CIN : L17100MH1987PLC042391

317,Tantia Jogani Indl. Premises,
3 rd Floor, J. R. Boricha Marg,
Lower Parel, Mumbai - 400 011
Tel.: 4063 5100, Fax : 4063 5199
email : info@omnitex.com

omnitex industries (india) ltd.

FORM A

Format of Covering Letter of the annual audit report to be filed with the Stock Exchange

1	Name of The Company	Omnitex Industries (India) Limited
2	Annual Financial Statements for the year ended	31st March 2015
3	Type of Audit Qualification	NIL
4	Frequency of observation	Not Applicable
5	Signed by	
	CEO/Managing Director	For Omnitex Industries (India) Ltd. Director
	CFO	Company does not have CFO
	Auditor of the Company	For TEMBEY & MHATRE Chartered Accountants Partner
	Audit Committee Chairman	For Omnitex Industries (India) Ltd. Director

Omnitex Industries (India) Limited

(CIN L17100MH1987PLC042391)

29th ANNUAL REPORT 2014-2015

Omnitex Industries (India) Limited

Board of Directors	Mr. Amit R. Dalmia	Chairman
	Mr. Narendra Kumar Dalmia (w.e.f. 29th May 2015)	Managing Director
	Mr. Ashok M. Bhawnani (w.e.f. 29th May 2015)	Director
	Mr. Durgaprasad S. Sabnis	Director
	Mr. J. Ramakrishnan	Director
	Ms. Geeta Pardiwalla	Director
Auditors	Tembey & Mhatre, Chartered Accountants	
Company Secretary	Ms. Anuja More	
Registrars & Transfer Agents	Adroit Corporate Services Pvt. Ltd. 17/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400 059.	
Registered Office	317, Tantia Jogani Industrial Premises, 3rd Floor, J. R. Boricha Marg, Lower Parel, Mumbai - 400 011.	
CIN	L17100MH1987PLC042391	
Website	www.omnitex.com	
Email	info@omnitex.com	

29th Annual General Meeting

Date : 11th September, 2015
Day : Friday
Time : 10.00 a.m.
Venue : "Hall of Quest", Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

Members are requested to bring their copies of the Annual Report to the Annual General Meeting

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of M/s. Omnitex Industries (India) Limited, (CIN L17100MH1987PLC042391) is scheduled to be held on Friday, the 11th September, 2015, at 10.00 a.m., at Hall of Quest, Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, and adopt the Audited Financial Statement including the statement of Profit and Loss for the financial year ended 31st March, 2015 together with Reports of the Directors' and Auditors' thereon.
2. To appoint Mr. Durgaprasad S Sabnis (holding DIN 06607953) as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution.

   RESOLVED THAT, pursuant to Section 139, 142 and other applicable provision of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 11th September, 2014, the appointment of M/s. Tembey & Mhatre, Chartered Accountants, Mumbai (Firm Registration No. 116359W) as the auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2016 be and is hereby ratified.

   RESOLVED FURTHER THAT as may be determined by the audit committee in consultation with the auditors, the Board is authorized to fix the remuneration payable to the auditors for the financial year ending March 31, 2016.

SPECIAL BUSINESS

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

   RESOLVED THAT, pursuant to Section 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Ashok M Bhawnani, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29th May, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Ashok M Bhawnani as a candidate for the office of director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

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

   RESOLVED THAT, pursuant to Section 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Narendra Kumar Dalmia, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29th May, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Narendra Kumar Dalmia as a candidate for the office of director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

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

RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Narendra Kumar Dalmia as Managing Director of the Company for a period of Five years with effect from 29th May, 2015 without any remuneration at present.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion as it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Narendra Kumar Dalmia, Managing Director, including remuneration payable to him."

By Order of the Board of Directors,

Place: Mumbai
Date: 29th May, 2015

Amit R. Dalmia
Chairman
DIN 00210919

Registered Office:
317, Tantia Jogani Industrial Premises,
3rd Floor, J. R. Boricha Marg,
Lower Parel, Mumbai-400 011.

Notes:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. The instrument appointing a Proxy should be deposited at the Registered Office of the Company not less than 48 hours before commencement of the meeting.
3. The Register of Members and Share transfer Books of the Company will remain closed from 9th September, 2015 to 11th September, 2015 (both days inclusive)
4. Members / proxies should bring the attendance slip duly filled in for attending the meeting.
5. Members are requested to intimate the change of address, if any, to the Registrar and Share Transfer Agents M/s. Adroit Corporate Services Private Limited, 17/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400 059.
6. Members desiring any information with regard to accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
7. The Members who wish to take advantage of the nomination facility, can obtain the prescribed nomination form, from the Company's Registrar and Transfer Agent.
8. Brief resume of Mr. Ashok M Bhawnani, Mr. Narendra Kumar Dalmia and Mr. Durgaprasad S Sabnis is annexed to this.
9. Voting through electronic means:
   - **I.** In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rule, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depositary Services (India) Limited (CDSL): The members may cast their votes using e-voting from a place other than the venue of the meeting ("Remote e-voting")
   - **II.** The facility for voting through ballot shall be made available at the venue of meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot.
   - **III.** Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
   - **IV.** Mr. NIRAJ TRIVEDI proprietor Company Secretaries (Membership No.FCS 3844, CP NO.3123) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. (both Remote e-voting and ballot voting)
   - **V.** The voting right of shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. 4th September, 2015
   - **VI.** A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. 4th September 2015 only shall be entitled to avail the facility of Remote e-voting or voting at meeting venue.
   - **VII.** The voting period begins on 8th September 2015 9.00 a.m. and ends on 10th September 2015 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (4th September, 2015) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
   - **VIII.** The Scrutinizer shall within a period not exceeding two (2) working days from conclusion of the Meeting, after scrutinizing the votes cast at the meeting and through Remote e-voting, make a

consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.omnitex.com and on the website of CDSL and communicated to BSE Limited.

IX. Subject to the receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting i.e. 11th September, 2015.

The instructions for shareholders voting electronically are as under:

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders.

(iii) 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.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the sequence number in the PAN field. • 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 sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format. **OR**
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. • If the details are not recorded with the depository or Company please enter the members ID or folio number in the dividend bank details field as mentioned in instruction III.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a User should be created using the admin login and password. The User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office the Company during normal business hours (11:00 am to 5:00 pm) on all working days except Saturday, up to and including the date of the Annual General Meeting of the Company.

11. The Company's Equity Shares are listed at BSE Limited with script code 514324 and Listing Fees for the Financial Year 2015-16 has been paid.

By Order of the Board of Directors,

Place: Mumbai
Date: 29th May, 2015

Amit R. Dalmia
Chairman
DIN 00210919

Registered Office:
317, Tantia Jogani Industrial Premises,
3rd Floor, J. R. Boricha Marg,
Lower Parel, Mumbai-400 011.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No 4

The Board of Directors of the Company at their meeting held on 29th May 2015 has appointed Mr. Ashok M Bhawnani, as Additional Director, pursuant to Section 161, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Such appointment as Additional Director shall be upto forthcoming annual general meeting. The brief resume of Mr. Ashok M. Bhawnani is annexed to this notice.

The Company has received a Notice in writing from a member proposing the candidature of Mr. Ashok M Bhawnani for the Office of Director of the Company under the provisions of Section 160 of the Act.

The Board commends the resolution for your approval.

None of the Directors except Mr. Ashok M Bhawnani are concerned or interested directly or indirectly financially or otherwise in the resolution.

Item No 5 and 6

The Board of Directors of the Company has appointed Mr. Narendra Kumar Dalmia, as Additional Director, pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Such appointment as Additional Director shall be upto forthcoming Annual General Meeting. The brief resume of Mr. Narendra Kumar Dalmia is annexed to this notice.

Further in compliance with the requirements of the Companies Act, 2013 company being a listed company supposed to have one Managing Director as KMP. In compliance with the same, the Board of Directors in the same meeting also appointed him as Managing Director of the company for a tenure of 5 (five) years with effect from 29th May, 2015 . Mr. Narendra Kumar Dalmia will not take any remuneration. He will be working honorary mainly due to the present financial conditions of the Company.

The terms of appointment of Mr. Narendra Kumar Dalmia has been confirmed by the Remuneration and Nomination Committee and based on the recommendation of the said committee the board subject to approval of the members have appointed him as Managing Director of the Company.

The Company has received a Notice in writing from a member proposing the candidature of Mr. Narendra Kumar Dalmia for the Office of Director of the Company under the provisions of Section 160 of the Act.

The Board commends the resolutions for your approval.

None of the Directors except Mr. Narendra Kumar Dalmia are concerned or interested directly or indirectly financially or otherwise in the resolution.

Brief Resume of Persons proposed to be re-appointed / appointed as Director of the Company at the Annual General Meeting.

Name of the Director	Date of Birth	Date of Appointment	Expertise in Specific functional areas	Qualifications	Directorship held in other Public Companies	No of Shares Held
Mr. Ashok M Bhawnani	13-3-1951	29-05-2015	Mr. Ashok M Bhawnani is the main promoter of the Company and is having more than 35 years of Experience. He is also Director of Strata Geosystems (India) Pvt Ltd., and Sun-N-Sand Hotels Pvt. Ltd.	B.Com A.C.A.	NIL	8,28,770
Mr. Narendra Kumar Dalmia	05-06-1955	29-05-2015	Mr. Narendra Kumar Dalmia is having more than 32 years of Experience in polyester industry and is part of promoter group, He is also Director of Strata Geosystems (India) Pvt Ltd., and Saanwaria Polyesters Pvt Ltd.	B.Tech	NIL	6,04,590
Mr. Dugaprasad S Sabnis	14-11-1981	30-05-2013	Mr. Durgaprasad S Sabnis has in the past worked with a leading full service law firm based in Mumbai for a year and gained valuable experience. He is presently pursuing his independent practice and has diverse experience in advising clients in fields of Dispute Resolution, Real Estate and Corporate and Commercial Law. He advises several corporate clients in transactional matters and represents them in various Courts.	B.L.S, Govt Law College, Mumbai University LL.B, Govt Law College, Bombay University Solicitor Supreme Court of India	NIL	NIL

By Order of the Board of Directors,

Amit R. Dalmia
Chairman
(DIN 00210919)

Place: Mumbai
Date: 29th May, 2015

Registered Office:
317, Tantia Jogani Industrial Premises,
3rd Floor, J R Boricha Marg,
Lower Parel, Mumbai-400 011.

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 29th Annual Report together with the Audited Accounts of the Company for the financial year ended March 31, 2015.

