



## A. K. SPINTEX LIMITED

Regd. Off. & Works : 14th K.M. Stone, Chittorgarh Road

Village : Biliya Kalan, BHILWARA - 311 001 (Raj.)

Ph.: +91-1482-249002, 249003, 249004

Fax : +91-1482-249007

E-mail: [akspintex@gmail.com](mailto:akspintex@gmail.com)

CIN: L17117RJ1994PLC008916

Oct, 04, 2017

To,  
The General Manager  
DCS-CRD  
Bombay Exchange Ltd.  
Rotunda Building  
P.J. Tower, Dalal Street, Fort  
MUMBAI - 400001

online filing at [listing.bseindia.com](http://listing.bseindia.com)

**BSE SCRIP: 539300**

**Sub: Submission of Annual Report for the year ended 31<sup>st</sup> March, 2017 under Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

Dear Sir,

We are pleased to submit 23<sup>rd</sup> Annual Report for the year 2016-17 of the company containing the Balance Sheet as at 31<sup>st</sup> March, 2017, and the Statement of Profit & Loss and Cash Flow for the year ended 31<sup>st</sup> march, 2017 and the Board Report along with Corporate Governance Report and Auditor's Report on the date and its annexure being send to the members of the company by email/ physical copy, as may be required.

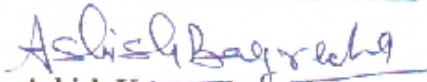
Kindly note that Annual Report is approved by the members of the company in the Annual General meeting of the company held on Friday 29<sup>th</sup> September, 2017 at 11:00 A.M.

You are requested to please take on record the above said document of the company for your reference and further needful.

Thanking You

Yours faithfully

For: A.K. SPINTEX LIMITED



Ashish Kumar Bagrecha  
Company Secretary &  
Compliance Officer



**TWENTY THIRD ANNUAL REPORT**

**2016-2017**



**A. K. SPINTEX LIMITED**

**A.K. SPINTEX LIMITED.**

**2016-2017**

***BOARD OF DIRECTORS***

- SHRI PRAKASH CHAND CHHABRA- MANAGING DIRECTOR
- SHRI TILOK CHAND CHHABRA- DIRECTOR
- SHRI SAURABH CHHABRA- DIRECTOR
- SHRI SNADEEP HINGER –INDEPENDENT DIRECTOR
- SHRI PRAVEEN KUMAR KOTHARI –INDEPENDENT DIRECTOR
- SMT DIVYA Praveen kothari- INDEPENDENT DIRECTOR (WOMAN)

***SENIOR EXECUTIVES***

SHRI DINESH PORWAL - GENERAL MANAGER (FINANCE)  
SHRI ARUN SINGH - GENERAL MANAGER (TECH.)

***COMPANY SECRETARY***  
**ASHISH KUMAR BAGRECHA**

***AUDITORS***

**O.P.DAD & CO.**  
**CHARTERED ACCOUNTANTS**  
**BALAJI COMPLEX, 1ST FLOOR,**  
**OPP. BADAL TALKIES**  
**PUR ROAD,**  
**BHILWARA-311 001**

***BANKERS***  
**UCO BANK**  
**NAGORI GARDEN BRANCH**  
**BHILWARA-311 001(Raj.)**

***REGISTERED OFFICE & WORKS***  
**14 KM. STONE, CHITTORGARH ROAD,**  
**BILIA KALAN,**  
**BHILWARA-311 001**  
**[RAJASTHAN]**

# **A.K. SPINTEX LIMITED, BHILWARA**

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## NOTICE TO THE MEMBERS

NOTICE is hereby given that the **TWENTY THIRD ANNUAL GENERAL MEETING** of **A.K. SPINTEX LIMITED** will be held at its registered office at **14 K.M. Stone, Chittorgarh Road, Biliya Kalan, BHILWARA-311001** on Friday, 29th September, 2017 at 11.00 A.M. to transact the following business.

