

# Swasti Vinayaka

S Y N T H E T I C S L I M I T E D

Corporate Office : 306, Tantia Jogani Industrial Estate, J. R. Boricha Marg, Next to Lodha Bellissimo, Lower Parel, Mumbai - 400 011. • Tel.: 022-4344 3555 Fax : 022-2307 1511

October 04, 2017

To,

**BSE Limited,**  
Dept. of Corporate Services,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai-400 001

**Security Code: 510245**

**Subject: Submission of Annual Report of the Company for the financial year ended on March 31, 2017.**

Dear Sir/Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 we submit herewith Annual Report of the Company for the financial year ended on March 31, 2017.

Kindly take the same on your record.

Thanking You,

Yours faithfully,  
For **SWASTI VINAYAKA SYNTHETICS LIMITED**



**NAGABHUSHAN HEGDE**  
**COMPLIANCE OFFICER**



SWASTI VINAYAKA SYNTHETICS LIMITED

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35<sup>th</sup> ANNUAL REPORT 2016 - 17



Lord Ganesh Temple - Tarapur Plant

## **Swasti Vinayaka's Corporate Philosophy**

*As a responsible member  
of the society,*

*Swasti Vinayaka is committed to:*

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*Providing the highest quality products  
at the lowest possible price to its  
valued customer.*

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*Maintaining steady growth in  
revenues and profits.*

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*Providing continuing employment to  
associates and reasonable returns to  
shareholders.*

## BOARD OF DIRECTORS :

**Ramprasad Poddar**  
Chairman

**Rajesh Poddar**  
Managing Director

**Dinesh Poddar**  
**Sanjiv Rungta**  
**Piyush Shah**  
**Rakesh Garodia**  
**Shilpa Poddar**  
Directors



## SWASTI VINAYAKA SYNTHETICS LIMITED

### 35<sup>th</sup> Annual Report 2016-17

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### ● REGISTERED OFFICE: SWASTI VINAYAKA SYNTHETICS LIMITED

**CIN: L99999MH1981PLC024041**

J-15, M.I.D.C., Tarapur, Boisar,  
Dist. Palghar, Maharashtra - 401 506.

### ● CORPORATE OFFICE:

306, Tantia Jogani Industrial Estate,  
J.R.Boricha Marg, Lower Parel,  
Mumbai - 400 011.  
Tel : 022-4344 3555  
Fax: 022-2307 1511  
E-Mail: investors@svgcl.com  
contact@swastivinayaka.com  
Website: www.swastivinayaka.com

### ● BANKERS:

HDFC Bank Limited.

### ● STATUTORY AUDITORS:

Sanjay Raja Jain & Co.  
Chartered Accountants

### ● SECRETARIAL AUDITORS:

Sandeep Dar and Co.  
Company Secretaries

### ● SOLICITORS AND LEGAL ADVISORS:

Kanga & Company

### ● WORKS:

J-15, M.I.D.C. Tarapur,  
Boisar, Dist. Palghar,  
Maharashtra - 401 506

3-5, Dewan & Sons Industrial Complex,  
Village Aliyali, Palghar,  
Dist. Palghar, Maharashtra - 401 404.

### 35<sup>TH</sup> ANNUAL GENERAL MEETING:

Date : 28<sup>th</sup> September, 2017

Time : 11.00 a.m.

Venue : J-15, M.I.D.C., Tarapur, Boisar,  
Dist. Palghar, Maharashtra - 401 506.

### REGISTRAR & TRANSFER AGENT:

Bigshare Services Private Limited  
1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri (East),  
Mumbai - 400 059  
Board No. : 022 62638200  
Fax No: 022 62638299  
E-mail: investor@bigshareonline.com  
Website: www.bigshareonline.com

## NOTICE TO THE MEMBERS

**NOTICE** is hereby given that the 35<sup>th</sup> Annual General Meeting of the Company will be held on Thursday, 28<sup>th</sup> September, 2017 at 11.00 a.m. at the Registered office of the Company at J-15, M.I.D.C., Tarapur, Boisar, Dist. Palghar, Maharashtra - 401 506 to transact the following business:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2017 and the Profit and Loss Account for the year ended on that date together with the Directors' and Auditors' Report thereon.
2. To declare dividend on equity shares for the financial Year 2016-2017.
3. To appoint a Director in place of Mrs. Shilpa Poddar (DIN- 00164141), who retires by rotation and being eligible, offers herself for reappointment.
4. To ratify the appointment of Auditors and to fix their remuneration for the financial year ending March 31, 2018:

**"RESOLVED THAT** pursuant to Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and pursuant to resolution passed by the Members at the 33<sup>rd</sup> Annual General Meeting (AGM) held on September 26, 2015 the appointment of M/S. SANJAY RAJA JAIN & CO. Chartered Accountants, (FRN 120132W) Mumbai, Statutory Auditors of the Company be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting of the Company and to fix the remuneration payable to them for the Financial year ending March 31, 2018 as may be agreed upon by the Board of Directors/ Audit Committee and the Auditors."

### **Registered Office:**

J-15, M.I.D.C., Tarapur,  
Boisar, Dist. Palghar,  
Maharashtra - 401506.

Date: May 30, 2017  
Place: Mumbai

### **By Order of the Board**

**Swasti Vinayaka Synthetics Limited**

Ramprasad Poddar  
Chairman  
(DIN : 00163950)

### **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as 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. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The register of members and share transfer books will remain closed from Saturday, 23<sup>rd</sup> September, 2017 to Thursday, 28<sup>th</sup> September, 2017. (Both days inclusive).
3. Dividend, after declaration, shall be disbursed to the members:-
  - a) Whose name appears as beneficial owners as at the end of business hours on Friday, 22<sup>nd</sup> September, 2017 as per the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited, in respect of the shares held in electronic form.
  - b) Whose names appear as members in the register of members of the Company after giving effect to valid transfers in physical form lodged with the Company or registrar and share transfer agents on or before 22<sup>nd</sup> September, 2017.

4. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management on the day of the meeting.
5. Shareholders holding shares in physical form are requested to intimate any change in their residential address to Bigshare Services Private Limited, 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East) Mumbai 400059, Registrars and transfer agent of the Company immediately.
6. Shareholders who are holding shares in demat mode are requested to notify any change in their residential address, bank A/c details and/ or email address immediately to their respective depository participants.
7. The government took a 'green initiative in corporate governance' in 2011 by allowing the Companies to service the documents to its shareholders through electronic mode. Accordingly, the Company sends all communication including the notice along with annual report in electronic form to all shareholders whose email Ids are registered with the Company / depository participant(s) unless a specific request for hard copy has been requested.
8. Shareholders are requested to update their email Id's by downloading the form which is available on the website of the Company i.e. [www.swastivinayaka.com](http://www.swastivinayaka.com) and submit the same at the registered office of the Company for receiving the notice and other documents at their email address.
9. The Company has appointed M/s. Sandeep Dar & Co., Practicing Company Secretaries, Navi Mumbai, to act as the scrutinizer, to scrutinize the remote e-voting and physical votes received through ballot in accordance with the law and in a fair and transparent manner.
10. In accordance with Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; our Company is exempted from compliance with the Corporate Governance provisions and hence the Corporate Governance Report is not required to be attached with this Annual Report.

### **11. VOTING OPTIONS:**

#### **I. Voting through electronic means**

The Company is pleased to offer remote e-voting facility, for all its members to enable them to cast their vote electronically in term of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Facility for voting, through ballot/ polling paper will be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights through ballot papers at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

#### **The instructions for members for voting electronically are as under:-**

- (i) The voting period begins on Monday, September 25, 2017 at 09.00 a.m. and ends on Wednesday, September 27, 2017 at 5.00 p.m. Members holding Shares in physical or in demat form as on cut off date i.e. Thursday, September 21, 2017 shall only be eligible for e-voting.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,



- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach to the 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Swasti Vinayaka Synthetics Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xviii) Shareholders can also cast their vote using CDSL's mobile app, 'CDSL m-Voting' available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

#### In case of members receiving the physical copy:

Please follow all steps from sr. no. (i) to sr. no. (xix) above to cast vote.

## II. Voting Through Ballot:

The Company is also providing the facility for voting through Ballot process at the AGM and the members attending the Meeting who have not cast their vote by remote e-voting will be able to exercise their right to vote at the AGM. The Ballot Forms will be available at the AGM.

## III. Other Instructions

A Member can opt for only one mode of voting i.e. either through e-voting or ballot. If a Member casts his / her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.

12. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts.

Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, M/s. Bigshare Services Private Limited, quoting their folio numbers.

#### Registered Office:

J-15, M.I.D.C., Tarapur,  
Boisar, Dist. Palghar,  
Maharashtra - 401506.

By Order of the Board  
**Swasti Vinayaka Synthetics Limited**

Ramprasad Poddar

Date: May 30, 2017  
Place: Mumbai

Chairman  
(DIN-00163950)

## DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting their 35<sup>th</sup> Annual Report on the business and operations of the Company and Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2017.

### 1. FINANCIAL HIGHLIGHTS

The Board's Report is prepared based on the stand alone financial statements of the Company.

(Rs. in Lakhs)

Sr. No.	Particulars	2016-17	2015-16
1.	i. Net Sales/ Income	1651.94	1609.00
	ii. Other Income	8.05	7.57
	Total	1659.99	1616.57
2.	Total Expenditure		
	i) Cost of material consumed	86.09	134.44
	ii) Purchase of stock	959.93	865.11
	iii) Changes in inventories	(81.77)	6.49
	iv) Employee benefit Expenses	103.93	83.89
	v) Financial cost	28.05	40.51
	vi) Depreciation & Amortization Expense	48.84	66.46
	vii) Other Expenditure	299.82	285.41
	Total	1444.89	1482.31
3.	Profit Before Tax	215.10	134.26
4.	Provision for taxation		
	i) Current Tax	(100.23)	(55.32)
	ii) Deferred Tax	5.74	9.40
	iii) Earlier years Tax	-	-
5.	Profit After Tax	120.61	88.34
6.	Balance carried from previous year	2.27	16.86
7.	Amount Available for Appropriation	122.88	105.20
8.	Appropriations:		
	Proposed Dividend	(63.00)	(56.00)
	Dividend Distribution Tax	(13.18)	(11.72)
	Transferred to General Reserve	(45.00)	(35.21)
9.	Balance carried to Balance Sheet	1.70	2.27
10.	Basic and diluted EPS	0.17	0.13

### 2. DIVIDEND

We are pleased to inform that the Board of Directors has recommended dividend of Re. 0.09 per equity share of Re. 1/- each (i.e. 9 % of face value) aggregating Rs. 63,00,000 (excluding dividend distribution tax as applicable) for the year ended on 31<sup>st</sup> March, 2017.