1. FINANCIAL RESULTS

		2014-15 (₹ in Lacs)	2013-14 (₹ in Lacs)
Profit before Financial Charges, Depreciation and Taxes		15.70	21.62
Less	Financial Charges	0.00	0.02
	Depreciation	14.80	6.42
	Current Tax	0.17	2.89
	Deferred Tax	(0.00)	(0.00)
	MAT Credit Entitlement	(2.89)	(2.98)
Net Profit after depreciation and tax		3.62	15.27
Add:	Loss brought down from earlier year	(54.21)	(70.96)
	Prior Period Adjustment for Taxes	(0.01)	1.48
	Amount Carried to Reserves	0.00	0.00
Balance (Loss) carried to Balance Sheet		(50.60)	(54.21)

2. DIVIDEND

In view of the accumulated losses, your Directors are not in a position to recommend any dividend for the year and regret the same.

3. THE STATE OF COMPANY'S AFFAIRS AND OUTLOOK

During the year under review, your Company has earned a net profit after tax of ₹ 3.61 lacs as against ₹ 16.75 lacs during the previous year. The decrease is mainly on account of higher depreciation provision and compliance expenses. The Financial year 2014-15 is an important year as the Corporate Guarantee issued by the company to secure the facilities to Joint Venture Company has been annulled and assets released from equitable mortgage. Further an appeal by the excise department with a potential impact of over ₹ 17 lacs has been dismissed by the competent court. These developments will have positive impact on the outlook of the Company. During the year under review, there is no change in the nature of business.

4. BOARD MEETINGS / AUDIT COMMITTEE

Board Meeting

Five Board meetings were held in the year 2014-15 and the gap between two Board meetings did not exceed 120 days. The same were held on 30th May 2014, 7th July 2014, 14th August 2014, 14th November 2014 and 13th February 2015.

Name of the Directors	Board Meetings Attended During 2014-15
Mr. Amit R. Dalmia	5
Mr. Durgaprasad S Sabnis	5
Mr. J Ramakrishnan	5
Ms. Geeta Pardiwalla	3

Audit Committee

The composition of the Audit Committee is as under:

Name of the Member	Chairman / Member	No. of Meeting held	Meetings Attended During 2014-15
Mr. Amit R. Dalmia	Chairman	4	4
Mr. J. Ramakrishnan	Member	4	4
Ms. Geeta Pardiwalla	Member	4	2

The Board has accepted all recommendations of audit committee

5. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

(i) in the preparation of the annual accounts, the applicable accounting standards read with the requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

(ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the company for the year ended on that date;

(iii) the Directors have taken proper and sufficient care for the 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 fraud and other irregularities;

(iv) the Directors have prepared the annual accounts on a going concern basis.

(v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

(vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

6. STATEMENT ON INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

7. COMPANY'S POLICY RELATING TO DIRECTORS

The Company's policy relating to appointment of Directors, payment of managerial remuneration, directors qualifications, positive attributes, independence of directors and other related matters as provided under Section 178(3) of The Companies Act 2013 in furnished in attachment "H" and attached to this report. The said policy is also available on Company's website www.omnitex.com.

8. COMMENTS ON QUALIFICATION, RESERVATION OR ADVERSE REMARK

Statutory Auditor

The Notes on Financial Statements referred to in the Auditor's report are self explanatory. There are no qualifications, adverse remark or reservations in the auditors' report.

Secretarial Auditor

Members attention is invited to the observation in the Report of Secretarial Auditor regarding non-appointment of KMP.

The Company was in search of KMP considering the nature and size of the operations which company complied by appointing MD and CS under the category KMP in the month of May 2015.

Considering the current nature and size of the operations, Company is finding it challenging to attract right talent for CFO. Further it may also drain the resources. However, to comply with the requirements company continues to lookout for a CFO.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Loans

During the year Company has given ICD amounting to ₹ 50 Lacs to M/s. Centrum Capital Limited.

Guarantees

The Company had in the past, issued Guarantee to ICICI Bank Limited, amounting to ₹ 21 Crores, to secure facilities granted by them to the Joint Venture Compay i.e. Strata Geosystems (India) Private Limited. Upon full payment of the outstanding by the Joint Venture Company to ICICI Bank Ltd, the said guarantee was annulled during the current year. There is no outstanding guarantee as at 31st March 2015.

Investments

Company has not made any fresh investments during the current year. Company is carrying forward the investments made in earlier years, in the equity of joint venture company i.e. Strata Geosystems (India) Private Limited amounting to ₹ 2,93,30,880/-

10. RELATED PARTY TRANSACTIONS

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 transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis. **NIL**

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Strata Geosystems (India) Pvt Ltd.
b)	Nature of contracts/arrangements/transaction	Lease of Office Premises
c)	Duration of the contracts/arrangements/transaction	Three years w.e.f 1st October, 2014
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	• Monthly Compensation of ₹ 2,11,150/- • Annual escalation • Termination Clause
e)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	11th September, 2014
f)	Amount paid as advances, if any	NIL

11. MATERIAL CHANGES

No material changes and commitments affecting the financial position of the company occurred between the end of the financial year to which this financial statement relate and the date of the report.

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

Considering the present nature of activity, the provisions of Section 134(m) of the Companies Act, 2013 do not apply to your Company.

There was no foreign exchange inflow or Outflow during the year under review.

13. RISK MANAGEMENT

The Company has identified two major areas with potential risk that may threaten the existence of the company.

1. Investment risk

The Company is continuously monitoring the performance of the joint venture Company i.e. Strata Geosystems (India) Private Limited to ensure that the company has adequate time to take necessary precautions in the event of potential loss to its investment.

2. Property risk

All the properties of the company are adequately insured.

14. CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 do not apply to your Company for the current year.

15. PERFORMANCE EVALUAITON

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board' functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

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

The Directors expressed their satisfaction with the evaluation process

16. JOINT VENTURE

During the year under review, the topline of M/s. Strata Geosystems (India) Private Limited, the Joint Venture Company has improved by almost 50% compared to previous year and the Joint Venture Company is working aggressively to further improve its performance.

Company does not have any subsidiary / other associate company.

No Company has become or ceased to become the subsidiary or associate company of your company during the year under review.

17. DIRECTORS

Mr. Ashok M Bhawnani, a Chartered Accountant and main promoter of the Company has been inducted into the Board as Additional Director w.e.f. 29th May 2015.

Mr. Narendra Kumar Dalmia, a B.Tech Graduate, part of the promoter group has been inducted into the Board as Additional Director w.e.f. 29th May 2015. He has also been appointed as Managing Director for a period of five years.

Mr. Durgaprasad S Sabnis will retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

You are therefore requested to give your consent for the appointment of Mr. Ashok M Bhawnani, Mr. Narendra Kumar Dalmia as Directors and the re-appointment of Mr. Durgaprasad S Sabnis as Director of the Company.

The brief profile of Mr. Ashok M Bhawnani, Mr. Narendra Kumar Dalmia and Mr. Durgaprasad S Sabnis in compliance with the requirements of clause 49 of Listing Agreement is provided in the "Explanatory Statement" forming part of notice.

During the year, in compliance with the Companies Act, 2013 the Company has appointed Mr. Amit R Dalmia as Independent Director and Ms. Geeta Pardiwalla as Independent and Women Director for a period of five years.

18. KEY MANAGERIAL PERSONNEL

Mr. Narendra Kumar Dalmia, has been appointed as Managing Director for a period of five years w.e.f. 29th May 2015.

Ms. Anuja More, has been appointed as Company Secretary and compliance officer w.e.f. 29th May 2015

The Company is in the process of appointing a CFO.

19. DISCLOSURE PURSUANT TO SECTION 197(12) READ WITH RULE 5 OF COMPANIES (APPOINTMENTS AND REMUNERATION) RULES 2014

A) As none of the Directors of the Company is drawing any remuneration other than sitting fees, the information in respect of ratio of remuneration of each director to the median remuneration of employees etc., are not provided to the extent not applicable. Other information are given below:

1. Percentage increase in median remuneration of employees in the financial year 2014-15 compared to financial year 2013-14 - 15.6%
2. The No of Permanent Employees on the roll of Company - 1
3. Information as per sub-rule (vii) of Rule 5 of Companies (Appointments and Remuneration) Rules 2014

As At	Market Capitalisation (Rupees in Crores)	Price Earning Ratio	Increase / (Decrease) in Market Quotation in comparison to last public offer (Rupees)
31st March 2014	7.56	45	(0.01)
31st March 2015	3.78	100	(9.00)

B) As there were no employees drawing remuneration more than the limit prescribed under rule 5 of Companies (Appointments and Remuneration) Rules 2014 as amended from time to time, the same information is not provided.

20. AUDITORS

Statutory Auditor

M/s. Tembey & Mhatre, Chartered Accountants, present auditors of the Company, retires at the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment. Members are requested to ratify their re-appointment and authorize the Board of Directors to fix their remuneration.

Secretarial Auditor

Mr. NIRAJ TRIVEDI proprietor Company Secretaries (Membership No.FCS 3844, CP NO.3123) has been appointed as Secretarial Auditor for the financial year 2014-15. The secretarial audit report is annexed herewith.

21. DEPOSITS.

The Company has not accepted / renewed any deposits during the year and is also not carrying forward any deposits.

22. SIGNIFICANT AND MATERIAL ORDER IMPACTING THE GOING CONCERN STATUS AND COMPANÝ'S OPERATIONS IN FUTURE

No Significant and Material order was passed by any authority during the year under review impacting the going concern status and company's operation in future.

23. INTERNAL FINANCIAL CONTROLS

The Company has adequate internal financial control system with reference to the Financial Statements.

24. VIGIL MECHANISM

The Company has established a vigil mechanism and oversees through the Audit Committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company. The Vigil Mechanism Policy is available on Company's Website www.omnitex.com.

25. REPORT ON THE SEXUAL HARRESSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSEL) ACT 2013.

In terms of section 22 of the Sexual Harressment of Women at Workplace (Prevention, Prohibition and Redressel) Act, 2013, we report that, during 2014-15, no case has been filed under the said act.

26. CORPORATE GOVERNANCE REPORT

In terms of circular SEBI CIR/CFD/Policy Cell/7/2014 dated 15th September 2014 issued by SEBI, the amended clause 49 of Equity Listing Agreement is not mandatory for the time being in respect of Companies having paid up share capital not exceeding ₹ 10 Crores and Networth not exceeding ₹ 25 Crores as on the last day of previous financial year. In view of the above separate corporate governance report is not provided.

27. APPRECIATION

The Board of Directors records its grateful thanks to all the stakeholders of the Company for their continued support and co-operation.

