

NOTE NO.	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
16	TRADE RECEIVABLES (Unsecured and Considered good) Outstanding for a period exceeding 6 Months Others	2,898,750 173,228,138 176,126,888	14,638,600 71,798,185 86,436,785

NOTE NO.	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
17	CASH AND BANK BALANCES		
	Cash in Hand	283,158	240,239
	Balance with bank in current account	2,021,195	621,009
		A 2,304,353	861,248
	OTHER BALANCES		
	Unpaid Dividend	908,219	910,147
		B 908,219	910,147
	Total (A+B)	3,212,572	1,771,395

NOTE NO.	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
18	SHORT TERM LOANS AND ADVANCES		
	Advance Payment of Tax	1,180,172	-
	Staff Loan	1,562,109	-
	Prepaid Expenses	217,192	-
		2,959,473	-

NOTE NO.	PARTICULARS	AS AT 31.03.2017 (RS.)	AS AT 31.03.2016 (RS.)
19	OTHER CURRENT ASSETS		
	Misc Expenses not written off	3,872,017	3,317,921
		3,872,017	3,317,921

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

NOTE NO.	PARTICULARS	YEAR ENDED 31.03.2017 (RS.)	YEAR ENDED 31.03.2016 (RS.)
20	REVENUE FROM OPERATIONS		
	Sales	811,518,230	1,031,787,201
		811,518,230	1,031,787,201

NOTE NO.	PARTICULARS	YEAR ENDED 31.03.2017 (RS.)	YEAR ENDED 31.03.2016 (RS.)
21	OTHER INCOME		
	Dividend/Interest Received	-	209,096
	Profit / (Loss) on sale of Shares	-	-
	Other Receipt	227,023	-
		227,023	209,096

NOTE NO.	PARTICULARS	YEAR ENDED 31.03.2017 (RS.)	YEAR ENDED 31.03.2016 (RS.)
22	CHANGE IN INVENTORIES		
	Balance as of commencement of the Year:		
	Finished Goods	244,855,883	177,541,883
	Less: Balance as of end of the Year	253,185,527	244,855,883
		(8,329,644)	(67,314,000)

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

NOTE NO.	PARTICULARS	YEAR ENDED 31.03.2017 (RS.)	YEAR ENDED 31.03.2016 (RS.)
23	EMPLOYEE BEBEFIT EXPENSES		
	Salaries	10,644,262	10,031,414
	Tours & Travelling	94,154	-
	Conveyance	47,046	-
	Director Sitting Fees	150,000	140,000
	Staff Welfare Expenses	206,093	187,284
	Remuneration to Directors	2,400,000	2,260,000
		13,541,555	12,618,698

NOTE NO.	PARTICULARS	YEAR ENDED 31.03.2017 (RS.)	YEAR ENDED 31.03.2016 (RS.)
24	FINANCE COST		
	Interest on :		
	Borrowing from Banks	13,358,885	9,967,748
	Bank Charges and Processing Charges	176,926	-
	Short term borrowings from bank	-	194,712
		13,535,811	10,162,460

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

NOTE NO.	PARTICULARS	YEAR ENDED 31.03.2017 (RS.)	YEAR ENDED 31.03.2016 (RS.)
25	OTHER EXPENSES		
	Advertisement & Sales Promotion Expenses	203,914	2,525,717
	Conveyance & Travelling expenses	1,089,282	1,096,770
	Director Sitting Fees	-	-
	General expenses	9,891,047	9,753,524
	Insurance Premium	490,813	397,295
	Legal & Professional Charges	444,904	801,693
	Printing, Stationary & Communication expenses	146,826	151,251
	Electricity Charges	1,878,935	2,090,776
	Rent, Rate & Taxes	1,495,500	1,943,750
	Job Works	15,323,970	26,104,323
	Packing & Folding Expenses	52,260	199,202
	Factory General Expenses	1,012,160	956,909
	Wages & Bonus	12,175,853	11,469,802
	Discount & Rate Difference	-	4,235,795
	Remuneration to Auditors		
	Audit Fees	22,060	22,060
		44,227,524	61,748,867

(Schedules forming part of Notes to Accounts for the year ended on March 31, 2017)

1. Details of Earnings per share (AS-20)

Particulars	2016-17	2015-16
Net Profit available to Share Holders	13,575,777	1,062,560
Weighted Number of Equity Shares	246200534	184650400
Earning per Share (per Re. 1/- paid up share)	0.06	0.01

2. As the company's business activity fall within single segments viz Textile Business, the disclosure requirement of AS-17 (Segment Reporting) issued under Companies (Accounting Standards) Rules notified under section 133 of the Companies Act, 2013 read with the companies (Accounts) Rules 2014 is not applicable.

3. The company has not received intimation from its suppliers regarding their status as per the provisions of "Micro, Small and Medium Enterprise Development Act 2006". As per information available with the company, The Company has made payment to creditors generally within stipulated period as provided in Act referred above. Hence the company has not provided for any interest payable to small, micro and medium enterprises. The company has not received any claim for interest payable and does not expect such claims, if made later, to be for material amount.

4. There are no material significant related party transactions entered into by the Company with its Promoters, Directors, Key Managerial Personnel or other designated persons, which may have a potential conflict with the interest of the Company at large.