### 3. RESERVES

The Board of Directors has decided to transfer Rs. 4,500,000 to the General reserve.

### 4. OPERATIONS

During the period under review the profit after tax (PAT) stood at Rs. 120.61 Lakhs (Previous Year Rs. 88.34 Lakhs), there is an increase of 36.53% as compared to the last financial year. The performance for the coming year is expected to improve upon, from the last year if right macroeconomic indicators are achieved in the future.

### 5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors state that-

(a) in the preparation of the annual accounts, the applicable accounting

standards had been followed along with proper explanation relating to material departures;

- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 6. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Report in form MGT-9, as required under Section 92(3) of the Companies Act, 2013 read with rule 12(1) of the Companies (Management and Administration) Rules, 2014, are included in this Report as Annexure-I and forms an integral part of this report.

### 7. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto is disclosed in Form No. AOC-2 as Annexure II.

### 8. DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTMENTS/ RESIGNATIONS DURING THE YEAR

During the year under review there were no changes in the constitution of the Board.

### 9. PARTICULARS OF EMPLOYEES

- The information required pursuant to Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure III to the Directors Report.
- Particulars of employees drawing remuneration in excess of limits prescribed under Section 134 (3)(q) read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

There are no employees drawing remuneration exceeding Rupees One crore and two Lakhs per annum if employed throughout the financial year or Rupees Eight Lakh and Fifty Thousand per month if employed for part of the financial year or draws remuneration in excess of Managing Director or Whole time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

### 10. NUMBER OF MEETINGS OF BOARD

Sr. No.	Particulars	No. of meetings held
1.	Board Meetings	Five
2.	Audit Committee meetings	Four
3.	Independent Directors Meeting	One

**11. FORMAL ANNUAL EVALUATION**

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its own performance and working of its Committees. The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, its structure and composition, establishment and delegation of responsibilities to various Committees. Directors were evaluated on aspects such as attendance and contribution at Board/Committee Meetings and guidance/ support to the management of the Company. Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors, who also reviewed the performance of the Board as a whole.

**12. DECLARATION BY INDEPENDENT DIRECTORS**

Declarations by the Independent Directors that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 has been received by the Company.

**13. REMUNERATION 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. The said policy is also uploaded on the website of the Company; i.e. [www.swastivinayaka.com](http://www.swastivinayaka.com)

**14. STATUTORY AUDITORS**

At the Annual General Meeting held on September 26, 2015, M/s. Sanjay Raja Jain & Co., Chartered Accountants, (FRN 120132W), Mumbai, were appointed as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the year 2020. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. Sanjay Raja Jain & Co., Chartered Accountants, as Statutory Auditors of the Company is placed for ratification by the shareholders.

The report given by the Auditors on the financial statements of the Company is a part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

**15. SECRETARIAL AUDIT REPORT**

In terms of Section 204 of the Companies Act, 2013 and Rules made thereunder, M/s. Sandeep Dar and Co., Practicing Company Secretaries have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed as Annexure IV to this report. The report is self-explanatory however the Company has initiated necessary steps to comply with various non-compliances as per the provisions of various statute mentioned under the Secretarial Audit Report.

**16. VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company [www.swastivinayaka.com](http://www.swastivinayaka.com).

**17. COMPOSITION OF AUDIT COMMITTEE**

Composition of Audit Committee is required under section 177 (8) of the Companies Act, 2013.

The Composition of Audit Committee is as follows:

1. Mr. Sanjiv Rungta - Chairman
2. Mr. Piyush Shah - Member
3. Mr. Dinesh Poddar - Member

**18. SIGNIFICANT MATERIAL CHANGES**

There were no material changes and commitments, which adversely affects the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

**19. RISK MANAGEMENT**

The Company is periodically reviewing its risk management perception taking into account overall business environment affecting/ threatening the existence of the Company. Presently, board is of the opinion that such existence of risk is minimal.

**20. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The Board of your Company has laid down internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and operating effectively. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

**21. DEPOSITS**

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

**22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

During the year under review, the Company has neither given any loan nor provided any guarantees which are governed by the provisions of Section 186 of the Companies Act, 2013.

**23. MANAGEMENT DISCUSSION AND ANALYSIS****I. INDUSTRY STRUCTURE AND DEVELOPMENTS**

The Indian Textiles industry is extremely varied, with the hand-spun and hand-woven Textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The close linkage of the Textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of Textiles make the Indian Textiles sector unique in comparison to the industries of other countries, it has the capacity to produce a wide variety of products suitable to different market segments.

**II. OPPORTUNITIES AND THREATS**

The Textiles industry is labour intensive and is one of the largest employers. The future for the Indian Textile industry looks encouraging in the long term, backed by both strong domestic consumption as well as export demand.

Competing with other progressing countries, Striking a balance between demand and supply considering Environmental and international labour laws are the major challenges.

**III. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE**

In textiles, your Company's product very well accepted by our customers & it is in the process of increasing our customer portfolio.

In real estate, the market is quite inactive & we foresee that it will plateau at this level for 1-2 years more.

**IV. OUTLOOK**

Your Company's future growth will be driven by volume growth across both the strategic business units. In the immediate future your Company will focus on its core strengths product segments. Its focus



on building marketing & distribution foot-prints shall continue with renewed vigor during the coming year. On the whole, your Company is optimistic for the outlook of growth in the short to medium term in terms of total revenues/ turnover and operating margins considering overall expected positive trend in textiles industry.

## V. RISKS AND CONCERNS

A key factor in determining a company's capacity to create sustainable value is the risk that the company is willing to take and its ability to manage them effectively. The Company's Risk Management processes focuses on ensuring that risks are identified on a timely basis and addressed.

Foreseeing the concerns, the Company manages to identify, evaluate, and monitor non-business risks.

## VI. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The existing internal controls are adequate and commensurate with the nature, size, complexity of the Business and its Processes. During the year the Company has laid down the framework for ensuring adequate internal controls and to ensure its effectiveness, necessary steps were taken by the Company.

## VII. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Your Company's total textile sales registered a growth, resulting in revenue from operations being Rs. 1651.94 Lakhs for the financial year ended on March 31, 2017 as against Rs. 1609.00 Lakhs in Previous year and Profit after Tax was recorded at Rs. 120.21 Lakhs in the current year as against Rs. 88.34 Lakhs in the previous year.

## 24. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace as required under the Act.

The following is a summary of sexual harassment complaint received or disposed off during the year 2016-17.

- No. of Complaint received: NIL
- No. of Complaint disposed off: NIL.

## 25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO PROVISIONS OF SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH RULE 8 (3) OF COMPANIES (ACCOUNTS) RULES, 2014

### A) CONSERVATION OF ENERGY:

- (i) The steps taken or impact on conservation of energy - Energy conservation continues to receive priority attention at all levels by regular monitoring of all equipments and devices which consume electricity.
- (ii) The steps taken by the company for utilizing alternate sources of energy - Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
- (iii) The capital investment on energy conservation equipments - Since Company is having adequate equipment, no capital investment on energy conservation equipments is made during the year.

### B) TECHNOLOGY ABSORPTION:

- (i) The efforts made towards technology absorption - NotApplicable
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution - NotApplicable
- (iii) In the case of imported technology (imported during the last three

years reckoned from the beginning of the financial year) - Not Applicable.

- (a) The details of technology imported - NotApplicable
  - (b) The year of import - NotApplicable
  - (c) Whether the technology been fully absorbed - NotApplicable
  - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof - NotApplicable
- (iv) The expenditure incurred on Research and Development - At present the Company does not have separate division for carrying out research and development work. No expenditure has therefore been earmarked for this activity.

## C) FOREIGN EXCHANGE EARNINGS AND OUTGO

There were no foreign exchange earnings and outgo during the year under review.

## 26. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant or material orders were passed by the regulators or courts or Tribunals which impact the going concern status and Company's operations in future.

## 27. ACKNOWLEDGEMENT

We record our gratitude to the Banks and others for their assistance and co-operation during the year. We also wish to place on record our appreciation for the dedicated services of the employees of the Company. We are equally thankful to our esteemed investors for their co-operation extended to and confidence reposed in the management.

**Registered Office:**  
J-15, M.I.D.C., Tarapur,  
Boisar, Dist. Palghar,  
Maharashtra - 401506.

By Order of the Board  
**Swasti Vinayaka Synthetics Limited**

Ramprasad Poddar

Date: May 30, 2017  
Place: Mumbai

Chairman  
(DIN-00163950)

**ANNEXURE I**  
**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on March 31, 2017**

[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:**

CIN	L99999MH1981PLC024041
Registration Date	09/03/1981
Name of the Company	Swasti Vinayaka Synthetics Limited
Category / Sub-Category of the Company	Company Limited By Shares
Address of the Registered office and contact details	J-15, M.I.D.C., Tarapur, Boisar, Dist. Palghar - 401506
Whether listed Company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East) Mumbai 400059 Board No. : 022 62638200 Fax No: 022 62638299 Email ID: info@bigshareonline.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 & Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1.	Textile	131	69.08
2.	Compensation Received	681	30.92

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

There are no Holding, Subsidiary and Associate Companies as defined under Companies Act, 2013.