On Behalf of the Board of Directors,

Amit R. Dalmia
Chairman
(DIN 00210919)

Place: Mumbai
Date: 29th May, 2015

Form MGT-9
Extract of Annual Return
as on the financial year ended on March 31, 2015
(Pursuant to Section 92(3) of the Companies Act 2013 and rule 12(1) of The Companies (Management and Administration) Rules, 2014)

I.	**REGISTRATION AND OTHER DETAILS**		
	i)	CIN	L17100MH1987PLC042391
	ii)	Registration Date	30th January 1987
	iii)	Name of the Company	Omnitex Industries (India) Limited
	iv)	Category / Sub-category of the Company	Public Company / Limited by Shares
	v)	Address of the Registered Office and Contact Details	317, Tantia Jogani Ind Premises, J R Boricha Marg, Lower Parel, Mumbai - 400 011 Tel: 022-40635100. Fax: 022-40635199
	vi)	Whether Listed Company	Yes
	vii)	Name, Address and Contact Details of the Registrar and Transfer Agents, if any	M/s. Adroit Corporate Services Pvt. Ltd., 17/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400 059. Phone: 022-42270400 Fax: 2850 3748 Contact Person: Mr. Surendra Gawade E-mail: info@adroitcorporate.com
II	**PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**		
		All Business Activities contributing 10% or more of the total turnover of the Company	Attachment A
III	**PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**		Attachment B
IV	**SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)**		
	i)	Category wise shareholding	Attachment C
	ii)	Shareholding of Promoters	Attachment D
	iii)	Change in Promoters Shareholding	Attachment E
	iv)	Shareholding pattern of top ten shareholders (other than Directors, Promoters and holders of GDRs and ADRs)	Attachment F
	v)	Shareholding of Directors and Key Managerial Personnel	Attachment G
V	**INDEBTEDNESS**		
		Indebtedness of the Company including interest outstanding / accrued but not due for payment	NIL
VI	**REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**		
	A.	Remuneration to Managing Director, Whole Time Director and / or Manager	NIL
	B.	Remuneration to other Directors	NIL
	C.	Remuneration to Key Managerial Personnel other than MD/WTD/Manager	NIL
VII	**PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES**		NIL

Attachment - A

PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All Business Activities contributing 10% or more of the total turnover of the Company

SN	Name and Description of main products / Services	NIC Code of the Product/ Service	% to total turnover of the Company
1	Trading in Textiles	**46101** Activities of Commission Agents, Brokers dealing in wholesale trade of agricultural raw material, live animals, food, beverages, intoxicants and textiles	100%

Attachment - B

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name of the Company	Address of the Company	CIN	Holding/ Subsiary / Associate	% of Shares Held	Applicable Section
1	Strata Geosystems (India) Private Limited	317, Tantia Jogani Ind Premises, J R Boricha Marg, Lower Parel, Mumbai - 400 011	U17299MH2004 PTC148625	Associate	29.50	2(6)

Attachment C

SHAREHOLDING PATTERN
(Equity Share Capital Breakup as Percentage of Total Equity)

Category of Shareholders	No.of Shares held at the beginning of the year				No.of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	743,670	-	743,670	17.69	828,770	-	828,770	19.71	2.02
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks /FI	-	-	-	-	-	-	-	-	-
f) Any other									
f-1) PERSONS ACTING IN CONCERT(CORP.BODIES)	276,947	1,000	277,947	6.61	125,510	1,000	126,510	3.01	(3.60)
f-2) PERSONS ACTING IN CONCERT(INDIVIDUALS)	1,142,146	6,000	1,148,146	27.31	1,370,146	6,000	1,376,146	32.74	5.43
Total Shareholding of promoter (A)	**2,162,763**	**7,000**	**2,169,763**	**51.61**	**2,324,426**	**7,000**	**2,331,426**	**55.46**	**3.85**
B.Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	100	100	0.00	-	100	100	0.00	-
b) Banks / FI	160,407	-	160,407	3.82	160,407	-	160,407	3.82	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B) (1)	**160,407**	**100**	**160,507**	**3.82**	**160,407**	**100**	**160,507**	**3.82**	**-**
(2) Non - Institutions									
a) Bodies Corp.									
i) Indian	673,337	5,600	678,937	16.15	679,033	5,600	684,633	16.28	0.13
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	324,011	251,750	575,761	13.70	316,085	248,750	564,835	13.44	(0.26)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	489,050	115,500	604,550	14.38	297,178	115,300	412,478	9.81	(4.57)
c) Others (Specify)									
c-1) NON RESIDENT INDIANS(INDIVIDUALS)	12,202	-	12,202	0.29	23,759	-	23,759	0.57	0.28
c-2) CLEARING MEMBER	2,280	-	2,280	0.05	412	-	412	0.01	(0.04)
c-3) DIRECTORS	100	-	100	0.00	26,050	-	26,050	0.62	0.62
Sub-total (B)(2)	**1,500,980**	**372,850**	**1,873,830**	**44.57**	**1,342,517**	**369,650**	**1,712,167**	**40.73**	**(3.85)**
Total Public Shareholding(B)= (B)(1)+(B)(2)	**1,661,387**	**372,950**	**2,034,337**	**48.39**	**1,502,924**	**369,750**	**1,872,674**	**44.54**	**(3.85)**
C. Shares held by Custodian for GDRs & ADRs.									
Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
Public -	-	-	-	-	-	-	-	-	-
Sub-total (C)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Grand Total (A+B+C)	**3,824,150**	**379,950**	**4,204,100**	**100.00**	**3,827,350**	**376,750**	**4,204,100**	**100.00**	**-**

Attachment D

Shareholding of Promoters

SN	Shareholder's Name	No.of Shares held at the beginning of the year			No.of Shares held at the end of the year			% Change 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	DALMIA POLYTEX PVT LTD	242,130	5.76	-	42,130	1.00	-	**(4.76)**
2	NARENDRA KUMAR DALMIA	404,590	9.62	-	604,590	14.38	-	**4.76**
3	SUN-N-SAND INVESTMETS AND FINANCE CO. PVT LTD	34,817	0.83	-	83,380	1.99	-	**1.16**
4	ASHOK M BHAWNANI	743,670	17.69	-	828,770	19.71	-	**2.02**
5	MANORMA N DALMIA	244,282	5.81	-	244,282	5.81	-	**-**
6	SANGEETA DALMIA	1,150	0.03	-	1,150	0.03	-	**-**
7	KIRON G ADVANI	444,254	10.57	-	444,254	10.57	-	**-**
8	GAUTAM DALMIA	47,870	1.14	-	75,870	1.81	-	**0.67**
9	ARUNKUMAR DALMIA	6,000	0.14	-	6,000	0.14	-	**-**
10	SUN-N-SAND HOTEL PVT LTD	1,000	0.02	-	1,000	0.02	-	**-**
	TOTAL	**2,169,763**	**51.61**	**-**	**2,331,426**	**55.46**	**-**	**3.85**

Attachment E

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

SN	Particulars	Name of The Promoter/ PAC	As On Date	No.of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**At the beginning of the year**	Ashok M. Bhawnani	01/04/2014	743,670	17.69	743,670	17.69
	Date wise Increase / Decrease in Promoters Share holding during the year		13/06/2014	40,500	0.96	784,170	18.65
			20/06/2014	29,600	0.70	813,770	19.35
			01/08/2014	15,000	0.36	828,770	19.71
	At the End of the year		31/03/2015	-	-	828,770	19.71
2	**At the beginning of the year**	Narendra Kumar Dalmia	01/04/2014	404,590	9.62	404,590	9.62
	Date wise Increase / Decrease in Promoters Share holding during the year		23/05/2014	200,000	4.76	604,590	14.38
	At the End of the year		31/03/2015	-	-	604,590	14.38
3	**At the beginning of the year**	Kiron G. Advani	01/04/2014	444,254	10.57	444,254	10.57
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2015	-	-	444,254	10.57
4	**At the beginning of the year**	Manorma N. Dalmia	01/04/2014	244,282	5.81	244,282	5.81
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2015	-	-	244,282	5.81

SN	Particulars	Name of The Promoter/ PAC	As On Date	No.of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
5	**At the beginning of the year**	Dalmia Polytex Pvt Ltd	01/04/2014	242,130	5.76	242,130	5.76
	Date wise Increase / Decrease in Promoters Share holding during the year		30/06/2014	(200,000)	4.76	42,130	1.00
	At the End of the year		31/03/2015	-	-	42,130	1.00
6	**At the beginning of the year**	Sun-N-Sand Investmets and Finance Co. Pvt Ltd	01/04/2014	34,817	0.83	34,817	0.83
	Date wise Increase / Decrease in		09/05/2014	9,413	0.22	44,230	1.05
	Promoters Share holding during the year		30/05/2014	10,050	0.24	54,280	1.29
			13/06/2014	29,100	0.70	83,380	1.99
	At the End of the year		31/03/2015	-	-	83,380	1.99
7	**At the beginning of the year**	Gautam Dalmia	01/04/2014	47,870	1.14	47,870	1.14
	Date wise Increase / Decrease in		18/07/2014	25,000	0.60	72,870	1.74
	Promoters Share holding during the year		15/08/2014	3,000	0.07	75,870	1.81
	At the End of the year		31/03/2015	-	-	75,870	1.81
8	**At the beginning of the year**	Sun-N-Sand Hotel Pvt Ltd	01/04/2014	1,000	0.02	1,000	0.02
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2015	-	-	1,000	0.02
9	**At the beginning of the year**	Arunkumar Dalmia	01/04/2014	6,000	0.14	6,000	0.14
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2015	-	-	6,000	0.14
10	**At the beginning of the year**	Sangeeta Dalmia	01/04/2014	1,150	0.03	1,150	0.03
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2015	-	-	1,150	0.03