5. The Company does not enter into any forward contract or derivatives to cover its expenses in foreign currency. As at the year end, the exposures in foreign currency for the Company is as under :-

Particulars	2016-17	2015-16	
Foreign Currency	Amount (in Rs.)	Foreign Currency	Amount (in Rs.)
Account receivable	NIL	NILNILNIL	

6.

	2016-17	2015-16
Expenditure in foreign currency	NIL	NIL
Earning in foreign exchange	NIL	NIL

7. Balances of Sundry Debtors, Sundry creditors, Advances, Deposits, Loans and Bank Balances are subject to confirmation, reconciliation and adjustment if any.

8. The Value of Inventories is taken as Certified by the Management.



- 9 Contingent Liabilities: NIL
- 10 The company has during the year provided Depreciation on fixed assets based on estimated life and realisable value as prescribed in schedule II of Companies Act,2013.
- 11 Previous years figures are regrouped wherever necessary.

For Sudhir M. Desai & Co.
Chartered Accountants
Firm Registration No. 125516W

For Visagar Polytex Limited

Sudhir M. Desai
Proprietor
M. No: 041999

(Tilokchand Kothari)
Managing Director
DIN: 00413627

(Kanwar Lal Rathi)
Director
DIN: 06441986

Place: Mumbai
Date: 30.05.2017

(Sagar Kothari)
Chief Financial Officer

(Pravin Mishra)
Company Secretary

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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 E-mail Id: contact@visagar.com

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 34th **Annual General Meeting** of the Company held on **Saturday, September 30, 2017 at 10.30 a.m.** 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

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 E-mail Id: contact@visagar.com

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: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **34th Annual General Meeting** of the Company to be held on **Saturday, September 30, 2017 at 10.30 a.m.** 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
1. Adoption of financial statements for the year ended as at March 31, 2017 and Reports of Directors' and Auditors' thereon.	4. Appointment of Ms. Parul Gulati as an Independent Director for a term of five years.
2. Re-appointment of Mr. Kanwarlal Rath, who retires by rotation.	
3. *Appointment of M/s. S C Mehra & Associates, Chartered Accountants as auditors and fixing their remuneration.	

* As per the Addendum to the Original AGM notice dated 10th August, 2017

Signed this _____ day of _____ 2017.

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.

VISAGAR POLYTEX LIMITED

CIN: L65990MH1983PLC030215

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

Tel: 022-67424815; Website: www.visagarpolytex.in; Email: secretarial@visagar.com

ADDENDUM TO THE ORIGINAL NOTICE OF AGM DATED 10TH AUGUST, 2017

NOTICE is hereby given that Item No. 3 to be transacted in the original notice dated 10th August, 2017 shall be replaced by the following Ordinary Resolution in the 34th Annual General Meeting of the Members of **M/s. VISAGAR POLYTEX LIMITED** to be held on Saturday, **30th September 2017** at 10.30 a.m. at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092, India to transact the following business:

ORDINARY BUSINESS

Item No. 3

To appoint Statutory Auditors and fix their remuneration and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, Section 142, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. S C Mehra & Associates (Firm Registration No. 106156W) be appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 34th AGM, (i.e. this AGM) of the Company to the conclusion of the 39th AGM, to be held in 2022 (subject to ratification of appointment by the members at every AGM held after this AGM), on a remuneration as may be agreed upon by the Board of Directors and the Auditors.”

Place: Mumbai

Date: September 7, 2017

For Visagar Polytex Limited

Registered Office:

907/908, Dev Plaza,

Opp. Andheri Fire Station,

S.V. Road, Andheri (West),

Mumbai – 400058.

Tel: 022- 67424815

Website: www.visagarpolytex.in

Tilokchand Kothari

Managing Director

DIN: 00413627

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

ITEM NO. 3

In the Board meeting held on 30th May, 2017, the board had proposed to appoint M/s. Sorabh R Agrawal & Co. (Firm Registration No. 144123W) Chartered Accountants to hold office from the conclusion of the 34th AGM (on 30th September, 2017) until the conclusion of the 39th AGM in the year 2022. However, subsequent to the circulation of notice, we received a letter from M/s. Sorabh R Agrawal & Co. stating their ineligibility to be appointed as the Statutory Auditors of the Company, since they are not subject to peer review & they do not hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

In pursuance of the same, and based on the recommendation of the Audit Committee, the Board considered and approved the appointment of M/s. S C Mehra & Associates (FRN 106156W) as the Statutory Auditors, at a remuneration as may be agreed upon by the Board of Directors and the Auditors. They have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) as required under the provisions of Regulation 33 of the Listing Regulations. The proposal for their appointment has been included in the Notice convening the 34th AGM for obtaining approval of the Members of the Company.

Place: Mumbai
Date: September 7, 2017

For Visagar Polytex Limited

Registered Office:
907/908, Dev Plaza,
Opp. Andheri Fire Station,
S.V. Road, Andheri (West),
Mumbai – 400058.
Tel: 022- 67424815
Website: www.visagarpolytex.in

Tilokchand Kothari
Managing Director
DIN: 00413627

Note: The above addendum to the Notice & explanatory statement alongwith Notice dated 10.08.2017 of the ensuing 34th AGM is available on the website of the Company (www.visagarpolytex.in). Further, as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 facility for e-voting is available to the members in respect of the aforesaid resolution on NSDL (our e-voting service provider) website.



VISAGAR POLYTEX LIMITED

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