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

**(i) Category-wise Share Holding**

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change
	Demat	Physical	Total Shares	Total %	Demat	Physical	Total Shares	Total %	
<b>(A) Promoter</b>									
1. Indian									
a) Individual / HUF	17030000	-	17030000	24.33	13534000	-	13534000	19.33	-5.00
b) Bodies Corporate	18670000	-	18670000	26.67	22166000	-	22166000	31.67	5.00
Sub Total (A)(1) :	<b>35700000</b>	<b>-</b>	<b>35700000</b>	<b>51.00</b>	<b>35700000</b>	<b>-</b>	<b>35700000</b>	<b>51.00</b>	<b>-</b>
Foreign (A) (2)	-	-	-	-	-	-	-	-	-
Total holding for promoters (A)=(A)(1) + (A)(2)	<b>35700000</b>	<b>-</b>	<b>35700000</b>	<b>51.00</b>	<b>35700000</b>	<b>-</b>	<b>35700000</b>	<b>51.00</b>	<b>-</b>
<b>(B) Public shareholding</b>									
1. Institutions (B) (1)	-	-	-	-	-	-	-	-	-
2. Non-institutions									
a) Bodies Corporate									
(i) Indian	2462108	147650	2609758	3.73	2292406	147650	2440056	3.49	-0.24
b) Individuals									
(i) Capital upto to Rs. 1 Lakh	18860610	3991070	22851680	32.65	18646197	3965070	22611267	32.30	-0.35
(ii) Capital excess of Rs. 1 Lakh	8764875	-	8764875	12.52	9001222	-	9001222	12.86	0.34
c) Any others (Specify)									
(i) Clearing member	37632	-	37632	0.05	140850	-	140850	0.20	0.15
(ii) Non Resident Indians	34045	2000	36045	0.05	104595	2000	106595	0.15	0.10
(iii) Trust	-	10	10	-	-	10	10	-	-
SUB TOTAL (B)(2) :	<b>30159270</b>	<b>4140730</b>	<b>34300000</b>	<b>49.00</b>	<b>30185270</b>	<b>4114730</b>	<b>34300000</b>	<b>49.00</b>	<b>-</b>
Total Public Shareholding (B)=(B)(1) + (B)(2)	<b>30159270</b>	<b>4140730</b>	<b>34300000</b>	<b>49.00</b>	<b>30185270</b>	<b>4114730</b>	<b>34300000</b>	<b>49.00</b>	<b>-</b>
Total (A) + (B)	<b>65859270</b>	<b>4140730</b>	<b>70000000</b>	<b>100.00</b>	<b>65885270</b>	<b>4114730</b>	<b>70000000</b>	<b>100.00</b>	<b>-</b>
<b>(C) Shares held by Custodians for (GDRs &amp; ADRs)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A) + (B) + (C)</b>	<b>65859270</b>	<b>4140730</b>	<b>70000000</b>	<b>100.00</b>	<b>65885270</b>	<b>4114730</b>	<b>70000000</b>	<b>100.00</b>	<b>-</b>

## (ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	SWASTI VINAYAKA INVESTECH PRIVATE LIMITED	18670000	26.67	-	18924000	27.03	-	0.36
2	RAJESH KUMAR PODDAR	2388160	3.41	-	2212160	3.16	-	(0.25)
3	DINESH KUMAR PODDAR	2121550	3.03	-	1216550	1.74	-	(1.29)
4	RAMPRASAD PODDAR	2826000	4.04	-	2776600	3.97	-	(0.07)
5	SHILPAD PODDAR	1603050	2.29	-	431050	0.62	-	(1.67)
6	NUPUR R PODDAR	1521380	2.17	-	791380	1.13	-	(1.04)
7	RAMPRASAD PODDAR & SONS HUF	1177900	1.68	-	1369200	1.96	-	0.28
8	RAMPRASAD DINESHKUMAR HUF	1050600	1.50	-	-	-	-	(1.50)
9	DINESH RAJESH & BROS. HUF	1025700	1.47	-	1204600	1.72	-	0.25
10	ARYAN RAJESH PODDAR	904100	1.29	-	904100	1.29	-	0.00
11	PUSHPADEVI PODDAR	773400	1.10	-	773400	1.10	-	0.00
12	RHEA DINESH PODDAR	538700	0.77	-	574550	0.82	-	0.05
13	DINESH KUMAR PODDAR HUF	396300	0.57	-	497050	0.71	-	0.14
14	PRABHAT PODDAR	322660	0.46	-	322660	0.46	-	0.00
15	RAJESH KUMAR PODDAR HUF	313700	0.45	-	393900	0.56	-	0.11
16	VEDAANT RAJESH PODDAR	66800	0.10	-	66800	0.10	-	0.00
17	SWASTI VINAYAKA REAL ESTATE DEV. PVT. LTD	0	0.00	-	3242000	4.63	-	4.63
	<b>TOTAL</b>	<b>35700000</b>	<b>51.00</b>	<b>-</b>	<b>35700000</b>	<b>51.00</b>	<b>-</b>	<b>0.00</b>

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

Sr. No.	Particulars	Shareholding at the beginning of the year		Transaction Details			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	Date	Purchase	Sale	No. of shares	% of total shares of the Company
1.	At the beginning of the year Swasti Vinayaka Investech Private Limited	35700000	51.00	-	-	-	35700000	51.00
		18670000	26.67	11.11.2016	-	587000	18083000	25.83
				30.12.2016	-	104000	17979000	25.68
				13.01.2017	945000	-	18924000	27.03
				31.03.2017	-	-	18924000	27.03
2.	Rajesh Kumar Poddar	2388160	3.41	01.04.2016	400000	-	2788160	3.98
				23.12.2016	-	680000	2108160	3.01
				30.12.2016	104000	-	2212160	3.16
				31.03.2017	-	-	2212160	3.16
3.	Dinesh Kumar Poddar	2121550	3.03	01.04.2016	700000	-	2821550	4.03
				2.12.2016	-	280000	2541550	3.63
				16.12.2016		380000	2161550	3.09
				13.01.2017		945000	1216550	1.74
				31.03.2017	-	-	1216550	1.74
4.	Ramprasad Poddar	2826000	4.04	01.04.2016	-	1100000	1726000	2.46
				22.04.2016	1050600	-	2776600	3.97
				31.03.2017	-	-	2776600	3.97
5.	Shilpa D Poddar	1603050	2.29	02.12.2016	-	1172000	431050	0.62
				31.03.2017	-	-	431050	0.62
6.	Nupur R Poddar	1521380	2.17	23.12.2016	-	730000	791380	1.13
				31.03.2017	-	-	791380	1.13
7.	Ramprasad Poddar & Sons HUF	1177900	1.68	28.10.2016	191300	-	1369200	1.96
				31.03.2017	-	-	1369200	1.96

Sr.No.	Particulars	Shareholding at the beginning of the year		Transaction Details			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	Date	Purchase	Sale	No. of shares	% of total shares of the Company
8.	Ramprasad Dineshkumar HUF	1050600	1.50	15.04.2016 31.03.2017	- -	1050600 -	0 0	0.00 0.00
9.	Dinesh Rajesh & Bros. HUF	1025700	1.47	11.11.2016 31.03.2017	178900 -	- -	1204600 1204600	1.72 1.72
10.	Aryan Rajesh Poddar	904100	1.29	31.03.2017	-	-	904100	1.29
11.	Pushpadevi Poddar	773400	1.10	31.03.2017	-	-	773400	1.10
12.	Rhea Dinesh Poddar	538700	0.77	11.11.2016 31.03.2017	35850 -	- -	574550 574550	0.82 0.82
13.	Dinesh Kumar Poddar HUF	396300	0.57	28.10.2016 31.03.2017	100750 -	- -	497050 497050	0.71 0.71
14.	Prabhat Poddar	322660	0.46	31.03.2017	-	-	322660	0.46
15.	Rajesh Kumar Poddar HUF	313700	0.45	11.11.2016 31.03.2017	80200 -	- -	393900 393900	0.56 0.56
16.	Vedaant Rajesh Poddar	66800	0.10	31.03.2017	-	-	66800	0.10
17.	Swasti Vinayaka Real Estate Dev. Pvt. Ltd	0	0.00	29.11.2016 12.12.2016 31.03.2017	2482000 760000 -	- - -	2482000 3242000 3242000	3.54 4.63 4.63
	At the End of the year	35700000	51.00	-	-	-	35700000	51.00

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

Sr.No.	Name of Shareholders	Shareholding at the beginning of the year		Bought during the year	Sold during 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	SHUBHA UMESH KAMATH	0	0	982359	0	982359	1.40
2	SACHIN RAMESH MHATRE	700002	1.00	0	0	700002	1.00
3	SMC GLOBAL SECURITIES LTD	519783	0.74	162010	163126	518667	0.74
4	RAMESH S	481646	0.69	0	0	481646	0.69
5	PRANALI COMMODITIES PRIVATE LIMITED	0	0	373020	0	373020	0.53
6	MR SHEEBA	370002	0.53	37000	37002	370000	0.53
7	PRAFUL GUPTA	260198	0.37	69600	0	329798	0.47
8	SHAMBHU LAL GUPTA HUF	328554	0.47	0	22771	305783	0.44
9	SHAH RENUKABEN N	324192	0.46	3998	20122	308068	0.44
10	RAMILABEN NAVINCHANDRA SHAH	298684	0.43	0	0	298684	0.43

## (v) Shareholding Pattern of Directors and Key Managerial Personnel

Sr.No.	Name of Shareholders	Shareholding at the beginning of the year		Bought during the year	Sold during 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	Rajeshkumar Poddar	2388160	3.41	504000	680000	2212160	3.16
2	Dineshkumar Poddar	2121550	3.03	700000	1605000	1216550	1.74
3	Shilpa Poddar	1603050	2.29	-	1172000	431050	0.62
4	Ramprasad Poddar	2826000	4.04	1050600	1100000	2776600	3.97



**V. INDEBTEDNESS:**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount due	6129395	1914000	-	8043395
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not paid	-	-	-	-
<b>Total (i+ii+iii)</b>	6129395	1914000	-	8043395
<b>Change in Indebtedness during the financial year</b>				
· Addition	119760007	1089000	-	120849007
· Reduction	(126531976)	-	-	(126531976)
<b>Net Change</b>	(6771969)	1089000	-	(5682969)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	(642574)	3003000	-	2360426
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	(642574)	3003000	-	2360426

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

Amount in Lakhs

Sr. No.	Particulars of Remuneration	Name of Managing Director	Total Amount
		Rajeshkumar Poddar	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	19.80	19.80
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	5.90	5.90
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission		
	- as % of profit	-	-
	- others, specify	-	-
5.	Others, please specify	-	-
	Total (A)	25.70	25.70
	Ceiling as per the Act	84.00	84.00

**B. Remuneration to other Directors: NIL**
**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTM: NIL**
**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no penalties / punishment/ compounding of offences for breach of any provisions under the Companies Act, against the Company or its Directors or other officers, if any, during the year.