### ORDINARY BUSINESS

1. To receive considers and adopts the audited statement of accounts of the Company for the year ended 31st March, 2017, together with reports of the Directors and Auditor's thereon.
2. To appoint a director in place of Shri Sourabh Chhabra (Din: 00488493) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible offer himself for reappointment.
3. To appoint statutory auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 139, 140 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and auditors) Rules, 2014 as may be applicable and pursuant to the recommendations of the Audit Committee, M/s Abhishek Dad & Associates, Chartered Accountants, (Firm Registration No. 014438C), be appointed as statutory auditors of the company, in place of retiring auditors M/s O.P Dad & Company, Chartered Accountants, (Firm Registration No. 002330C) to hold office from the conclusion of this 23<sup>rd</sup> annual general meeting to be held in the year 2017 until the conclusion of the 28<sup>th</sup> Annual General Meeting, subject to ratification by members every year, as applicable, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between Board of Directors of the Company and the Auditor."

#### 4. TO INCREASE THE AUTHORISED SHARE CAPITAL

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

**"RESOLVED THAT** pursuant to Sections 61(1)(a) and 64(1)(a) of the Companies Act, 2013, and the relevant rules formed thereunder and in accordance with the provisions of the Articles of Association of the Company, the authorized share capital of the Company be and is hereby increased from Rs. 10,00,00,000 (Rupees Ten corer) divided into 1,00,00,000 (One Corer) equity shares of Rs.10 each (Rupee Ten) to Rs. 12,50,00,000 (Rupees Twelve corer fifty lakhs) divided into 1,25,00,000 (One Corer Twenty Five Lakh) equity shares of Rs. 10 each (Rupees Ten).

**RESOLVED FURTHER THAT** the new equity shares shall rank paripassu with the existing shares."

**" FURTHER RESOLVED THAT** Board Of Directors of the Company be and is hereby authorize to do all such acts, deeds, things as may be necessary to give effect to above resolution.

5. TO AMEND THE MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT in order to reflect the increase in authorized share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, the consent of members of the company be and is hereby accorded to amend the existing Clause V (a) of Memorandum of Association of the Company with the following:

V. The Authorized Share Capital of the Company is Rs. 12, 50, 00,000/- (Rupees twelve Corer fifty lakhs) divided into 1, 25, 00,000 equity shares of Rs.10 each (Rupees Ten).”

**Registered Office:**

14<sup>th</sup> Km. Stone, Chittorgarh Road,  
Bilia Kalan, Bilwara – 311001.

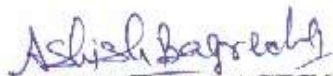
**PLACE: BHILWARA**

**DATE: 30.05.2017**

**BY ORDER OF THE BOARD OF DIRECTORS**



**(P. C. CHILABRA)  
MANAGING DIRECTOR**



**(ASHISH KUMAR BAGRECA)  
COMPANY SECRETARY**

## Notes

1. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote (on poll) instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. An Explanatory Statement on the business to be transacted at the meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 22.09.2017 to 30.09.2017 (both days inclusive).
4. Members/Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the Meeting and also the Attendance Slips duly filled in for attending the meeting.
5. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least 7 days before the date of the meeting so as to enable the management to keep the information ready
6. The Members are requested to:
  - a) Intimate changes, if any, in their registered addresses immediately.
  - b) Quote their ledger folio number in all their correspondence.
  - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
  - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
  - e) Send their Email address to us for prompt communication and update the same with their D.P. to receive softcopy of the Annual Report of the Company.
1. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Directors.
2. Members seeking any information are requested to write to the Company by email at [akspintex@gmail.com](mailto:akspintex@gmail.com) at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
3. Members are requested to notify immediately any change in their address and E – Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at Beetal Financial & Computer Services (P) Ltd., Beetal House, 3<sup>rd</sup> floor, 99 Madangir, Behind Local Shopping center, Near Dada Harsukhads Mandir, New delhi-110062
4. Electronic copy of the Annual report is being sent to the members whose email IDs are registered with the Company/Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual report s being sent in the permitted mode.
5. Members may also note that the Annual Report for FY 2016-17 will also available for downloading on Company's website [www.akspintex.com](http://www.akspintex.com).
6. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting needs to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.

-7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Saturday, between 11:00 A.M and 1:00 P.M up to the date of the meeting.