Attachment F

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

SN	For Each of the Top 10 Shareholders	Name Of The Shareholder	As on Date	No.of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
1	**At the beginning of the year**	Charlie Finance Private Limited	01/04/2014	386,050	9.18	386,050	9.18
	Date wise Increase/Decrease in Shareholding during the financial year		05/09/2014	1,000	0.02	387,050	9.21
	At the End of the year		31/03/2015	-	-	387,050	9.21
2	**At the beginning of the year**	Nitin Arora	01/04/2014	209,921	4.99	209,921	4.99
	Date wise Increase/Decrease in		06/06/2014	(26,950)	0.64	182,971	4.35
	Shareholding during the financial year		13/06/2014	(78,182)	1.86	104,789	2.49
			20/06/2014	(34,555)	0.82	70,234	1.67
			30/06/2014	1,601	0.04	71,835	1.71
			11/07/2014	(945)	0.02	70,890	1.69
			18/07/2014	(1,800)	0.04	69,090	1.65
			01/08/2014	(35,158)	0.84	33,932	0.81
			08/08/2014	(33,932)	0.81	-	-
	At the End of the year		31/03/2015	-	-	-	-
3	**At the beginning of the year**	Bank of India	01/04/2014	160,207	3.81	160,207	3.81
	At the End of the year		31/03/2015	-	-	160,207	3.81
4	**At the beginning of the year**	Advent Investment and Finance Company Ltd	01/04/2014	154,100	3.66	154,100	3.66
	Date wise Increase/Decrease in Shareholding during the financial year		29/08/2014	(525)	0.01	153,575	3.65
	At the End of the year		31/03/2015	-	-	153,575	3.65
5	**At the beginning of the year**	Citi Leasing Pvt Ltd	01/04/2014	100,000	2.38	100,000	2.38
	At the End of the year		31/03/2015	-	-	100,000	2.38
6	**At the beginning of the year**	Sangeeta A Mansharamani	01/04/2014	98,100	2.33	98,100	2.33
	Date wise Increase/Decrease in Shareholding during the financial year		20/03/2015	(200)	0.00	97,900	2.33
	At the End of the year		31/03/2015	-	-	97,900	2.33
7	**At the beginning of the year**	Anita Arun Sureka	01/04/2014	55,583	1.32	55,583	1.32
	At the End of the year		31/03/2015	-	-	55,583	1.32
8	**At the beginning of the year**	Sangeetha S	01/04/2014	44,515	1.06	44,515	1.06
	At the End of the year		31/03/2015	-	-	44,515	1.06
9	**At the beginning of the year**	Karvy Stock Broking Limited	01/04/2014	-	-	-	-
	Date wise Increase/Decrease in Shareholding during the financial year		04/07/2014	400	0.01	400	0.01
			01/08/2014	14,193	0.34	14,593	0.35
			08/08/2014	27,402	0.65	41,995	1.00
			15/08/2014	(40,595)	0.97	1,400	0.03
	At the End of the year		31/03/2015	(400)	0.01	1,000	0.02
10	**At the beginning of the year**	Kanishk Saraogi	01/04/2014	-	-	-	-
	Date wise Increase/Decrease in Shareholding during the financial year		15/08/2014	40,595	0.97	40,595	0.97
	At the End of the year		31/03/2015	-	-	40,595	0.97

SN	For Each of the Top 10 Shareholders	Name Of The Shareholder	As on Date	No.of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
11	**At the beginning of the year**	Kotak Securities Limited	01/04/2014	-	-	-	-
	Date wise Increase/Decrease in		06/06/2014	26,700	0.64	26,700	0.64
	Shareholding during the financial year		13/06/2014	(26,700)	0.64	-	-
			20/06/2014	2,300	0.05	2,300	0.05
			30/06/2014	(2,300)	0.05	-	-
			11/07/2014	400	0.01	400	0.01
			18/07/2014	(400)	0.01	-	-
			01/08/2014	6,200	0.15	6,200	0.15
			08/08/2014	(6,200)	0.15	-	-
			05/12/2014	8	0.00	8	0.00
			12/12/2014	(8)	0.00	-	-
			02/01/2015	492	0.01	492	0.01
			09/01/2015	91	0.00	583	0.01
			16/01/2015	(583)	0.01	-	-
	At the End of the year		31/03/2015	-	-	-	-
12	**At the beginning of the year**	Emkay Global Financial Services Limited	01/04/2014	-	-	-	-
	Date wise Increase/Decrease in		13/06/2014	25,000	0.59	25,000	0.59
	Shareholding during the financial year		18/07/2014	(25,000)	0.59	-	-
			08/08/2014	3,000	0.07	3,000	0.07
			15/08/2014	(3,000)	0.07	-	-
	At the End of the year		31/03/2015	-	-	-	-
13	**At the beginning of the year**	Thrity Minoo Katpitia	01/04/2014	22,900	0.54	22,900	0.54
	At the End of the year		31/03/2015	-	-	22,900	0.54
14	**At the beginning of the year**	Thanveer K P	01/04/2014	100	0.00	100	0.00
	Date wise Increase/Decrease in		18/04/2014	1,900	0.05	2,000	0.05
	Shareholding during the financial year		25/04/2014	350	0.01	2,350	0.06
			02/05/2014	320	0.01	2,670	0.06
			09/05/2014	730	0.02	3,400	0.08
			23/05/2014	1,500	0.04	4,900	0.12
			30/05/2014	2,000	0.05	6,900	0.16
			06/06/2014	500	0.01	7,400	0.18
			13/06/2014	3,100	0.07	10,500	0.25
			20/06/2014	2,000	0.05	12,500	0.30
			30/06/2014	1,500	0.04	14,000	0.34
			18/07/2014	1,000	0.02	15,000	0.35
			25/07/2014	250	0.01	15,250	0.36
			08/08/2014	1,500	0.04	16,750	0.40
			22/08/2014	300	0.01	17,050	0.41
			12/09/2014	1,085	0.03	18,135	0.43
			19/09/2014	385	0.01	18,520	0.44
			30/09/2014	500	0.01	19,020	0.45
			31/12/2014	220	0.01	19,240	0.46
			16/01/2015	729	0.02	19,969	0.48
			23/01/2015	280	0.01	20,249	0.49
			06/02/2015	1,000	0.02	21,249	0.51
			20/02/2015	500	0.01	21,749	0.52
			06/03/2015	330	0.01	22,079	0.53
	At the End of the year		31/03/2015	-	-	22,079	0.53

SN	For Each of the Top 10 Shareholders	Name Of The Shareholder	As on Date	No.of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
15	**At the beginning of the year**	Deepak Ravi	01/04/2014	2,940	0.07	2,940	0.07
	Date wise Increase/Decrease in		18/04/2014	990	0.02	3,930	0.09
	Shareholding during the financial year		25/04/2014	3,960	0.09	7,890	0.19
			02/05/2014	2,970	0.07	10,860	0.26
			09/05/2014	1,400	0.03	12,260	0.29
			20/06/2014	4	0.00	12,264	0.29
			30/06/2014	3	0.00	12,267	0.29
			14/11/2014	4,350	0.10	16,617	0.40
			21/11/2014	1,030	0.02	17,647	0.42
			31/12/2014	800	0.02	18,447	0.44
			02/01/2015	2,000	0.05	20,447	0.49
			09/01/2015	600	0.01	21,047	0.50
	At the End of the year		31/03/2015	-	-	21,047	0.50
16	**At the beginning of the year**	Temton Minoo Katpitia	01/04/2014	20,000	0.48	20,000	0.48
	At the End of the year		31/03/2015	-	-	20,000	0.48

Attachment G

Shareholding of Directors and Key Managerial Personal

SN	Particulars	Name of Director / KMP	As On Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**At the beginning of the year**	Ramakrishnan J.	01/04/2014	100		100	
	Date wise Increase / Decrease in Director / KMP Share holding during the year	(Director)		NIL	NIL		
	At the End of the year		31/03/2015	-	-	100	
2	**At the beginning of the year**	Geeta Pardiwalla	01/04/2014	-	-	-	-
	Date wise Increase / Decrease in Director / KMP Share holding during the year	(Director)	07/07/2014*	25,950	0.62	25,950	0.62
	At the End of the year		31/03/2015	-	-	25,950	0.62

Note: * Date of appointment as Director

Attachment H

Policy on Directors Appointment and Remuneration of Directors, Key Managerial Personnel and other employees

Introduction

In accordance with Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee has formulated Appointments and Remuneration Policy ("the policy").

The objective of the policy is to ensure that right persons are appointed and they are sufficiently compensated for their performance. The Policy seeks to provide criteria for determining qualifications, positive attributes and independence of a director.

Remuneration Policy

Directors

Considering the current financial situation, no remuneration is considered for the office of Directors, other than sitting fees.

However, as and when the situation improves and considered appropriate, the company may adopt the following policy for the office of the Directors.

Nomination and Remuneration Committee shall recommend the remuneration, including the commission based on the net profits of the Company for the Non-Executive Directors and Whole-time Director and other Executive Directors. This will be then be presented for approval to the Board and shareholders. Prior approval of shareholders by way of Special Resolution will be obtained wherever applicable in case of remuneration to non-executive directors.

The Company may pay remuneration by way of salary, perquisites and allowances (fixed component) and variable pay to Whole-time Director. Salary may be paid within the range approved by the Shareholders. Annual increments may be offered, effective 1st April each year, as recommended by the Nomination and Remuneration Committee, and as approved by the Board, within the prescribed ceiling specified under the Companies Act, 2013.

The remuneration to Executive Directors should be determined keeping in view the industry benchmark and the relative performance of the Company to the industry performance. Perquisites and retirement benefits should be paid according to the Company policy as applicable to all employees.

Independent Non-Executive Directors are appointed for their professional expertise in their individual capacity as independent professionals / Business Executives. Independent Non- Executive Directors receive sitting fees for attending the meeting of the Board. No sitting fees is payable for attending Board Committees. No commission is payable to such independent Directors.

The remuneration by way of commission paid to the Independent Non-Executive directors is determined periodically & reviewed based on the industry benchmarks.

Key Managerial Personnel and Other Employees

The remuneration of employees largely consists of basic salary, perquisites, allowances and performance incentives. Perquisites and retirement benefits are paid according to the Company policy, subject to prescribed statutory ceiling.

The components of the total remuneration vary for different grades and are governed by the industry pattern, qualification & experience / merits, performance of each employee. The Company while deciding the remuneration package takes into consideration current employment scenario and remuneration package of the industry.

The annual variable pay of managers is linked to the performance of the Company in general and their individual performance for the relevant year measured against Company's objectives fixed in the beginning of the year.

Criteria for Board Membership

Directors

The Company shall take into account following points:

- Director must have relevant experience in Finance/ Law/ Management/ Sales/ Marketing/ Administration/ Research/ Corporate Governance/ Technical Operations or the other disciplines related to company's business.
- Director should possess the highest personal and professional ethics, integrity and values.
- Director must be willing to devote sufficient time and energy in carrying out their duties and responsibilities.

Independent Director

Independent Director is a director who has no direct or indirect material relationship with the Company or any of its officers, other than as a director or shareholder of the Company.

Independent Director shall meet all criteria specified in Section 149(6) of the Companies Act, 2013 and rules made there under and Clause 49 of the Listing Agreement entered into with BSE Limited.