**Annexure - II**

Form No. AOC-2

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

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

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

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

Sr. No.	Name of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of contracts / arrangements / transactions	Salient features of contracts / arrangements / transactions, including value, if any	Date(s) of approval by the Board / Audit Committee	Amount paid as advances, if any
1.	Swasti Vinayaka Art & Heritage Corporation Ltd.	Sale of Goods	N.A.	N.A.	30/05/2016	N.A.
2.	Ivy League Fashions Pvt. Ltd.	Purchase-Fabric/ Garment Shirting	N.A.	N.A.	30/05/2016	N.A.
3.	Ivy League Fashions Pvt. Ltd.	Payment of Electricity Charges	N.A.	N.A.	30/05/2016	N.A.
4.	Elan Realtors India Pvt. Ltd.	Brokerage Paid	N.A.	N.A.	30/05/2016	N.A.

**Annexure - III****Remuneration details of Directors and employees**

Amount in Lakhs

i.) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Sr No.	Directors Name	Remuneration FY 2016-17	Median Remuneration of employees FY 2016-17	Ratio
1.	Mr. Rajesh Poddar	25.7	2.15	11.95:1

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

Sr No.	Directors Name	Remuneration FY 2016-17	Remuneration FY 2015-16	% Increase
1.	Mr. Rajesh Poddar	25.7	20.23	27.04%

iii.) The percentage increase in the median remuneration of employees in the financial year:

Median Remuneration of employees FY 2016-17	Median Remuneration of employees FY 2015-16	% Increase
2.15	1.57	36.94

iv.) The number of permanent employees on the rolls of Company: 21

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

	FY 2016-17	FY 2015-16	% Increase
Employees Salary	76.59	46.27	65.53
Managerial Remuneration	25.70	20.23	27.04

The Company follows performance appraisal methodology wherein performances of employees are linked to the key deliverables and key control areas of the Company.

vi.) Affirmation that the remuneration is as per the remuneration policy of the Company: It is affirmed that the remuneration is as per the remuneration policy of the Company.

**Annexure-IV**  
**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 No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Swasti Vinayaka Synthetics Limited  
J-15, M.I.D.C., Tarapur, Boisar, Palghar-401506

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Swasti Vinayaka Synthetics Limited CIN: L99999MH1981PLC024041 (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 (hereinafter referred to as 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (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; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - (i) The Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015;
- (vi) The following other laws specifically applicable to the industry to which the Company belongs and compliances of which is relied upon the representation by the Management.
  - a. Factories Act, 1948;
  - b. Trade Union Act, 1926;
  - c. Industrial Dispute Act, 1947;
  - d. The Payment of Wages Act, 1936;
  - e. The Minimum of Wages Act, 1948;
  - f. Employees State Insurance Act, 1948;
  - g. The Employees Provident Fund and Misc. Provisions Act, 1952;
  - h. The Payment of Bonus Act, 1965
  - i. The Payment of Gratuity Act, 1972;
  - j. Air (Prevention and Control of Pollution) Act, 1981;
  - k. The Environment (Protection) Act, 1986;
  - l. Trade Marks Act, 1999;

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

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

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

1. **Company has appointed Managing Director as Key Managerial Personnel (KMP) under Section 203 (1) of the Companies Act, 2013. However, Compliances under Clause (ii) and (iii) of sub-section (1) of Section 203 is not complied with regard to the appointment of Company Secretary and Chief financial Officer.**
2. **No Appointment of Internal Auditor has been made under section 138 of the Companies Act, 2013.**
3. **As per Regulation 6(1) of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015, Company has not appointed a qualified Company Secretary as the Compliance Officer.**

**We further report that**

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting. Majority decision is carried through, while the dissenting member's views are captured and recorded as part of the Minutes.

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

**We further report that** during the audit period the company has no specific events/ actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For Sandeep Dar & Co.

Place: Navi Mumbai  
Date: May 30, 2017

Proprietor  
FCS: 3159  
C.P.No.: 1571

## INDEPENDENT AUDITORS' REPORT

TO

**THE MEMBERS OF SWASTI VINAYAKA SYNTHETICS LIMITED**

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

We have audited the accompanying financial statements of SWASTI VINAYAKA SYNTHETICS LIMITED (the "Company"), which comprises of the Balance Sheet as of March 31, 2017 and Statement of Profit and Loss account and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

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

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

### **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 and its profit and its cash flow for the year ended on that date.

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

- 1 As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the 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:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet and the Statement of Profit and Loss statement, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" and
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements (Refer Note Y to the financial statements).
    - 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 that were required to be transferred to the Investor Education and Protection Fund by the Company during the year.
    - iv. The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. (Refer Note 10 to the financial statements.)

**For SANJAY RAJA JAIN & CO.**

**Chartered Accountants**

FRN No. 120132W

**SANJAY RAJA JAIN**

Partner

M. No. 108513

Place : Mumbai

Dated: 30th May, 2017



## ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

**Referred to in paragraph 1 on Report on Other Legal and Regulatory Requirements in our report of even date to the members of SWASTI VINAYAKA SYNTHETICS LIMITED on the financial statement for the year ended on March 31, 2017, we report that:**

- (i) (a) The company has a maintained proper record showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of one year. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The management has conducted physical verification in respect of finished goods, stores, spare parts and raw materials at reasonable intervals, no material discrepancies have been noticed on physical verification of stocks as compared to book records.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Therefore, the provisions of clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanation give to us, the company has complied with section 185 and section 186 of the companies Act 2013 in respect of corporate guarantee given in connection with the loan taken by the others from bank or financial institutions and investment in other related party.
- (v) The Company has not accepted any deposits from public in terms of the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013. We are informed that no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or Court or any other tribunal. Accordingly, the Company has complied with the provisions of section 73 to 76 of the Companies Act, 2013.
- (vi) Central Government has not prescribed/specified the maintenance of cost records under sub-section (l) of section 148 of the Companies Act, 2013, hence clause (vi) of Paragraph 3 is not applicable to the company.
- (vii) (a) According to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, service tax and any other statutory dues with the appropriate authorities.
- (b) According to the information and explanations given to us, there are no dues of income-tax, service tax, wealth tax, which have not been deposited on account of any dispute other than matters in Appeal (Refer Note Y on Contingent Liabilities).
- (viii) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.
- (ix) According to the information and explanation given to us, the company has not raised moneys by way of initial public offer or further public offer including debt instruments. Money raised by way of term Loans during the year has been applied for the purpose for which they were raised.
- (x) According to the information and explanations given to us, no fraud by the company or any fraud on the Company by its officers/ employees was noticed or reported during the course of our audit
- (xi) According to the information and explanations given to us, the company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act.
- (xii) According to the information and explanations given to us, The Company is not a Nidhi company; hence clause (xii) of Paragraph 3 is not applicable.
- (xiii) According to the information and explanations given to us, the company has complied with Section 188 and 177 of Companies Act, 2013 where applicable in respect of all transactions with the related parties and the details have been disclosed in the Financial Statements etc. as required by the accounting standards and Companies Act, 2013.
- (xiv) According to the information and explanations given to us, the company has not made preferential allotment / private placement of shares during the year under review and the requirement of Section 42 of the Companies Act, 2013 hence the clause (xiv) of Paragraph 3 is not applicable to the company.
- (xv) According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him hence the clause (xv) of Paragraph 3 is not applicable to the company.
- (xvi) According to the information and explanations given to us, The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For SANJAY RAJA JAIN & CO.**  
**Chartered Accountants**  
FRN No. 120132W

**SANJAY RAJA JAIN**  
Partner  
M. No. 108513

Place : Mumbai  
Dated: 30th May, 2017

## ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT

### Report on the Internal Financial Controls under Clause (f) 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. SWASTI VINAYAKA SYNTHETICS 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

#### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 SANJAY RAJA JAIN & CO.

Chartered Accountants

FRN No. 120132W

**SANJAY RAJA JAIN**

Partner

M. No. 108513

Place : Mumbai

Dated: 30th May, 2017

## BALANCE SHEET AS AT 31ST MARCH, 2017

(Amounts in ₹)

Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDERS FUNDS</b>			
(a) SHARE CAPITAL	A	70,000,000	70,000,000
(b) RESERVES AND SURPLUS	B	23,455,036	19,477,445
(c) MONEY REC. AGST. SHARE WARRANTS		-	-
		93,455,036	89,477,445
<b>SHARE APPLICATION MONEY PENDING ALLOTMENT</b>		-	-
<b>NON-CURRENT LIABILITIES</b>			
(a) LONG TERM BORROWINGS	C	1,610,731	-
(b) DEFERRED TAX LIABILITIES (NET)		5,325,200	5,899,459
(c) OTHER LONG-TERM LIABILITIES	D	26,261,594	22,715,890
(d) LONG-TERM PROVISIONS-TAXATION		-	-
		33,197,525	28,615,349
<b>CURRENT LIABILITIES</b>			
(a) SHORT TERM BORROWINGS	E	3,003,000	8,042,793
(b) TRADE PAYABLES	F	5,028,514	1,310,729
(c) OTHER CURRENT LIABILITIES	G	38,722,962	26,779,599
(d) SHORT TERM PROVISIONS	H	7,840,579	7,235,378
		54,595,055	43,368,500
<b>TOTAL</b>		<b>181,247,616</b>	<b>161,461,294</b>
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
(a) FIXED ASSETS			
(i) TANGIBLE ASSTS	I	47,974,682	49,711,549
(ii) INTANGIBLE ASSETS		-	-
(iii) CAPITAL WORK-IN-PROGRESS		-	-
(iv) INTANGIBLE ASSETS UNDER DEV.		-	-
(b) NON-CURRENT INVESTMENTS	J	8,256,415	8,256,415
(c) DEFERRED TAX ASSETS (NET)		-	-
(d) LONG-TERM LOANS AND ADVANCES	K	23,815,890	22,530,021
(e) OTHER NON-CURRENT ASSETS		-	-
		80,046,988	80,497,985
<b>CURRENT ASSETS</b>			
(a) CURRENT INVESTMENTS		-	-
(b) INVENTORIES	L	45,325,997	35,342,776
(c) TRADE RECEIVABLES	M	26,391,385	24,469,789
(d) CASH AND CASH EQUIVALENTS	N	3,716,388	1,506,144
(e) SHORT-TERM LOANS AND ADVANCES	O	25,295,110	19,232,190
(f) OTHER CURRENT ASSETS	P	471,748	412,410
		101,200,629	80,963,309
<b>TOTAL</b>		<b>181,247,616</b>	<b>161,461,294</b>
<b>NOTES TO BALANCE SHEET AND PROFIT AND LOSS ACCOUNT</b>	<b>Y</b>		
As per our attached report of even date			
<b>For SANJAY RAJA JAIN &amp; CO.</b>			For and on behalf of the Board
Chartered Accountants			
(Firm Registration No.120132W)			
<b>SANJAY RAJA JAIN</b>	<b>RAMPRASAD PODDAR</b>	<b>RAJESH PODDAR</b>	<b>DINESH PODDAR</b>
(Partner)	Chairman	Managing Director	Director
M.No.108513	[DIN : 00163950]	[DIN : 00164011]	[DIN : 00164182]
Mumbai, Date : 30th May, 2017.			

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amounts in ₹)

Particulars	Note No.	Year Ended 31st March, 2017	Year Ended 31st March, 2016
<b>REVENUE FROM OPERATIONS</b>			
REVENUE FROM OPERATIONS	Q	165,194,563	160,899,599
OTHER INCOME	R	805,417	757,615
<b>TOTAL REVENUE</b>		<b>165,999,980</b>	<b>161,657,214</b>
<b>EXPENSES:</b>			
COST OF MATERIAL CONSUMED	S	8,608,958	13,443,681
PURCHASE OF STOCK-IN-TRADE	T	95,993,583	86,511,265
CHANGES IN INVENTORIES OF FINISHED GOODS	U	(8,177,375)	649,319
WORK-IN-PROGRESS AND STOCK -IN-TRADE			
EMPLOYEE BENEFITS EXPENSES	V	10,377,488	8,388,711
FINANCE COSTS	W	2,805,019	4,051,177
DEPRECIATION AND AMORTIZATION EXPENSE		4,884,359	6,646,082
OTHER EXPENSES	X	29,997,640	28,541,138
<b>TOTAL EXPENSES</b>		<b>144,489,672</b>	<b>148,231,372</b>
<b>PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX</b>		<b>21,510,307</b>	<b>13,425,842</b>
EXCEPTIONAL ITEMS		-	-
PROFIT BEFORE		21,510,307	13,425,842
EXTRAORDINARY ITEMS AND TAX			
EXTRAORDINARY ITEMS		-	-
PRIOR YEAR ADJUSTMENTS			-
<b>PROFIT BEFORE TAX</b>		<b>21,510,307</b>	<b>13,425,842</b>
<b>TAX EXPENSE</b>			
CURRENT TAX		(10,022,911)	(5,532,000)
EARLIER YEARS TAX		-	-
DEFERRED TAX		574,259	940,198
<b>PROFIT(LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS</b>		<b>12,061,655</b>	<b>8,834,040</b>
PROFIT(LOSS) FROM DISCONTINUING OPERATIONS		-	-
TAX EXPENSE OF DISCONTINUING OPERATIONS		-	-
PROFIT(LOSS) FROM DISCONTINUING OPERATIONS		-	-
(AFTER TAX)			
<b>PROFIT (LOSS) FOR THE YEAR</b>		<b>12,061,655</b>	<b>8,834,040</b>
EARNING PER EQUITY SHARE			
BASIC / DILUTED		0.17	0.13
<b>NOTES TO BALANCE SHEET AND PROFIT AND LOSS ACCOUNT</b>		<b>Y</b>	
As per our attached report of even date		For and on behalf of the Board	
<b>For SANJAY RAJA JAIN &amp; CO.</b>			
Chartered Accountants			
(Firm Registration No.120132W)			
<b>SANJAY RAJA JAIN</b>	<b>RAMPRASAD PODDAR</b>	<b>RAJESH PODDAR</b>	<b>DINESH PODDAR</b>
(Partner)	Chairman	Managing Director	Director
M.No.108513	[DIN : 00163950]	[DIN : 00164011]	[DIN : 00164182]
Mumbai, Date : 30th May, 2017.			



## NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31-03-2017

(Amounts in ₹)

Note No.	Particulars	As at 31st March, 2017	As at 31st March, 2016
<b>A</b>	<b>SHARE CAPITAL:</b>		
(1)	AUTHORISED: 8,00,00,000 (PREVIOUS YEAR 8,00,00,000) EQUITY SHARES OF Rs.1/-EACH	80,000,000	80,000,000
(2)	ISSUED, SUBSCRIBED & PAID UP SHARES AT THE BEGINNING OF THE ACCOUNTING PERIOD 70000000 (P.Y.70000000) EQUITY SHARES OF RS.1/- EACH ADDITIONS DURING THE YEAR NIL (P.Y. NIL) EQUITY SHARES OF RS.1/- EACH SHARES AT THE END OF THE ACCOUNTING PERIOD 70000000 (P.Y.70000000) EQUITY SHARES OF RS.1/- EACH	70,000,000   -  <u>70,000,000</u>	70,000,000   -  <u>70,000,000</u>
	<b>Detail of Holding more than 5%</b>		
	Swasti Vinayaka Investch Pvt. Ltd. 18670000	26.67%	18670000 26.67%
<b>B</b>	<b>RESERVE &amp; SURPLUS:</b>		
1	GENERAL RESERVE AT THE BEGINNING OF THE ACCOUNTING PERIOD ADDITIONS DURING THE YEAR AT THE END OF THE ACCOUNTING PERIOD	7,800,000 4,500,000 <u>12,300,000</u>	4,278,902 3,521,098 <u>7,800,000</u>
2	SECURITIES PREMIUM ACCOUNT AT THE BEGINNING OF THE ACCOUNTING PERIOD ADDITIONS DURING THE YEAR AT THE END OF THE ACCOUNTING PERIOD	2,327,362 - <u>2,327,362</u>	2,327,362 - <u>2,327,362</u>
3	CAPITAL RESERVE AT THE BEGINNING OF THE ACCOUNTING PERIOD ADDITIONS DURING THE YEAR AT THE END OF THE ACCOUNTING PERIOD	30,150 - <u>30,150</u>	30,150 - <u>30,150</u>
4	REVALUATION RESERVE AT THE BEGINNING OF THE ACCOUNTING PERIOD DEDUCTION DURING THE YEAR AT THE END OF THE ACCOUNTING PERIOD	9,092,982 465,800 <u>8,627,182</u>	9,558,782 465,800 <u>9,092,982</u>
5	SURPLUS AT THE BEGINNING OF THE ACCOUNTING PERIOD ADDITIONS DURING THE YEAR (BALANCE IN STATEMENT OF PROFIT & LOSS A/C) ALLOCATIONS AND APPROPRIATIONS DIVIDEND TAX ON DIVIDEND BONUS SHARES ISSUED TRANSFER TO/FROM RESERVES AT THE END OF THE ACCOUNTING PERIOD GRAND TOTAL	226,952 12,061,655   (6,300,000) (1,318,265) - (4,500,000) <u>170,342</u> <u>23,455,036</u>	1,685,801 8,834,040   (5,600,000) (1,171,791) - (3,521,098) <u>226,952</u> <u>19,477,446</u>

## NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31-03-2017

(Amounts in ₹)

Note No.	Particulars	As at 31st March, 2017	As at 31st March, 2016
<b>C</b>	<b><u>LONG TERM BORROWINGS</u></b>		
	<b>SECURED TERM LOANS FROM BANKS</b>	1,610,731	-
	IS SECURED BY HYPOTHECATION OF MOTOR CAR & PERSONAL GUARANTEE OF THE THREE DIRECTORS AND GUARANTEED BY THE DIRECTORS OF THE CO.		
		<u>1,610,731</u>	<u>-</u>
	<b><u>NATURE OF SECURITY</u></b>		
	Secured against property in the name of company; group companies and personal guarantee of directors.		
	1 Vehicle loan amounting Rs.16,10,731/- (March 31.2016 Rs. NIL)		
	Repayable in 59 monthly installments commencing from Jan. 17 last installment due in Dec. 21 Rate of Interest 9.37% at the end of the Year (Previous Year 9.37% p.a.)		
	GRAND TOTAL	<u>1,610,731</u>	<u>-</u>
<b>D</b>	<b><u>OTHER LONG-TERM LIABILITIES:</u></b>		
	SECURITY DEPOSITS FROM DEALERS, AGENT, WAREHOUSING ETC.	26,261,594	22,715,890
		<u>26,261,594</u>	<u>22,715,890</u>
	<b><u>LONG-TERM PROVISIONS:</u></b>	-	-
		<u>-</u>	<u>-</u>
	<b><u>CURRENT LIABILITIES</u></b>		
<b>E</b>	<b><u>SHORT-TERM BORROWINGS:</u></b>		
	<b>SECURED</b>	-	6,128,793
	IS SECURED BY HYPOTHECATION OF RECEIVABLES, STOCK IN TRADE, BOOK- DEBTS, OTHER CURRENT ASSETS & MOTOR CAR PERSONAL GUARANTEE OF THE DIRECTORS AND EQUITABLE MORTGAGE OF THIRD PARTY IMMOVABLE ASSETS		
	<b>UNSECURED</b>	3,003,000	1,914,000
		<u>3,003,000</u>	<u>8,042,793</u>
<b>F</b>	<b><u>TRADE PAYABLES</u></b>		
	SUNDRY CREDITORS	4,086,755	542,070
	ADVANCE FROM PARTIES-INTEREST FREE	-	-
	OTHER	941,759	768,660
		<u>5,028,514</u>	<u>1,310,729</u>

## NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31-03-2017

(Amounts in ₹)

Note No.	Particulars	As at 31st March, 2017	As at 31st March, 2016
<b>G</b>	<b>OTHER CURRENT LIABILITIES</b>		
1	HDFC BANK ACCOUNT (A/C NO. 01438640000227)	9,894,559	8,563,047
2	UNPAID DIVIDENDS	1,339,963	1,280,971
3	TDS & OTHER TAXES PAYABLE	1,260,529	730,582
4	PROVISION FOR TAXATION (A.Y. 2014-15)	5,248,000	5,248,000
5	PROVISION FOR TAXATION (A.Y. 2015-16)	5,425,000	5,425,000
6	PROVISION FOR TAXATION (A.Y. 2016-17)	5,532,000	5,532,000
7	PROVISION FOR TAXATION (A.Y. 2017-18)	10,022,911	-
		<u>38,722,962</u>	<u>26,779,599</u>
<b>H</b>	<b>SHORT-TERM PROVISIONS</b>		
(a)	PROVISIONS FOR EMPLOYEE BENEFITS	222,314	463,587
(b)	PROVISION FOR DIVIDEND & DIVIDEND TAX	7,618,265	6,771,791
		<u>7,840,579</u>	<u>7,235,378</u>

### SCHEDULE :- I FIXED ASSETS

(Amounts in ₹)

PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK					NET BLOCK	
	AS ON 1-4-2016	ADDITION DURING THE YEAR	SALE/ TRANSFER DURING THE YEAR	AS ON 31-03-2017	AS ON 1-04-2016	PROVIDED DURING THE YEAR	W/off/ Deletion	ADJ. DURING YEAR	AS ON 31-03-2017	AS ON 31-03-2017	AS ON 31-03-2016
FREEHOLD LAND	1,673,885	-	-	1,673,885	-	-		-	-	1,673,885	1,673,885
LEASEHOLD LAND	1,082,514	-	-	1,082,514	195,041	12,784		-	207,825	874,689	887,473
FACTORY BLDG.	38,356,944	-	-	38,356,944	22,008,011	1,301,334		-	23,309,345	15,047,600	16,348,934
OFFICE PREMISES	5,136,224	40,020	-	5,176,244	2,147,866	86,534		-	2,234,400	2,941,844	2,988,358
RESIDENTIAL FLATS	152,132	-	-	152,132	71,994	2,133		-	74,127	78,005	80,138
PLANT & MACHINERY	80,241,176	-	-	80,241,176	71,022,811	2,007,971		-	73,030,782	7,210,393	9,218,364
FURNITURE & FIXTURE	22,498,972	1,400,030	-	23,899,002	18,877,939	880,071		-	19,758,010	4,140,992	3,621,033
COMPUTER & PERIPHERALS	4,205,609	44,190	-	4,249,799	3,992,762	77,427		-	4,070,189	179,610	212,847
OFFICE & FACT. EQUIPT	1,685,395	17,924	-	1,703,319	1,652,563	6,470		-	1,659,033	44,286	32,832
ELECTRICAL INSTALLATION	4,119,446	-	-	4,119,446	3,698,447	273,799		-	3,972,246	147,200	420,999
VEHICLES	3,670,621	2,111,129	-	5,781,750	2,762,392	483,865		-	3,246,257	2,535,493	908,229
Gala No. 103	13,754,000	-	-	13,754,000	435,543	217,772		-	653,315	13,100,685	13,318,457
CWIP- FURNITURE & FIXTURE	-	-	-	-	-	-		-	-	-	-
TOTAL	176,576,918	3,613,293	-	180,190,211	126,865,369	5,350,159	-	-	132,215,528	47,974,682	49,711,549
PREVIOUS YEAR	176,546,749	817,291	787,122	176,576,918	120,501,253	7,111,882	-	747,766	126,865,369	49,711,549	56,045,496

### J NON CURRENT INVESTMENT:

QUOTED	71,639	71,639
UNQUOTED	8,184,776	8,184,776
	<u>8,256,415</u>	<u>8,256,415</u>

## NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31-03-2017

(Amounts in ₹)

Note No.	Particulars	As at 31st March, 2017	As at 31st March, 2016
<b>K</b>	<b>LONG TERM LOANS AND ADVANCES:</b>		
	SECURITY DEPOSITS	23,815,890	22,530,021
	(UNSECURED CONSIDERED GOOD UNLESS OTHERWISE STATED)		
		<u>23,815,890</u>	<u>22,530,021</u>
<b>L</b>	<b>INVENTORIES:</b>		
	(AS TAKEN, VALUED & CERTIFIED BY THE MANAGEMENT)		
1	RAW MATERIALS;	7,821,737	6,015,891
2	WORK IN PROCESS;	1,479,364	132,855
3	FINISHED GOODS;	34,439,749	27,608,883
4	PACKING MATERIAL	342,149	344,700
5	STORES, SPARES & LOOSE TOOLS;	1,242,998	1,240,447
		<u>45,325,997</u>	<u>35,342,776</u>
<b>M</b>	<b>TRADE RECEIVABLES:</b>		
	(UNSECURED CONSIDERED GOOD UNLESS OTHERWISE STATED)		
(1)	DEBTS OUTSTANDING FOR A PERIOD EXCEEDING SIX MONTHS FROM THE DATE THEY ARE DUE	16,629,717	18,023,872
(2)	OTHER DEBTS	9,761,668	6,445,917
		<u>26,391,385</u>	<u>24,469,789</u>
<b>N</b>	<b>CASH &amp; CASH EQUIVALENTS :</b>		
(a)	BALANCE WITH BANKS		
	IN CURRENT ACCOUNTS:	3,662,870	1,413,142
(b)	CHEQUES, DRAFTS ON HAND		
(c)	CASH ON HAND	53,519	93,002
		<u>3,716,388</u>	<u>1,506,144</u>
<b>O</b>	<b>SHORT TERM LOANS &amp; ADVANCES:</b>		
	(UNSECURED CONSIDERED GOOD UNLESS OTHERWISE STATED)		
	ADVANCES RECOVERABLE IN CASH OR IN KIND FOR THE VALUE TO BE RECEIVED		
(1)	ADVANCE TO PARTIES	806,631	542,092
(2)	RECEIVABLE FROM REVENUE AUTHORITIES	24,488,479	18,690,098
(3)	CURRENT YEARS TAXES RECOVERABLE (NET OF LIABILITY)	-	-
(4)	UNITED INDIA INSURANCE CO. LTD. (FIRE INSURANCE CLAIM)	-	-
		<u>25,295,110</u>	<u>19,232,190</u>
<b>P</b>	<b>OTHER CURRENT ASSETS:</b>		
	PREPAID EXPENSES	471,748	412,410
		<u>471,748</u>	<u>412,410</u>



# NOTES TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS AS AT 31-03-2017

(Amounts in ₹)

	Current Year (Rs.)	Previous Year (Rs.)
<b>Q REVENUE FROM OPERATIONS</b>		
a SALE OF PRODUCTS	114,112,489	108,773,669
b SALE OF SERVICES	51,082,074	52,125,930
	165,194,563	160,899,599
c LESS: EXCISE DUTY	-	-
NET REVENUE FROM OPERATIONS	165,194,563	160,899,599
<b>R OTHER INCOME:</b>		
INTEREST INCOME	559,709	206,878
OTHER NON-OPERATING INCOME	245,708	550,736
INSURANCE CLAIM RECEIVABLE	-	-
	805,417	757,615
<b>S COST OF MATERIALS CONSUMED:</b>		
PURCHASES RAW-MATERIALS AND PACKING MATERIALS	10,414,804	13,592,565
ADD: OPENING BALANCE OF STOCK	6,015,891	5,867,007
	16,430,695	19,459,572
LESS: CLOSING BALANCE OF STOCK	7,821,737	6,015,891
CONSUMPTION OF MATERIALS	8,608,958	13,443,681
<b>T PURCHASES OF CLOTH/READYMADE GARMENT</b>		
TRADED GOODS	92,726,441	84,874,101
GREY PURCHASE	3,226,667	1,629,434
OTHER	40,475	7,730
TOTAL PURCHASES	95,993,583	86,511,265
<b>U CHANGES IN INVENTORIES</b>		
FINISHED GOODS		
AT THE BEGINNING OF THE ACCOUNTING PERIOD	27,608,883	27,453,681
AT THE END OF THE ACCOUNTING PERIOD	34,439,749	27,608,883
	(6,830,866)	(155,202)
WORK-IN-PROGRESS		
AT THE BEGINNING OF THE ACCOUNTING PERIOD	132,855	937,376
AT THE END OF THE ACCOUNTING PERIOD	1,479,364	132,855
	(1,346,509)	804,521
<b>GRAND TOTAL</b>	<b>(8,177,375)</b>	<b>649,319</b>
<b>V EMPLOYEE BENEFITS EXPENSE</b>		
SALARY AND WAGES	4,220,875	4,307,320
DIRECTOR'S REMUNERATIONS/PERQUISITES	2,392,164	1,872,958
<u>CONTRIBUTION TO PROVIDENT AND OTHER FUNDS</u>		
CONTRIBUTION TO PROVIDENT FUND	294,508	324,839
CONTRIBUTION TO EMPLOYEES STATE INS.FUND	29,594	32,211
CONTRIBUTION TO OTHER FUNDS	36,901	40,528

## NOTES TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS AS AT 31-03-2017

(Amounts in ₹)