**8. Voting through electronic means**

- i. The e-voting period begins on Tuesday September 26, 2017 from 10.00 A.M. Upto Thursday, 4.00 P.M. September 28, 2017 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22/09/2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iii. Click on "Shareholders" tab.
- iv. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- v. Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
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.
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. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <company name> on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Institutional Shareholders:

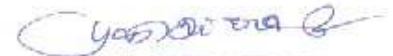
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**BY ORDER OF THE BOARD OF DIRECTOR**

**PLACE: BHILWARA**

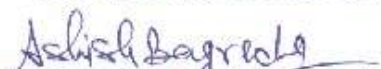
**DATE: 30.05.2017**



**(P. C. CHHABRA)**

**Din No-001556331**

**MANAGING DIRECTOR**



**(ASHISH KUMAR BAGRECHA)**  
**COMPANY SECRETARY**

## Management Discussion and Analysis Report

### Industry Structure and development

Fabric Processing (Textile Industry) development continues to be the thrust area and the government is committed to focus and spend on Textile industry development in the country. Large and long term investments and new global players are expected to enter the Fabric processing industry as there is huge potential for the Textile industry development in the country. There are various factors which act as strong drivers for long term sustainable real estate demand in India such as:

- Continued economic growth;
- Trend change in clothing;
- Young working population
- Rising disposable income;
- Increase Modernization;

### Opportunities, Threat and Outlook

The Textile Sector in India has undergone rapid changes in the past few years. Bhilwara is known as textile city due to infrastructure and environment fabric processing industry have good opportunity changes in preference and choice of young generation also provide opportunity. New competitors have entered the core area of our operations in recent times. The fight for the market share has intensified with growing competition. This, combined with substantial increase in costs of inputs has neutralized the impact of Government's positive policies for Textile sectors. Most of the new players, who have come in with the support of large business groups, have the financial strength to sustain large scale investments. These players continue to propel the competition with improved quality of products and services.

### Product Wise Performance

AKSL is one of the leading Process House for Processing of Polyester Fabric and Cotton Fabric in india. The Company provides quality processing with complete satisfaction.

To improve the operational and financial performance the company has:

- Implemented various energy-savings initiatives.
- Introduced new, high value techniques for fabric processing.

### Risks and concerns

The company is continuously evaluating the risks of getting into areas where it has no exposure earlier, as compared to the risk of continuing to operate in an overcrowded, matured market uniformity in the regulatory environment concerning the fabric processing (Textile industry) also the availability of quality manpower, market research models and reliable database on industry are concerns that need to be addressed for attracting FDI inflows in the industry.

### Compliance

The level of compliance is increasing day by day and any default can attract penal provisions. Your company is regularly monitoring and reviews the changes in regulatory framework and also monitoring its compliance mechanism so as to ensure that instances of non-compliance do not occur.

### **Internal Control System**

The Company has adequate internal control procedure and systems. Internal control system plays a great role in achieving the targets of any organization. Your Company gives top priority to establish a capable internal control system. The present internal control system of the Company is capable of facing the challenges and threats arising from the outside environment.

The Company's internal control system aims to ensure that:

- Laws and regulations are complied with;
- The instructions and directions issued by the Board and Management are complied and implemented.
- The Company's internal processes are functioning correctly, particularly those implicating the security of its assets;
- Financial information is reliable and generally, contributes to the control over its activities, to the efficiency of its operations and to the efficient utilization of its resources.
- To prevent fraud, irregularity, misappropriation of Company's resources and early detection thereof.
- The internal controls are periodically reviewed by the Audit Committee to ensure their effectiveness and adequacy.

### **Human Resources**

The Company believes that the human capital is the key engine for its growth and competitiveness. It continues to focus on HR practices, systems and people development initiatives that encourage continuous learning on the job and meritocracy and which enhance the organization's capability. The Company's objective going forward would be to nurture and harness core management teams and explore outsourcing which will enable us to enhance management bandwidth and focus. In this direction we have already successfully outsourced our construction activities to "best-in-class" contractors for all our current and upcoming projects. The changing business scenario necessitates continuous development of employees in terms of skills and competencies in line with the Company's requirements.