MANAGEMENT DISCUSSION AND ANALYSIS

The Company's Financial Statement is further strengthened by bringing down the brought forward losses to ₹ 50.60 lacs. During the year, the trading activities of the Company has increased marginally. Management is hopeful of further recovery in the coming years.

INTERNAL CONTROL AND SYSTEMS

The Company has adequate internal control procedures commensurate with its size and nature of business. These internal policies ensure efficient use and protection of assets and resources, compliance with policies, statutes and reliability as well as promptness of financial reports.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Sales:

Total income from operations was ₹ 21.58 lacs as against last year's figure of ₹ 10.90 lacs.

Profit before Interest, Depreciation, Taxes and Impairment Loss on Fixed Assets:

The Company has earned a profit of ₹ 15.70 lacs, as against last year's figure of ₹ 21.62 lacs.

Financial Charges:

Financial Charges payment decreased to ₹ Nil lacs from ₹ 0.02 lacs.

Net Profit After Tax:

The Company has earned a net profit of ₹ 3.61 lacs as against ₹ 16.75 lacs during the previous year.

HUMAN RESOURCES

There are no material developments on the Human Resource Front.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis may be "forward looking statements" and have been issued as required by applicable Securities Laws and Regulations. There are several factors which would be beyond the control of Management and as such, may affect the actual results which could be different from that envisaged.

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015

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

To,
The Members
OMNITEX INDUSTRIES (INDIA) LIMITED
317, Tantia Jogani Indl. Premises, 3rd Floor,
J. R. Boricha Marg, Lower Parel,
Mumbai – 400011.

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 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 31st March, 2015 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

  (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; - **Not applicable to the Company during the Audit Period**

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not applicable to the Company during the Audit Period**

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not applicable to the Company during the Audit Period** and

  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **Not applicable to the Company during the Audit Period**

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with BSE Limited, Mumbai.

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

1. Not Appointed KMP (MD, CS and CFO) during the year in compliance with Section 203 of the Companies Act-2013.

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 provision of the Act.

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

Majority decision is carried through while the dissenting members' views 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 not signed any technical collaboration agreement.

Sd/-

Place: Vadodara — Name of Company Secretary in practice : **NIRAJ TRIVEDI**

Date: 29th May, 2015 — C. P. No. : **3123**

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

'Annexure A'

To,
The Members
OMNITEX INDUSTRIES (INDIA) LIMITED
317, Tantia Jogani Indl. Premises, 3rd Floor,
J. R. Boricha Marg, Lower Parel,
Mumbai – 400011.

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

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

Sd/-
NIRAJ TRIVEDI
Practicing Company Secretary
FCS - 3844
CP No. 3123

Date: 29th May, 2015
Place: Vadodara

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF OMNITEX INDUSTRIES (INDIA) LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of OMNITEX INDUSTRIES (INDIA) LIMITED ("the company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the cash flow statement for the year ended and a summary of the 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 and financial performance 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 thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's 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, 2015, and its profit for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

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 purpose 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, Statement of Profit and Loss and 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 written representations received from the directors as on 31st March, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.

   f) 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, in accordance with the generally accepted accounting practice, disclosed the impact of pending litigations on its financial position in its financial statements, reference is invited to Note 3.2 to the financial statements;

      ii. The company did not have any long term contracts including derivative contracts for which there are any material foreseeable losses;

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Tembey & Mhatre
Chartered Accountants
FRN 116359W

(Shrikant B. Tembey)
Partner
Membership No. 033787

Place: Mumbai
Date: 29th May, 2015

ANNEXURE TO THE AUDITORS' REPORT

Re: OMNITEX INDUSTRIES (INDIA) LIMITED

(Referred to in paragraph I of our Report of even date)

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) We are informed that, the fixed assets of the company have been physically verified by the management at reasonable intervals. No material discrepancies were stated to have been noticed on such verification.

(ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of the verification is reasonable.

(b) The procedures for physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stock and books records were not material.

(iii) The Company has not granted any loans, secured or unsecured to Companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Hence, the provisions of clause 3(iii) of the Companies (Auditor's Report) Order, 2015 are not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.

(v) The Company has not accepted any deposit from public.

(vi) The Central Government has not prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013, for Companies carrying on the type of business carried on by the Company.

(vii) According to the information and explanations given to us, the company is regular in depositing undisputed statutory dues including income tax, service tax and other statutory dues with the appropriate authorities.

(viii) The company's accumulated losses at the end of the financial year are less than fifty per cent of its net worth. Further, the company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(ix) According to the information and explanation given to us, the company has no obligation of repayment of any specified loans. Hence, the provisions of clause 3(ix) of the Order are not applicable to the Company.

(x) According to the information and explanation given to us, the Company had issued a corporate guarantee for loans taken by a joint venture company from bank, which was annulled during the year. In our opinion, the terms and conditions of the said guarantees were not prima facie prejudicial to the interest of the company. *Reference is invited to sub notes 1 & 2 of note no. 3.2*.

(xi) The Company has not obtained any term loan. Hence, the provisions of clause 3(xi) of the Order are not applicable to the Company.

(xii) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For Tembey & Mhatre
F.R. No. 116359W
Chartered Accountants

(Shrikant B. Tembey)
Partner
M. No. 33787

Place: Mumbai
Date: 29th May, 2015

BALANCE SHEET AS AT 31ST MARCH, 2015

	Note	As At 31st March 2015 ₹	As At 31st March 2014 ₹
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds :			
(a) Share Capital	1.1	42,310,000	42,310,000
(b) Reserves and Surplus	1.2	19,188,168	18,827,497
(2) Share Application Money Pending Allotment		-	-
(3) Non-current Liabilities			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities (Net)	1.3	-	-
(c) Other Long-term Liabilities		-	-
(d) Long-term Provisions		-	-
Current Liabilities			
(a) Short-Term Borrowings		-	-
(b) Trade Payables	1.4	137,094	113,982
(c) Other Current Liabilities	1.5	5,650	5,896
(d) Short-Term Provisions		-	-
TOTAL :		**61,640,912**	**61,257,375**
II. ASSETS			
(1) Non-current Assets			
(a) Fixed Assets	1.6		
(i) Tangible Assets		22,272,687	23,356,858
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress		-	-
(iv) Intangible Assets under Development		-	-
(b) Non-Current Investments	1.7	29,330,880	29,330,880
(c) Deferred Tax Assets (Net)		-	-
(d) Long Term Loans and Advances	1.8	3,670,360	3,161,598
(e) Other Non-current Assets	1.9	14,478	12,916
(2) Current Assets			
(a) Current Investments		-	-
(b) Inventories		-	-
(c) Trade Receivables		-	-
(d) Cash and Cash Equivalents	1.10	1,148,000	1,000,155
(e) Short Term Loans and Advances	1.11	5,173,120	4,142,818
(f) Other Current Assets	1.12	31,387	252,150
TOTAL :		**61,640,912**	**61,257,375**
SIGNIFICANT ACCOUNTING POLICIES	3.1		
NOTES ON ACCOUNTS	3.2		

As per our report of even date

Tembey & Mhatre
Chartered Accountants
FR. No. 116359W

(Shrikant B. Tembey)
Partner
M.No. 033787
Place: Mumbai
Date: 29th May 2015

For and on behalf of Board of Directors

Amit R Dalmia
Chairman
(DIN 00210919)

Narendra Kumar Dalmia
Managing Director
(DIN 00071559)

Ashok M Bhawnani
Director
(DIN 00058344)

Anuja More
Company Secretary
(M. No. A35944)

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	Note	For the Year ended 31st March 2015 ₹	For the Year ended 31st March 2014 ₹
Revenue			
Revenues from Operations	2.1	2,158,068	1,089,573
Other Income	2.2	2,918,053	3,168,306
Total Revenue		**5,076,121**	**4,257,879**
Expenses			
Cost of Material Consumed			
Purchase of Stock in Trade		2,140,318	1,087,009
Change in Inventories of Finished Goods, Work-in-progress and Stock-In-Trade		-	-
Employee Benefit Expenses	2.3	173,400	150,000
Finance Cost	2.4	-	1,674
Depreciation and Amortisation Expenses	1.6	1,480,454	642,107
Other Expenses	2.5	1,003,706	674,414
Total Expenses		**4,797,878**	**2,555,204**
Profit Before Exceptional and Extra-ordinary Items and Tax		278,243	1,702,675
Exceptional Items			
Loss on Sale of Fixed Assets		189,253	183,990
Profit Before Extra-ordinary Items and Tax		**88,990**	1,518,685
Extra-ordinary items		**-**	-
Profit Before Tax		**88,990**	1,518,685
Tax Expenses			
(a) Current Tax		16,957	289,386
(b) Deferred Tax	1.3	-	-
(c) MAT Credit Entitlement		(289,386)	(297,987)
(d) Prior Period Adjustment for Taxes		748	(147,834)
Profit / (Loss) for the year from continuing operations		**360,671**	1,675,120
Profit / (Loss) for the year from discontinuing operations		**-**	-
Tax Expense of Discontinuing operation		**-**	-
Profit / (Loss) for the year from discontinuing operations (After Tax)		**-**	-
Profit / (Loss) for the year		**360,671**	1,675,120
Earning per Share			
(a) Basic		**0.09**	0.40
(b) Diluted		**0.09**	0.40
SIGNIFICANT ACCOUNTING POLICIES	3.1		
NOTES ON ACCOUNTS	3.2		

As per our report of even date

Tembey & Mhatre
Chartered Accountants
FR. No. 116359W

(Shrikant B. Tembey)
Partner
M.No. 033787

Place: Mumbai
Date: 29th May 2015

For and on behalf of Board of Directors

Amit R Dalmia
Chairman
(DIN 00210919)

Narendra Kumar Dalmia
Managing Director
(DIN 00071559)

Ashok M Bhawnani
Director
(DIN 00058344)

Anuja More
Company Secretary
(M. No. A35944)

NOTES TO BALANCE SHEET AS AT 31st MARCH, 2015

NOTE 1.1: SHARE CAPITAL

(Amount In ₹)

Share Capital	As At 31st March 2015	As At 31st March 2014
Authorised		
50,00,000 Equity Shares of ₹ 10/- each	50,000,000	50,000,000
Issued		
42,04,100 Equity Shares of ₹ 10/- each	42,041,000	42,041,000
Subscribed & Paid up		
42,04,100 Equity Shares of ₹ 10/- each	42,041,000	42,041,000
Forfeited Shares		
53,900 Equity Shares of ₹ 10/- each, not fully paid up	269,000	269,000
Total	**42,310,000**	**42,310,000**

NOTE 1.1 A RECONCILIATION OF EQUITY SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE YEAR

Particulars	2014-15		2013-14	
	Equity Shares		Equity Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	4,204,100	42,041,000	4,204,100	42,041,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	**4,204,100**	**42,041,000**	**4,204,100**	**42,041,000**

NOTE 1.1 B

Rights, Preferences and restrictions attached to shares

The Company has only one class of Equity Shares, having par value of ₹ 10/- per share. Each Shareholder is eligible for one vote per share held.