	Current Year (Rs.)	Previous Year (Rs.)
WORKERS AND STAFF WELFARE	689,763	648,313
BONUS / EXGRATIA	539,883	467,616
LEAVE ENCASHMENT	566,492	635,041
GRATUITY	1,607,308	59,885
	<u>10,377,488</u>	<u>8,388,711</u>
<b>W FINANCIAL COSTS:</b>		
<b>INTEREST EXPENSE</b>		
INTEREST TO BANK	1,553,715	3,968,358
INTEREST PAID ON UNSECURED LOAN	1,121,261	
INTEREST TO BANK ON VEHICLE LOAN	21,121	6,022
	<u>2,805,019</u>	<u>4,051,177</u>
<b>X OTHER EXPENSES:</b>		
<b>A MANUFACTURING EXPENSE :</b>		
CONSUMPTION OF STORES AND SPARE PARTS		
OPENING STOCK	1,240,447	1,242,998
ADD: PURCHASES	714,372	868,133
TOTAL	1,954,819	2,111,131
LESS: CLOSING STOCK	1,242,998	1,240,447
	<u>711,821</u>	<u>870,684</u>
CONSUMPTION OF PACKING MATERIAL		
OPENING STOCK	344,700	342,149
ADD: PURCHASES	1,290,761	1,398,940
TOTAL	1,635,461	1,741,089
LESS: CLOSING STOCK	342,149	344,700
	<u>1,293,312</u>	<u>1,396,389</u>
OTHER JOB CHARGES	5,691,577	4,492,404
POWER & FUEL	2,436,678	3,479,702
REPAIR TO MACHINERY	4,155,972	3,583,876
REPAIR TO BUILDING	268,481	1,648,879
	<u>14,557,841</u>	<u>15,471,933</u>
<b>B ADMINISTRATIVE EXPENSE</b>		
DONATION	601,100	600,000
SUBSCRIPTION/MEMBERSHIP FEES	3,644	7,100
RENT	3,936,048	2,736,048
RATE & TAXES	991,815	1,825,619
GENERAL EXPENSES	1,598,297	721,883
INSURANCE	857,466	918,268
LEGAL & PROFESSIONAL EXPENSES	869,075	466,784
PAYMENT TO THE AUDITORS	103,500	103,500
POSTAGE & COURIER EXP.	109,989	156,259
PRINTING & STATIONERY	135,754	163,039

## NOTES TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS AS AT 31-03-2017

(Amounts in ₹)

	Current Year (Rs.)	Previous Year (Rs.)
TRAVELLING & CONVEYANCE EXP	277,599	288,260
REPAIR & MAINTENANCE OTHERS	3,662,567	2,992,777
SECURITY CHARGES	550,513	470,041
TELEPHONE EXP.	486,565	519,597
	<u>14,183,932</u>	<u>11,969,176</u>
<b>C SELLING &amp; DISTRIBUTION EXPENSE</b>		
ADVERTISEMENT / PUBLICITY	38,812	44,875
SALES PROMOTION	3,760	4,752
TRANSPORTATION EXPENSES	539,838	596,842
SALES DISCOUNT	-	-
STITCHING CHARGES	1,600	505
COMMISSION & BROKRAGE	508,907	409,305
SOFTWARE DEVELOPMENT EXPENSES	162,950	43,750
	<u>1,255,867</u>	<u>1,100,029</u>
<b>GRAND TOTAL</b>	<u><b>29,997,640</b></u>	<u><b>28,541,138</b></u>

### NOTE - Y

#### NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2017.

- The Company Income Tax assessment completed up to assessment Year 2013-14.
- Capital commitment (net off advances) not acknowledged as debt Rs NIL (Previous Year NIL).
- Significant accounting policies followed by the Company are as stated in the statement annexed to this Schedule.
- Contingent liability
  - The status of appeal filed with Sales Tax Department are as follows:

Name of Statute	Nature of Dues	Amount (in Rs.)	A.Y.	Forum where dispute is pending
The Maharashtra Value Added Tax Act, 2002	VAT	92,752/-	2009-10	Deputy Commissioner of Sales Tax, App.-II, Mumbai

- Contingent Liability in respect of Corporate Guarantee given to HDFC Bank on behalf of Swasti Vinayaka Art & Heritage Corporation Ltd. of Rs. 196.04 Lacs. (The management believes that the ultimate outcome of these proceedings will not have material adverse effect on the financial position and results of operations of the company.)

- Break-up of the Auditor's Remuneration is as follows:

	Current Year Rs.	Previous Period Rs.
a) Statutory Audit Fees	85,000	85,000
b) Tax / MVAT Audit Fees	18,500	18,500
c) Reimbursement of out of Pocket Expenses	0	0
	<u>1,03,500</u>	<u>1,03,500</u>

6. Pursuant to Accounting Standard - 18 " Related Party Disclosure " issued by the Institute of Chartered Accountants of India, the following transactions were carried out with the related parties :-

SR.	NAME OF RELATED PARTY	RELATIONSHIP	DESCRIPTION OF TRANSACTIONS	PAYMENTS	RECEIPTS
1	SWASTI VINAYAKA INVESTECH PVT. LTD.	COMMON DIRECTOR	COMPENSATION		1,37,900
2	ASHIRWAD SHELTERS PVT. LTD.	COMMON DIRECTOR	COMPENSATION (INCL. SERVICE TAX)	41,37,000	1,37,900
			SECURITY DEPOSIT	15,00,000	
			RENT (PROPERTY TAX)	8,33,098	
3	SWASTI VINAYAKA REALESTATE DEVELOPMENT PVT. LTD.	COMMON DIRECTOR	COMPENSATION (INCL. SERVICE TAX)		1,37,900
			LOAN (NET)	3,20,00,000	3,20,00,000
			INTEREST (PAID)	11,21,261	
4	SWASTI VINAYAKA ART & HERITAGE CORPORATION LTD.	COMMON DIRECTOR	COMPENSATION (INCL. SERVICE TAX)		20,91,116
5	IVY LEAGUE FASHIONS PVT. LTD.	COMMON DIRECTOR	COMPENSATION (INCL. SERVICE TAX)		2,93,060
			PURCHASE-FABRIC/GARMENT	12,55,232	
			ELECTRICITY CHARGES	11,58,860	
			RECEIVABLE OR PAYABLE (NET)	1,38,11,837	1,38,11,837
6	ELAN REALTORS INDIA PVT. LTD.	COMMON DIRECTOR	LOAN (NET)	3,72,371	3,72,371
			BROKERAGE PAID	21,510	
7	RAJESH KUMAR PODDAR	MANAGING DIRECTOR	REMUNERATION	19,80,000	
			PERQUISITES	5,89,980	

7. The Company is in the process of determining dues of small scale industries / undertakings exceeding Rs.1 Lac, which is outstanding for more than 30 days.
8. a] In the opinion of the Board of Directors, the Current Assets, Loans and Advances are of the value stated, if realized in the ordinary course of business.
- b] Balances appearing under the head Sundry Debtors, Sundry Creditors, Loans & Advances, and Deposits are subject to confirmation and reconciliation.
9. Earnings Per Share (Accounting Standard 20) is calculated as under :

	CURRENT YEAR Rs.	PREVIOUS YEAR Rs.
Profit / Loss Attributed to Equity Shareholders (in Rs.)		
-Including Extra Ordinary Items	1,20,61,655	88,34,039
-Excluding Extra Ordinary Items	-	-
No. of Equity Shares	70,000,000	70,000,000
Face value of each Equity Share	Rs. 1/-	Rs. 1/-
Basic and Diluted earning per Equity Share		
-Including Extra Ordinary Items	Rs. 0.17	Rs. 0.13.
-Excluding Extra Ordinary Items	Rs. 0.17	Rs. 0.13

10. In the Principal Act, in Schedule III, in Division II, in Part I under the heading "General instruction for preparation of Balance Sheet" in paragraph 6, after clause 'J', the following clause shall be inserted namely:-

Every company shall disclose the details of Specified Bank Note (SBN) held and transacted during the period 08/11/2016 to 30/12/2016 as provided in the table below:

	SBNs (Rs)	Other Denomination Notes (Rs)	Total (Rs)
Closing cash in Hand as on 08.11.2016	6,62,000	7,536	6,69,536
(+) Permitted Receipts	-	25,65,468	25,65,468
(-) Permitted Payments	-	25,25,664	25,25,664
(-) Amount deposited In Banks	6,62,000	-	6,62,000
Closing Cash in hand as on 30.12.2016	-	47,340	47,340

11. Previous year figures have been regrouped, rearranged wherever necessary, so as to make them comparable with the figures of current year

12. Additional information required under Schedule - VI of the Companies Act, 2013. (as certified by the Management ) is as under :

		CURRENT YEAR	PREVIOUS YEAR
<b>a. CAPACITY &amp; PRODUCTION :</b>			
Licensed Capacity	No.	261 looms	261 looms
Installed Capacity	No.	18 looms	18 looms
Production (Cloth/Garment ) :			
Own	Mtrs.	159,895	102,700
Jobwork-Grey	Mtrs.	871,048	725,524
-Doubling	Kgs.	22,405	15,258
<b>b. Purchase : Cloth/Garment</b>	Rs.	95,993,583	86,511,265
	Mtrs.	813,852	581,917
<b>c. Raw Material Consumed : Yarn</b>	Rs.	8,608,958	13,443,681
	Kgs.	27,188	25,041
<b>d. Income From Operations :</b>			
1 Cloth Sales-Mfd/Trading	Rs.	112,800,508	106,908,430
	Mtrs.	932,013	667,067
2 Readymade Division (Including showroom)	Rs.	1,311,981	1,865,239
	Pcs.	13,918	14,756
3 Weaving Charges	Rs.	11,472,446	9,482,176
	Mtrs.	871,048	717,833
4 Job Charges(Doubling)	Rs.	668,449	433,996
	Kgs.	22,405	15,258
5 Other Services(Net)	Rs.	38,941,179	42,209,758
<b>e. Closing Stock :</b>			
Raw Material	Rs.	7,821,737	6,015,891
	Kgs.	32,574	27,687
Finished Goods :			
Cloth	Rs.	33,255,784	25,565,338
	Mtrs.	396,644	388,809
Readymade Garments	Rs.	1,183,964	2,043,546
	Pcs.	6,881	13,409
<b>f. Opening Stock :</b>			
Raw Material	Rs.	6,015,891	5,867,007
	Kgs.	27,687	25,218
Finished Goods :			
Cloth/Garments	Rs.	25,565,338	25,443,583
	Mtrs.	388,809	372,284
Readymade Garments	Rs.	2,043,546	2,010,098
	Pcs.	13,409	14,165
<b>g. Consumption of Raw Material :</b>			
Indigenous		8,608,958	13,443,681
Percentage		100	100
<b>h. Consumption of Stores &amp; Spares</b>			
Indigenous		711,821	870,684
Percentage		100	100
<b>i. Income / Expenditure in Foreign Currency</b>		NIL	NIL

## ANNEXURE I

### STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES

**1) System of Accounting:**

The accounts have been prepared on historical cost basis of accounting. All expenses except commission and incentive on sale and income to the extent considered payable and receivable respectively unless stated otherwise are accounted for on accrual basis.