### **Risk management**

Risk management is the identification, assessment and taking pro-active measures to face the impact of various risks. Risks may arise from uncertainty in financial markets, project failures, legal liabilities, credit risk, accidents, natural causes and disasters etc. The Company has adopted appropriate procedure and policies to safeguard the company against business and other risk to mitigate its impact to the extent possible. The Risk management plans & policies are periodically monitored, reviewed and evaluated and updated from time to time.

### **Cautionary Statement**

The Management Discussion and Analysis contains certain forward looking statements. These statements pertain to the Company's future business prospects and business profitability, which are subject to a number of risks and uncertainties and the actual results could materially differ from the forward looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties, fluctuations in earnings, our ability to manage growth, competition, economic growth in India, ability to attract and retain highly skilled professionals, time and cost over runs on contracts, government policies and actions with respect to investments, Fiscal deficits, regulation etc. and other factors which cannot be anticipated.

## DIRECTORS' REPORT

To,  
The Members

Your Directors have pleasure in presenting their 23<sup>rd</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2017.

### FINANCIAL SUMMARY

<b>Financial Results</b>	<b>2016-2017</b>	<b>2015-2016</b>
<b>Turnover</b>	<b>5294.34</b>	<b>5240.94</b>
Operating Profit before interest, depreciation & tax	596.72	628.76
Less: Interest	76.99	129.77
<b>Profit Before Depreciation &amp; Tax</b>	<b>519.73</b>	<b>498.99</b>
Less : Depreciation	209.90	190.29
<b>Profit Before tax</b>	<b>309.83</b>	<b>308.70</b>
Less: Income Tax (Current)	70.09	113.96
<b>Profit after tax</b>	<b>239.74</b>	<b>194.74</b>
<b>LESS: MAT Credit Entitlement</b>	<b>-</b>	<b>-</b>
ADD: Deferred Tax (Current)	(29.70)	(2.00)
Profit after provision for deferred tax	210.04	192.74
Add: Balance brought forward	727.47	519.73
<b>Balance carried to Balance Sheet</b>	<b>937.51</b>	<b>712.47</b>

### FINANCIAL HIGHLIGHTS AND OPERATION

The Key highlights pertaining to the business of the company for the year 2016-17 and period subsequent there to have been given hereunder:

- In view of the result for the financial year company turnover has been increase and profit is increase remarkably. company has been performed very well in this year and Board of directors are hopeful that they will increase the turn over as well as profit even in this recession and stiff competition in the processing sector. The directors are fully hopeful to achieve better results in future years.
- Company has taken the expansion in this year by adding an imported Set Brushing (Sueding) Machine for better finishing.

## **DIVIDEND**

With a view to provide a cushion for any financial contingencies in the future and to strengthen the financial position of the Company, your Directors have decided not to recommend any dividend for the period under review.

## **POLLUTION CONTROL**

Your directors have pleasure to report that they going to install three stages Effluent Treatment Unit with Reverse Osmosis and Effluent Evaporation Plant which is very important for pollution control measures. And at present in water crisis problem it is very helpful and necessary for us. Our new ETP and to be installed R.O. System is a complete solution of water pollution.

## **DISCLOSURE OF PARTICULARS**

Information under Sub Section (3) (m) of Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 and Information as per Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 relating to conservation of energy, technology absorption, foreign exchange earnings and outgo are given in Annexure forming part of this report.

## **LISTING OF SHARES**

The Shares of the Company are listed in the following Stock Exchanges:-

Bombay Stock Exchange Ltd. Bomaby

Listing fee has already been paid to the Stock Exchange for the year 2016-2017 in time.

## **DIRECTORS**

In accordance with the Companies Act, 2013 Shri Sourabh Chhabra, director of the company will retire at the forthcoming Annual General Meeting but being eligible offers themselves for reappointment.

## **PUBLIC DEPOSIT**

The Company has not accepted any fixed deposit from the public within the meaning of Section 73 &76 of the Companies Act, 2013.

## **APPOINTMENT OF SHARE TRANSFER AGENT**

Company has been appointed SEBI Registered Beetal Financial & Computer Services (P) Ltd. New Delhi, as Transfer agent for transfer of shares

## **DEMAT OF SHARES**

Company has been made an arrangement with NSDL and CDSL to convert physical shares into Demat form. So member can convert his/her Shares in to demat form.