Dividend if proposed by the Board of Directors will be subject to the approval of the Shareholders in the ensuing Annual General Meeting except in case of Interim Dividend.

In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

NOTE 1.1 C DETAILS OF SHARES HELD BY SHAREHOLDERS HOLDING MORE THAN 5% OF THE AGGREGATE SHARES IN THE COMPANY

S.No.	Name of Shareholder	As At 31st March 2015		As At 31st March 2014	
		No of Shares Held	% of Holding	No of Shares Held	% of Holding
1	Mr. Ashok M Bhawnani	828,770	19.71	743,670	17.69
2	Mrs. Kiron G Advani	444,254	10.57	444,254	10.57
3	Mrs. Manorma N Dalmia	244,282	5.81	244,282	5.81
4	Mr. Narendra Kumar Dalmia	604,590	14.38	404,590	9.62
5	M/s. Dalmia Polytex Private Limited	42,130	1.00	242,130	5.76
6	M/s. Charlie Finance Private Limited	387,050	9.21	386,050	9.18

NOTES TO BALANCE SHEET AS AT 31st MARCH, 2015

NOTE 1.2: RESERVES AND SURPLUS

(Amount In ₹)

Reserves and Surplus	As At 31st March 2015	As At 31st March 2014
a. Securities Premium Account		
Opening Balance	24,248,000	24,248,000
Add : Securities premium credited on Share issue	-	-
Less : Premium Utilised for various reasons	-	-
Closing Balance	**24,248,000**	**24,248,000**
b. Surplus / (Deficit)		
Opening balance	(5,420,503)	(7,095,623)
Less: Net Profit for the current year	360,671	1,675,120
Closing Balance	(5,059,832)	(5,420,503)
Total	**19,188,168**	**18,827,497**

NOTE 1.3: DEFERRED TAX LIABILITIES (NET)

	Deferred Tax Balance as at March 31, 2014	Charge/(Credit) During the year	Deferred Tax Balance as at March 31, 2015
Deferred Tax Liability on account of:			
Depreciation	128,338	(71,959)	56,379
	128,338	(71,959)	56,379
Deferred Tax Assets on account of:			
a) Unabsorbed Depreciation (restricted in view of losses)	(128,338)	71,959	(56,379)
b) Brought forward Business Loss	-	-	-
	(128,338)	71,959	(56,379)
Net Deferred Tax Liability / (Asset)	-	-	-

Note: No depreciation has been claimed in Income-Tax on certain Leased out Fixed Assets. Company has recognised Deferred Tax Assets on unabsorbed depreciation to the extent of Deferred Tax Liability.

NOTE 1.4: TRADE PAYABLES

Trade Payable	As At 31st March 2015	As At 31st March 2014
(a) Sundry Creditors	56,968	56,968
(b) Outstanding Liability for Expenses	80,126	57,014
Total	137,094	113,982

NOTE 1.5: OTHER CURRENT LIABILITIES

Other Current Liabilities	As At 31st March 2015	As At 31st March 2014
Other payables		
TDS	5,650	5,896
Total	**5,650**	**5,896**

NOTE 1.7: NON-CURRENT INVESTMENTS

(Amount In ₹)

Non-Current Investments	As At 31st March 2015	As At 31st March 2014
Other Investments		
Investment in Equity Instrument of Joint Venture Company (Unquoted)	29,330,880	29,330,880
7,20,098 (Previous year 7,20,098) Fully paid-up Equity Shares of ₹ 10/- each, in Strata Geosystems (India) Pvt. Ltd.		
	29,330,880	29,330,880
Less: Provision for diminution in value of investments	-	-
Total	**29,330,880**	**29,330,880**

NOTE 1.8: LONG TERM LOANS AND ADVANCES

Long Term Loans and Advances	As At 31st March 2015	As At 31st March 2014
a. Security Deposits		
Unsecured, considered good		
Deposit with Court	192,000	192,000
Deposit with Sales Tax Authorities	50,000	50,000
Other Deposits	34,980	5,250
	276,980	247,250
b. Other loans and advances		
Mat Credit Entitlement	2,985,003	2,695,617
Income Tax and TDS	408,377	218,731
	3,393,380	2,914,348
Total	3,670,360	3,161,598

NOTE 1.9: OTHER NON CURRENT ASSETS

Other Non Current Assets	As At 31st March 2015	As At 31st March 2014
Others - Interest Due on Deposits	12,478	10,916
Balances with banks held as Margin Money / Deposits against guarantee	2,000	2,000
Total	14,478	12,916

NOTE 1.10: CASH AND CASH EQUIVALENTS

Cash and cash equivalents	As At 31st March 2015	As At 31st March 2014
a. Balances with banks		
In current acccounts	1,125,342	50,103
In Fixed Deposit Accounts	-	950,000
b. Cash on hand	22,658	52
Total	1,148,000	1,000,155

NOTE 1.11: SHORT TERM LOANS AND ADVANCES

(Amount In ₹)

Short-term loans and advances	As At 31st March 2015	As At 31st March 2014
Unsecured, considered good		
Inter-corporate Deposit	5,000,000	4,000,000
Prepaid Expenses	19,830	14,536
Other Receivable	153,290	128,282
Advances to Suppliers	-	-
Total	5,173,120	4,142,818

NOTE 1.12: OTHER CURRENT ASSETS

Other Current Assets	As At 31st March 2015	As At 31st March 2014
Interest Receivable	31,387	252,150
Total	31,387	252,150

NOTE 1.13: CONTINGENT LIABILITIES AND COMMITMENTS (Refer Note 3.2)

Contingent liabilities and commitments (to the extent not provided for)	As At 31st March 2015	As At 31st March 2014
(a) Contingent Liabilities (refer note 3.2)		
(i) Claims against the company not acknowledged as debt	-	-
(ii) Guarantees	-	210,000,000
(iii) Other money for which the company is contingently liable	192,000	1,946,486
	192,000	211,946,486
(b) Commitments	-	-
Total	**192,000**	**211,946,486**

Note: 1.6 FIXED ASSETS

(Amount In ₹)

Particulars	Gross Block-At Cost				Depreciation				Net Block	
	As at 1st April 2014	Additions during the Year	Deductions/ Impairment during the Year	**As at 31st March 2015**	Upto 31st March 2014	For the Year	Adjustments	**As at 31st March 2015**	**As at 31st March 2015**	As at 31st March 2014
Tangible Assets										
Office Building	21,350,044	-		**21,350,044**	1,754,872	561,444	-	**2,316,316**	**19,033,728**	19,595,172
Electrical Installations	424,006	-		**424,006**	75,537	54,545	-	**130,082**	293,924	348,469
Furniture and Fixtures	1,223,252	-		**1,223,252**	288,312	145,630	-	**433,942**	789,310	934,940
Office and Other Equipments	516,001	-		**516,001**	90,529	399,673	-	**490,202**	25,799	425,472
Vehicles	2,327,255	772,203	(667,109)	**2,432,349**	274,450	319,162	(291,189)	**302,423**	**2,129,926**	2,052,805
Total for Tangible Assets	25,840,558	772,203	(667,109)	**25,945,652**	2,483,700	1,480,454	(291,189)	**3,672,965**	**22,272,687**	23,356,858
Total for Tangible Assets (Previous year)	24,881,412	1,660,146	(701,000)	**25,840,558**	2,008,603	642,107	(167,010)	**2,483,700**	**23,356,858**	22,872,809
Intangible Assets	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-
Capital Work in Progress	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-
Intangible Assets under Development	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-

NOTES :

1. Office Building includes ₹ 500/- being value of 10 fully paid shares of ₹ 50 each in Tantia Jogani Industrial Premises Co-operative Society Limited.

NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31,2015

NOTE 2.1: REVENUE FROM OPERATIONS

(Amount In ₹)

Revenue from operations	For the year ended 31st March 2015	For the year ended 31st March 2014
Sale of products	2,158,068	1,089,573
Less: Excise duty	-	-
Total	2,158,068	1,089,573

NOTE 2.2: OTHER INCOME

Other Income	For the year ended 31st March 2015	For the year ended 31st March 2014
Interest Income	415,153	696,306
Other non-operating income		
Rent *	2,502,900	2,472,000
Total	2,918,053	3,168,306

* Licence Fees received for premises and amenities from Joint Venture Company

NOTE 2.3: EMPLOYEE BENEFIT EXPENSE

Employee Benefits Expense	For the year ended 31st March 2015	For the year ended 31st March 2014
Salaries and Wages	173,400	150,000
Total	173,400	150,000

NOTE 2.4: FINANCE COSTS

Finance costs	For the year ended 31st March 2015	For the year ended 31st March 2014
Interest expense	-	1,674
Total	-	1,674

NOTE 2.5: OTHER EXPENSES

Other expenses	For the year ended 31st March 2015	For the year ended 31st March 2014
Repairs to Building	146,856	139,604
Repairs to others	64,423	66,900
Insurance	24,659	27,133
Rates and Taxes	9,502	10,150
Travelling and Conveyance	32,843	22,934
Communication Expenses	88,589	16,585
Legal and Professional Expenses	260,621	183,056
Printing and Stationery	39,863	31,422
Advertisement Expenses	38,188	34,007
Director's Sitting Fees	45,000	30,000
Payments to the auditor		
a. for statutory audit matters	30,000	30,000
b. for tax audit	-	-
c. for other services - Limited Review Fees	15,000	15,000
d. for reimbursement of expenses (incl Service Tax)	5,562	5,562
Prior Period Expenses	30,725	-
Listing Fees	125,844	30,338
Miscellaneous Expenses	43,525	16,211
Bank Charges	2,506	15,512
Total	1,003,706	674,414

Disclosure pertaining to Accounting Standard 18 'Related Party Disclosures' (Refer Note 5 of 3.2 for list of related parties)

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
1. Licence Fees Received for Use of Premises and amenities from Joint Venture Company	2,502,900	2,472,000
2. Sitting Fees to Directors	45,000	30,000