**2) Dividend Receipts:**

Dividend is accounted on cash basis.

**3) Fixed Assets and Depreciation:**

- I. Fixed Assets: All Fixed Assets are valued at cost ( including Revaluation) less depreciation.
- II. Depreciation: Depreciation has been calculated on all the assets of the Company under straight line method at the rates and in the manner as specified in Schedule II to the Companies Act, 2013 and leasehold land is being written off over the lease period.

**4) Investments :**

- I. Unquoted : Investments are valued at cost of acquisition.

**5) Inventories:**

- I. Yarn, packing materials, stores & spares and stock of unquoted shares (Long Term) are valued at cost (FIFO METHOD).
- II. Stock in trade, readymade garments and goods in process are valued at cost or market value whichever is lower.

**6) Employees Benefits:**

- I. The Company has taken Group Gratuity Insurance Policy with Life Insurance Corporation of India to secure gratuity liability on retirement of the employees of the Company. The premium payable/refund receivable if any, is accounted on cash basis.
- II. Leave encashment is accounted on accrual basis.

**7) Deferred Revenue Expenditure:**

Major expenditure on advertisement and publicity are accounted as deferred revenue expenditure and are being written off over a period of 7 years.

**8) Income from Operations:**

Income from operations include sale of manufactured/traded goods, shares, services, warehouse Compensation.

**9) Sales:**

Sales represent amount billed for goods sold inclusive of Excise Duty and Sales Tax, but net off trade discounts, returns and allowances.

**10) Others:**

Other accounting policies not specifically disclosed are in conformity with the normally accepted accounting policies.

**11) Impairment:**

The management periodically assesses using internal sources whether there is any indication that an asset may be impaired. If an asset is impaired, the group recognizes an impairment loss as the carrying amount of the asset over the recoverable period.

**12) Taxation :**

Income Tax Expenses comprises of current tax (i.e. amount of tax for the period determined in accordance with the income tax law), deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation law, deferred tax asset are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.



## CASH FLOW STATEMENT

(Prepared pursuant to Listing Agreement)

(Amounts in ₹)

	CURRENT YEAR		PREVIOUS YEAR	
	RS.	RS.	RS.	RS.
<b>A. CASH FLOW FROM OPERATIONAL ACTIVITIES</b>				
Net Profit/ (Loss) Before Tax and Extraordinary Items		21,510,307		13,425,842
Adjustment for:				
Depreciation	4,884,359		6,646,082	
Interest Paid/Payable on Loans etc.	2,805,019		4,051,177	
Interest Received/Receivable on Loans	(559,709)		(206,878)	
Profit on sale of fixed assets			(182,597)	
Loss on sale of Investment		7,129,669		10,319,500
Operating Profit before Working Capital Changes		28,639,976		23,745,342
Trade Receivable	(1,921,596)		(92,497)	
Inventories	(9,983,221)		500,435	
Trade Payable / Other Current Liabilities	16,266,349		8,063,676	
		4,361,532		8,471,614
Cash Generated from Operation		33,001,508		32,216,956
Extra Ordinary Items		-		-
Net Cash from Operating Activities	(A)	33,001,508	(A)	32,216,956
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed Assets	(3,613,293)		(817,291)	
Purchase of Investment	-		-	
Sale of Fixed Assets	-		221,953	
Interest on Loans	559,709		206,878	
Net Cash used in Investing Activities	(B)	(3,053,584)	(B)	(388,460)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Dividend Paid	(7,618,265)		(6,771,791)	
Long Term Borrowings (Net)	5,156,435		1,677,653	
Short Term Borrowings	(5,039,793)		(15,978,285)	
Interest	(2,805,019)		(4,051,177)	
Long Term Loans & Advances	(1,285,869)		160,298	
Short Term / Other Current Assets	(6,122,258)		(1,207,608)	
Income Tax Paid	(10,022,911)		(5,532,000)	
Net Cash used in Financing Activities	(C)	(27,737,680)	(C)	(31,702,910)
Net (A+B-C)		2,210,244		125,586
Cash & Cash Equivalent as on 31st March, 2016		1,506,144		1,380,557
Cash & Cash Equivalent as on 31st March, 2017		3,716,388		1,506,144
Net Inflow / (Outflow)		2,210,244		125,586

For and on behalf of the Board

**RAMPRASAD PODDAR**  
Chairman  
DIN NO. 00163950

**RAJESH KUMAR PODDAR**  
Managing Director  
DIN NO. 00164011

**DINESH KUMAR PODDAR**  
Director  
DIN NO. 00164182

Mumbai, Dated : 30th May, 2017

### AUDITOR'S CERTIFICATE

We have verified the above Cash Flow of Swasti Vinayaka Synthetics Limited, derived from the Audited Financial Statement and books & records maintained by the company for the year ended 31st March, 2015 and year ended 31st March, 2016 and found the same to be drawn in accordance therewith.

**For SANJAY RAJA JAIN & CO.**  
Chartered Accountants  
(Firm Registration No.120132W)

**SANJAY RAJA JAIN**  
Partner  
Mem. No.108513

Mumbai, Dated : 30th May, 2017

# SWASTI VINAYAKA SYNTHETICS LIMITED

CIN: L99999MH1981PLC024041

Registered Office : J-15, M.I.D.C., Tarapur, Boisar, Dist. Palghar, Maharashtra - 401 506.

## ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

35th Annual General Meeting on Thursday, September 28, 2017

Name and Address of the member \_\_\_\_\_  
(In block capitals)

Ledger Folio No./Client ID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 35th Annual General Meeting of the Swasti Vinayaka Synthetics Limited., at J-15, M.I.D.C., Tarapur, Boisar, Dist. Palghar- 401 506.

I Certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Swasti Vinayaka Synthetics Limited.

(Member's /Proxy's/ Representative's Signature)

Note:

Members are requested to bring their copies of the Annual Report to the Meeting, since further copies will not be available.

Cut Here

# SWASTI VINAYAKA SYNTHETICS LIMITED

CIN: L99999MH1981PLC024041

Registered Office : J-15, M.I.D.C., Tarapur, Boisar, Dist. Palghar, Maharashtra - 401 506.

## PROXY FORM

Form No. MGT-11

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

Name of the Member(s) :
Registered Address :
E-mail Id :
Folio No /DP ID-Client ID :

Sr. No.	Resolutions	Type of Resolution	Vote	
			For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2017	Ordinary		
2.	Declaration of Dividend for the financial year 2016-17	Ordinary		
3.	Appointment Mrs. Shilpa Poddar who retires by rotation	Ordinary		
4.	Ratification of the appointment of Statutory Auditors of the Company.	Ordinary		

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

Hereby appoint

- Name :  
Address :  
E-mail Id :  
Signature : \_\_\_\_\_, or failing him
- Name :  
Address :  
E-mail Id :  
Signature : \_\_\_\_\_, or failing him
- Name :  
Address :  
E-mail Id :  
Signature : \_\_\_\_\_.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of Shareholder .....

Signature of Proxy holder .....

Signature of the shareholder across Revenue Stamp

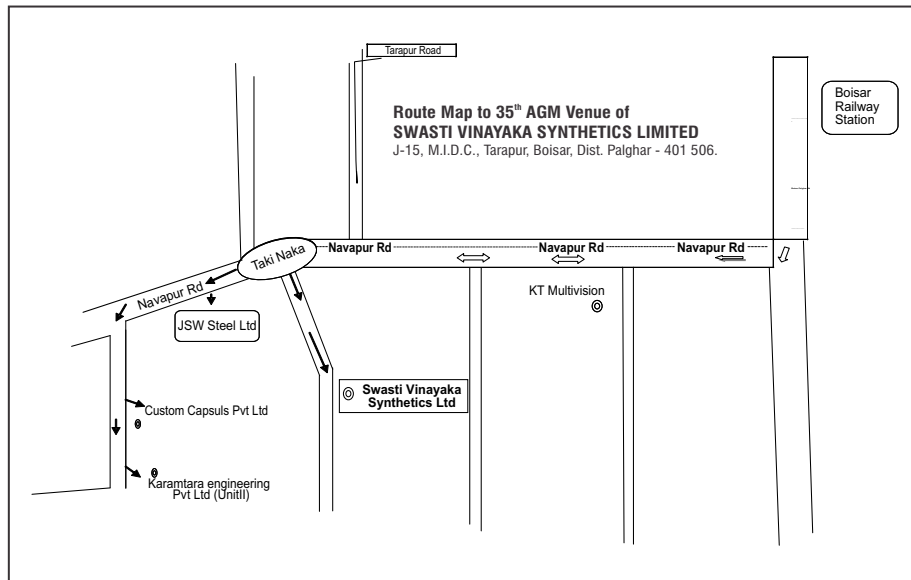
Affix  
Re. One  
Revenue  
Stamps

as my/ our proxy to attend and vote( on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on the Thursday, September 28, 2017 at 11.00 a.m. at J-15, M.I.D.C., Tarapur, Boisar, Dist. Palghar 401 506 and at any adjournment thereof in respect of such resolutions as are indicated below:

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 hours before the commencement of the Meeting.
- The proxy need not be a member of the Company.

## BOOK-POST



TO,



If Undelivered, please return to:

**Swasti Vinayaka Synthetics Limited**

306, Tantia Jogani Industrial Estate, J. R. Boricha Marg, Lower Parel, Mumbai - 400 011.

Tel : +91 (22) 4344 3555 Fax : +91 (22) 2307 1511