## **RESERVES**

Your Directors propose to carry Rs. 2.10 Crore /- being the profit for the current year to the Balance Sheet during the financial year ended March 31, 2017.

## **CAPITAL STRUCTURE**

There is no change in the authorized and paid up share capital of the company during the year.

The Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten crore only) divided into 1 Crore equity shares of Rs. 10/- each

The Paid up share capital of the Company is Rs. 5,03,17,500 only) divided into 50,31,750) equity shares of Rs. 10/- each

## **INDUSTRY SCENARIO AND STATE OF COMPANY'S AFFAIRS**

Your company is Public Limited companies engaged, inter-alia, in the area of ManMade Fabric headquartered at Bhilwara (Raj.), India and not have any subsidiary company.

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

There is no change in the nature of the business of the Company during the year.

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

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

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

No significant and material orders were passed by the regulators or courts or tribunals which affect the going concern status and future operation of the Company.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

### **1. Executive Directors and KMPs:**

- (i) At the Annual General Meeting (AGM) of the Company held on September 30<sup>th</sup> 2016, the Members had re-appointed Mr. Tilok Chand Chhabra (DIN: 00167401) as director of the Company.
- (ii) Mr. Sourabh Chhabra (DIN: 00488493) director is liable to retire by rotation and being eligible offer himself for re-appointment as director of the Company.

### **2. Independent Directors:**

- (i) Mr. Sandeep hinger (DIN: 06885495), Mr. Praveen Kumar Kothari (DIN: 06885503 ) and Smt.Divya Praveen kothari (DIN: 06885490) were appointed as the Independent Directors under the Companies Act, 2013 for a term of 5 years with effect from 30<sup>th</sup> May 2014.
- (ii) All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

### **3. Other Key Managerial Persons:**

The Board of Directors has appointed Mr. Dinesh Porwal as a CFO and Mr. Ashish Kumar Bagrecha as CS (ACS 34182) as required under section 203 of the Companies Act, 2013 on the recommendation of the Nomination & Remuneration Committee and designated them as the Key Managerial Personnel.

### **MEETINGS OF THE BOARD OF DIRECTORS**

The Board of Directors of the Company met 12 times during the year on 30<sup>th</sup> May, 2016, 25<sup>th</sup> June, 2016, 12<sup>th</sup> August, 2016, 16<sup>th</sup> August, 2016, 29<sup>th</sup> August, 2016, 22<sup>th</sup> September, 2016, 1<sup>st</sup> November, 2016, 4<sup>th</sup> November, 2016, 14<sup>th</sup> November, 2016, 16<sup>th</sup> December 2016, 18<sup>th</sup> January, 2017 and 13<sup>th</sup> February, 2017 in respect of which proper notices were given and the proceedings were properly recorded, signed and maintained in the Minutes book kept by the Company for the purpose. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

### **Board independence:**

Our definition of 'Independence' of Directors is derived from Clause 49 of the Listing Agreement with Stock Exchanges and Section 149(6) of the Companies Act, 2013. Based on the confirmation/disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent in terms of Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013:-

- (i) Mr. Sandeep hinger (DIN: 06885495)
- (ii) Mr. Paveen kumar Kothari (DIN: 06885503 )
- (iii) Smt. Divya Praveen Kothari (DIN: 06885490)

### **Annual evaluation by the Board:**

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings.
- ii. Quality of contribution to Board deliberations.
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance.
- iv. Providing perspectives and feedback going beyond information provided by the management.
- v. Commitment to shareholder and other stakeholder interests

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. Member of the Board not participated in the discussion of his/her evaluation.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013, it is hereby confirmed:

#### **Accounting Standards:-**

While preparing the annual accounts of the company for the year ended 31<sup>st</sup> March 2017 the applicable accounting standards had been followed along with proper explanations relating to material departures, if any.

#### **Accounting Policies:-**

The directors have selected such accounting policies and applied them consistently and reasonable and prudent judgment and estimates were made 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 that period.