Cash Flow Statement for the year ended 31 March, 2015

Particulars	For the year ended 31st March 2015		For the year ended 31st March 2014	
	₹	₹	₹	₹
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		88,990		1,518,685
Adjustments for:				
Depreciation and amortisation	1,480,454		642,107	
(Profit) / loss on sale / write off of assets	189,253		183,990	
Finance costs	-		1,674	
Interest income	(415,153)		(696,306)	
Rental income from investment properties	(2,502,900)		(2,472,000)	
		(1,248,346)		(2,340,535)
Operating profit / (loss) before working capital changes		(1,159,356)		(821,850)
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Trade receivables	-		-	
Short-term loans and advances	(30,302)		(114,291)	
Long-term loans and advances	(319,116)		(472,241)	
Other current assets	-		-	
Other non-current assets	(1,562)		(1,563)	
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	23,112		8,033	
Other current liabilities	(246)		(69,713)	
Other long-term liabilities	-		-	
		(328,114)	-	(649,775)
		(1,487,470)		(1,471,625)
Cash flow from extraordinary items		-		-
Cash generated from operations		(1,487,470)		(1,471,625)
Net income tax (paid) / refunds		-		-
Net cash flow from / (used in) operating activities (A)		(1,487,470)		(1,471,625)
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	(772,203)		(1,660,146)	
Proceeds from sale of fixed assets	186,667		350,000	
Inter-corporate deposits (net)	(1,000,000)		(100,000)	
Purchase of long-term investments				
- Joint ventures	-		-	
Interest received				
- Others	635,916		539,125	
Rental income from operating leases	2,502,900		2,472,000	
Amounts received from LLPs	-	1,553,280	-	1,600,979
Cash flow from extraordinary items		-		-
Net income tax (paid) / refunds		(82,035)		(282,632)
Net cash flow from / (used in) investing activities (B)		1,635,315		1,883,611

Particulars	For the year ended 31st March 2015		For the year ended 31st March 2014	
	₹	₹	₹	₹
C. Cash flow from financing activities				
Finance cost	-		(1,674)	
		-		(1,674)
Cash flow from extraordinary items		-		-
Net cash flow from / (used in) financing activities (C)		-		(1,674)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		147,845		410,312
Cash and cash equivalents at the beginning of the year		1,000,155		589,843
Cash and cash equivalents at the end of the year		1,148,000		1,000,155
Reconciliation of Cash and cash equivalents with the Balance Sheet:		-		
Cash and cash equivalents as per Balance Sheet (Refer Note 1.10)		1,148,000		1,000,155
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 *Cash Flow Statements*		-		-
Net Cash and cash equivalents (as defined in AS 3 *Cash Flow Statements*)		1,148,000		1,000,155
Cash and cash equivalents at the end of the year *		1,148,000		1,000,155
* Comprises:				
(a) Cash on hand		22,658		52
(b) Cheques, drafts on hand		-		-
(c) Balances with banks				
In Deposit accounts		-		950,000
In current accounts		1,125,342		50,103
		1,148,000		1,000,155

Notes:

(i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.

(ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.

See accompanying notes forming part of the financial statements

As per our report of even date

For and on behalf of Board of Directors

Tembey & Mhatre
Chartered Accountants
FR. No. 116359W

(Shrikant B. Tembey)
Partner
M.No. 033787

Place: Mumbai
Dated: 29th May 2015

Amit R Dalmia
Chairman
(DIN 00210919)

Ashok M Bhawnani
Director
(DIN 00058344)

Narendra Kumar Dalmia
Managing Director
(DIN 00071559)

Anuja More
Company Secretary
(M. No. A35944)

NOTE – "3.1"

FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2015

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting:

The financial statements have been prepared on the basis of historical costs under the accrual system of accounting and applicable Accounting Standards notified by the Companies (Accounts) Rules 2014 and the relevant provisions of the Companies Act, 2013

2. Valuation of Inventories:

Inventories are valued at Lower of Cost and Net Realisable Value. Cost comprises all cost of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition. The cost is arrived at on First In First Out (FIFO) basis. Due allowance is estimated and made for defective and obsolete items, wherever considered necessary.

3. Investments:

Long Term Investments are stated at cost; where there is a decline, other than temporary, the resultant reduction in carrying amount is charged to the Profit and Loss Statement.

4. Fixed Assets:

a. Fixed Assets are capitalised at cost (Net of refundable duties) inclusive of all expenses relating to the acquisition and installation of fixed assets and include borrowing costs attributable to such assets, upto the date the asset is put to use.

b. Fixed Assets except Freehold Land are valued at cost less depreciation. Freehold Land is shown at its Original Cost.

c. Impairment Loss is provided to the extent the carrying amount of assets exceeds their recoverable amount. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

5. Borrowing Costs:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the Profit and Loss Account in the year in which they are incurred.

6. Depreciation:

a. Except for items on which 100% depreciation rates are applicable, depreciation is provided on Straight Line Method on ***pro-rata*** basis as under:

i. In respect of Fixed Assets existing as at 1st April 2014 hereinafter referred to as "effective date" being date on which Schedule II of the Companies Act 2013 came into force:

The useful life of the asset is considered as provided in Schedule II to the Companies Act 2013. From the life of the asset as computed above, the number of years (part of the year is considered full for this purpose) for which the asset was in existence prior to the effective date was reduced and balance life in years ascertained. The net asset value as on the effective date after adjusting for residual value was divided by the balance useful life in years of the asset and depreciation per year is arrived at.

In respect of office unit, the useful life is considered from the year in which the occupation certificate was issued by the relevant authorities and not from the year of purchase.

ii. In respect of Fixed Assets acquired/constructed after 1st April 2014:

Depreciation is provided after taking into account useful lives of such assets in accordance with Schedule II of the Companies Act 2013

7. Foreign Currency Transactions:

a. Foreign currency transactions are recorded at the conversion rates prevailing on the date of transactions.

b. The exchange differences arising on the settlement of transactions are recognised as the gains or losses in the period in which they arise.

c. Monetary assets and liabilities in foreign currency, which are outstanding at the year end, are translated at the year end closing exchange rate and the resultant exchange differences are recognized in the Profit and Loss Statement.

8. Revenue Recognition:

Revenue from sale of goods is recognized when the significant risks and rewards of ownership of goods are passed to the buyer. Dividends are recorded when the right to receive payment is established. Interest Income is recognized on time proportion basis. Rent and service receipts are accounted for on accrual basis in term of agreement with parties except in cases where ultimate collection is considered doubtful.

9. Employee Benefits:

a. The Company's Contribution in respect of Provident Fund is charged to the Profit and Loss Statement;

b. Provision for Gratuity to employees and Leave Encashment are charged to the Profit and Loss Statement on the basis of actuarial valuation.

10. Leases:

a. Assets Leased out are charged to depreciation as per Accounting Standard 6 issued by the Institute of Chartered Accountants of India.

b. Lease Income is recognized in Profit and Loss Statement on accrual basis.

11. Taxation:

a. In accordance with Accounting Standard 22 – Accounting for Taxes on Income (AS-22), notified by the Companies (Accounts) Rules, 2014, the deferred tax for timing differences is accounted for using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

b. Deferred tax assets arising from timing differences are recognised only on consideration of prudence.

12. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when the Company has a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits would be required to settle the obligation, and in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimates required to settle the obligation at the balance sheet date. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimates. A contingent liability is disclosed if the possibility of an outflow of resources embodying the economic benefits is remote or a reliable estimate of the amount of obligation cannot be made.Contingent Assets are neither recognized nor disclosed in the financial statements.

NOTE – "3.2"

FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS

			2014-15 ₹	2013-14 ₹
1.	A.	Contingent Liabilities not provided for in respect of: Liability in respect of a award of the Labour Court which has been deposited in court pending disposal of the case	**192,000**	192,000
	B.	Corporate guarantees given by the Company to ICICI Bank Ltd., for securing credit facilities given by the said bank to the Joint Venture Company namely Strata Geosystems (India) Private Limited. (Refer Note 2.below)	**NIL**	210,000,000
	C.	The Joint Commissioner, Central Excise & Customs, Daman vide order dated 10th January, 2008 ordered the Company to pay a demand of ₹ 8,77,243/- on account of cenvat credit availed on certain fixed assets which were disposed off during 2005-06. The Joint Commissioner has also ordered the Company to pay interest thereon. The Joint Commissioner has also levied penalty of ₹ 8,77,243/- on the Company. The Company had disputed the above and an appeal was filed against the above order, which has been disposed off in favour of the Company during 2008-09. The Department went in appeal against the above after the time-limit and the appeal was admitted in the past. The honourable acting Chief Justice Mr. Vijay Manohar Sahai and Honourable Mr. Justice R.P. Dholaria of the High Court of Gujarat, vide order dated 12th January 2015, have dismissed the appeal (preferred by the department) for want of territorial jurisdiction.	**NIL**	1,754,486 (interest not quantifiable)

2. The Joint Venture Company, viz. Strata Geosystems (India) Private Limited has secured in the past credit facilities with ICICI Bank Limited to the tune of ₹ 21 Crores. The Company had then issued corporate guarantees of ₹ 21.00 Crores during 2011-12 to ICICI Bank Ltd to secure the above credit facilities sanctioned to the Joint Venture Company referred above . The said guarantees are within the limit of ₹ 50 Crores approved by the shareholders of the Company under section 180(1)(C) of the Companies Act, 2013 on September 11, 2014. The above guarantees were also secured by deposit of title deeds of Unit No 317 & 319 at Tantia Jogani Industrial Premises, J. R. Boricha Marg, Lower Parel, Mumbai.

   During 2014-15, post payment of entire outstanding, by Strata Geosystems (India) Private Limited, to ICICI Bank Limited, ICICI Bank limited has released the Corporate Guarantee vide their letter dated 23rd January 2015. Further ICICI Bank Limited has also released charge on Unit No 317 & 319 of Tantia Jogani Industrial Premises, J R Boricha Marg, Lower Parel, Mumbai. Company has since filed the necessary forms with Registrar of Companies and obtained satisfaction of Charge.

3. Apart from the limited trading activities, the management has also leased out part of the Mumbai office premises at Tantia Jogani Industrial Premises, J. R. Boricha Marg, Lower Parel, Mumbai – 11.

4. ADDITIONAL INFORMATION REQUIRED UNDER PARA VIII OF PART II OF SCHEDULE III OF THE COMPANIES ACT, 2013:

		2014-15 ₹	2013-14 ₹
I	C.I.F. Value of Imports:		
	a. Raw Materials	**Nil**	Nil
	b. Components and Spare-parts	**Nil**	Nil
	c. Capital Goods	**Nil**	Nil
II.	Expenditure in Foreign Currency on account of		
	a) Royalty	**Nil**	Nil
	b) Knowhow	**Nil**	Nil
	c) Professional and Consultation Fees	**Nil**	Nil
	d) Interest	**Nil**	Nil
	e) Other Matters	**Nil**	Nil

III.	Value of Raw Materials, Spare Parts and Components consumed during the financial year				
		2014-15		2013-14	
		%	**Value (₹)**	%	Value (₹)
	Imported	**Nil**	**Nil**	Nil	Nil
	Indigenous	**Nil**	**Nil**	Nil	Nil
		Nil	**Nil**	Nil	Nil

		2014-15	2013-14
IV.	a) amount remitted during the year in foreign currencies on account of dividend	**Nil**	Nil
	b) Total Number of Non-Resident Share Holders	**5**	8
	c) Total Number of Shares Held by Non-Resident Share Holders on which Dividend is due	**Nil**	Nil
V.	Earnings in Foreign Exchange		
	a) Export of Goods calculated on FOB Basis	**Nil**	Nil
	b) Royalty, Knowhow, Professional and Consultation Fees	**Nil**	Nil
	c) Interest and Dividend	**Nil**	Nil
	d) Other Income	**Nil**	Nil

5. Related Party Transactions

a. List of Related Parties and Nature of Relationship

List of related parties	Related Entity	Nature of Relationship
Mr. Amit R Dalmia *Chairman*	Creative Global Services Pvt. Ltd.,	Director
	Viaton Energy Pvt. Ltd.,	Director
	Viaton Infrastructures Pvt. Ltd.,	Director
	Encompass Design India Pvt Ltd.,	Director and Member
	Talenttube Entertainment Pvt. Ltd.,	Director
	21 Trends India Pvt. Ltd.,	Member
Mr. Narendra Kumar Dalmia *Managing Director*	Strata Geosystems (India) Pvt Ltd.,	Director and Member
	Saanwaria Polyesters Pvt Ltd..,	Director and Member
Mr. Ashok M Bhawnani *Director*	Strata Geosystems (India) Pvt Ltd	Director and Member
	Sun-N-Sand Hotels Pvt. Ltd.,	Director
Ms. Geeta Pardiwalla *Director*	Nicetrends Jewels Pvt. Ltd.,	Director
Mr. Durgaprasad S Sabnis *Director*	Lex Firmus	Proprietor
	Unisource Legal Associates	Partner
Mr. J Ramakrishnan *Director*	Strata Geosystems (India) Pvt. Ltd.	GM Finance & Taxation
Strata Geosystems (India) Pvt. Ltd.	Strata Geosystems (India) Pvt. Ltd.	Joint Venture Company

b. Transactions with M/s. Strata Geosystems (India) Private Limited:

Transaction	Opening Balance as at April 1, 2014 ₹	Amount Invested During the year ₹	Amount dis-invested during the year ₹	Closing Balance As at March 31, 2015 ₹
Investments in Share Capital	29,330,880 (29,330,880)	Nil (Nil)	Nil (Nil)	29,330,880 (29,330,880)
	Opening Balance as at April 1, 2014 ₹	**Guarantees Issued During the year**	**Guarantees annulled during the year**	**Closing Balance As at March 31, 2015 ₹**
Corporate Guarantees	210,000,000 (210,000,000)	Nil (Nil)	(210,000,000) (Nil)	NIL (210,000,000)
Other Transactions with M/s Strata Geosystems (India) Private Limited				**Rupees**
License Fees received for use of premises / amenities				2,502,900 (2,472,000)
Reimbursement for expenses				86,833 (26,967)

Note: *Figures in brackets are for previous year.*

6. Taxation:

Deferred Taxation:

Deferred Tax Liability on account of:			
	Deferred Tax Balance As at March 31, 2014 ₹	**Charge / (Credit) during the year** ₹	**Deferred Tax Balance As at March 31, 2015** ₹
Depreciation	128,338	(71,959)	56,379
	128,338	**(71,959)**	**56,379**
Deferred Tax Assets on account of:			
a) Unabsorbed Depreciation (Restricted in view of losses)	(128,338)	71,959	(56,379)
b) Brought forward Business Loss	NIL	NIL	NIL
	(128,338)	**71,959***	**(56,379)**
Net Deferred Tax Liability / (Assets)	**NIL**	**(NIL)**	**NIL**

* No depreciation has been claimed in Income-Tax on certain leased out Fixed Assets. Company has recognised Deferred Tax Assets on unabsorbed depreciation to the extent of Deferred Tax Liability.

7. Segment Reporting:

The operation of the Company represents only one business segment, viz. 'Trading in Textiles'. Accordingly, all earnings, assets and liabilities relate to this activity only and there is no separate Segment.

8. The Company has a 29.50% equity interest in a Jointly Controlled Entity- M/s. Strata Geosystems (India) Private Limited. ("Strata"). The Company has made an investment into Strata's Equity Capital and will from time to time commit other resources, as may be necessary, based on Strata's business plan.

In accordance with the requirements of Accounting Standard on Financial Reporting of Interest in Joint Ventures (AS-27) notified by the Companies (Accounts) Rules, 2014, the interest in the jointly controlled entity has been accounted for as an Investment in accordance with Accounting Standard (AS) 13, Accounting for Investments and has been reflected under investments – Note 1.7 to the Balance Sheet.

In compliance with Accounting Standard 27 – 'Financial Reporting of Interests in Joint Venture' – AS(27), notified by the Companies (Accounts) Rules, 2014 the Company has interest in the following jointly controlled entity.

(₹)

Name of the Company	Country of Incorporation	Holding (%)	Amount of Interest based on the Provisional Accounts as certified by the Directors for the year ended March 31, 2015			
			Assets	Liabilities	Income	Expenditure
Strata Geosystems (India) Pvt. Ltd.	India	29.50 (29.50)	163,432,131 (144,729,022)	80,890,350 (81,345,937)	269,612,831 (188,362,218)	240,056,628 (177,863,889)

9. Disclosure as required by Accounting Standard 19, "Leases" (AS-19), notified by the Companies (Accounts) Rules, 2014, are given below:

a. Where the Company is a lessor:

i. Details in respect of assets given on operating lease:

	Gross block as at March 31, 2015 ₹	Accumulated depreciation as at March 31, 2015 ₹	Depreciation (Corresponding to period of lease rentals) ₹
Building, Electrical Installation, Furniture and Fixtures, Office and Other Equipment	23,513,303 (23,513,303)	3,370,542 (2,209,250)	1,161,292 (470,089)

i. Licence Fee of ₹ 25,02,900/- (Previous Year ₹ 24,72,000/-) received from temporary user is recognized in the Profit and Loss Statement.

10. Earning Per Share

Earning per share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The numbers used in calculating basic and diluted earning per equity share are as stated below:

		As at March 31, 2015	As at March 31, 2014
Profit before Taxation and Prior Period Items	₹	88,990	1,518,685
Profit after Taxation and Prior Period Items	₹	360,671	1,675,120
Weighted average number of shares	Nos.	4,204,100	4,204,100
Earning per share before exceptional items (Basic and Diluted)	₹	0.09	0.40
Earning per share (Basic and Diluted)	₹	0.09	0.40
Face value per share	₹	10	10

11. The figures of the previous year have been regrouped / reclassified, wherever necessary, to conform to the current year's presentation.

As per our report of even date

Tembey & Mhatre
Chartered Accountants
FR. No. 116359W

(Shrikant B. Tembey)
Partner
M.No. 033787

Place: Mumbai
Dated: 29th May 2015

For and on behalf of Board of Directors

Amit R Dalmia
Chairman
(DIN 00210919)

Narendra Kumar Dalmia
Managing Director
(DIN 00071559)

Ashok M Bhawnani
Director
(DIN 00058344)

Anuja More
Company Secretary
(M. No. A35944)

OMNITEX INDUSTRIES (INDIA) LIMITED

CIN L17100MH1987PLC042391

Regd. Office: 317, Tantia Jogani Industrial Premises, 3rd Floor, J. R. Boricha Marg, Lower Parel, Mumbai - 400 011.

ATTENDANCE SLIP

(To be presented at the entrance)

Regd. Folio No. /Client ID No. _____ No. of shares held _____

DP ID No. _____

I/we certify that I am a Member/Proxy for the member of the Company.

I/we hereby record my/our presence at the TWENTY NINETH ANNUAL GENERAL MEETING of the Company held at "Hall of Quest", Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400 018 on Friday, the 11th September, 2015, at 10.00 a.m.

Member's/ Proxy's name in BLOCK Letters Signature of Member/Proxy

NOTE: Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting.

Members are requested to bring their copy of the Annual Report to the meeting.

TEAR HERE

OMNITEX INDUSTRIES (INDIA) LIMITED

CIN L17100MH1987PLC042391

Regd. Office: 317, Tantia Jogani Industrial Premises, 3rd Floor, J. R. Boricha Marg, Lower Parel, Mumbai - 400 011.

PROXY FORM - 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./ Client ID No.*.....

DP ID No.* .....

I / We, being the member(s) holding_____ Equity Shares of Omnitex Industries (India) Limited, hereby appoint

1. Name : ……
   Address : ……
   E-mail Id : ……
   Signature : _____, or failing him / her
2. Name : ……
   Address : ……
   E-mail Id : ……
   Signature : _____, or failing him / her
3. Name : ……
   Address : ……
   E-mail Id : ……
   Signature : _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **29th Annual General Meeting** of the Company, to be held on Friday, the 11th September, 2015, at 10.00 a.m. at "Hall of Quest", Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400 018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
Ordinary Business			
1.	Consider and adopt the Audited Financial Statement, Reports of the Board of Directors and Auditors		
2.	Re-appointment of Mr. Durgaprasad S. Sabnis, who retires by rotation, as Director.		
3.	Ratification of Re-appointment of Auditors and fixing their remuneration		
Special Business			
4.	Appointment of Mr. Ashok M. Bhawanani as Director of the Company		
5.	Appointment of Mr. Narendra Kumar Dalmia as Director of the Company		
6.	Appointment of Mr. Narendra Kumar Dalmia as Managing Director of the Company		

Signed this ..... day of..... 2015.

Affix Revenue Stamp

Signature of Shareholder

Signature of Proxy holder(s)

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.

If undelivered, please return to :

Omnitex Industries (India) Limited
317-319, Tantia Jogani Industrial Premises, 3rd Floor,
J. R. Boricha Marg, Lower Parel, Mumbai - 400 011.

CRYSTAL (022) 6614 0900 • Info@crystalforms.com