#### **Preparation of accounts on a going concern basis:-**

The Annual accounts have been prepared on a going concern basis.

**Internal Financial Control:-**

The directors had laid down internal financial controls to be followed by the company and such internal financial control is adequate and operating well.

**Compliance:-**

The directors had devised proper system to ensure compliance with the provision of all applicable laws and that such system is adequate and operating effectively.

**COMMITTEES OF THE BOARD:**

During the year, in accordance with the Companies Act, 2013, the Board has the following 3 (Three) Committees as follows:

- (1) Audit Committee
- (2) Nomination and Remuneration Committee
- (3) Stakeholder Relationship committee

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH THE RELATED PARTIES**

Your Company has entered into transactions with the related parties, which are in its ordinary course of business and are carried out on an arm's length basis. the provisions of Section 188 related to Related Party Transaction are complied.

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

**AKSL CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

The Board of Directors has adopted the insider trading policy in accordance with requirement of SEBI (Prohibition of Insider Trading) Regulation, 2015 and applicable security laws. The insider trading policy of the company has lays down guidelines & procedures to be followed and disclosure will be made while dealing with shares of the company as well as the consequences of the violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standard of dealing in company security.

The policy is available on company website.

**DISCLOSURE OF REMUNERATION OF EMPLOYEES COVERED UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

None of the employee of your company, who was employed throughout the financial year, was in receipt of remuneration in aggregate of sixty lakh rupees or more or if employed for the part of the financial year was in receipt of remuneration of five lakh rupees or more per month.

**NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES**

At the end of the financial year under review none of the company have become or ceased to be subsidiaries, joint ventures or associate companies, and the Company has no subsidiary

**PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARY COMPANIES**

The Company has no subsidiary



## **AUDITORS**

### **Statutory Auditors**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, it is mandatory to rotate the M/s O.P. DAD & CO. CHARTERED ACCOUNTS statutory auditor on completion of the maximum term permitted under the said section. The audit committee of the Company has proposed and on 30/05/2017, the Board of Directors of the Company has recommended the appointment of M/s Abhishek Dad & Associates, Chartered Accountants (Firm Registration Number 014438C), as the statutory auditor of the Company. M/s Abhishek Dad & Associates, Chartered Accountants (Firm Registration Number 014438C) will hold office for a period of five consecutive years from the conclusion of ensuing annual general meeting of the Company schedule to be held on September 30, 2017 till the conclusion of the the Twenty Eight Annual General Meeting to be held in the year 2022, subject to approval of the shareholders of the Company.

### **Secretarial Auditors**

Anil Somani & Associates Practicing Company Secretary were appointed to conduct the secretarial audit of the company for F.Y. 2016-17, as required under section 204 of the companies act, 2013 and rules made there under. The Secretarial Audit Report in form **MR-3** for the financial year ended March 31, 2017 is annexed herewith marked as **Annexure II** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

### **AUDITORS' REPORT**

There is no qualification, reservation or adverse remarks or disclaimer made by the auditors in their report.

### **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

As per SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 the Auditor's Certificate on Corporate Governance is enclosed as Annexure to the Board Report, The Auditor's Certificate for F.Y. 2016-17 does not contain any qualification, reservation or adverse remarks or disclaimer made by the auditors in their report

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

The details forming part of the extract of the Annual Return in form **MGT-9** for the year ended 31<sup>st</sup> March, 2017 is annexed herewith as "**Annexure I**".

### **CORPORATE SOCIAL RESPONSIBILITY**

As per the provisions of Section 135 of the Companies Act, 2013, read with rules framed there under, every company including its holding or subsidiary and a foreign company, which fulfills the criteria specified in sub-section (1) of section 135 of the Act shall comply with the provisions of Section 135 of the Act and its rules.

Since the Company is not falling under any criteria specified in sub-section (1) of section 135 of the Act, your Company is not required to constitute a Corporate Social Responsibility ("CSR") Committee.



**Details of Guarantee / Security Provided:**

SL No	Date of providing security/guarantee	Details of recipient	Amount	Purpose for which the security/guarantee is proposed to be utilized by the recipient	Date of BR	Date of SR (if any)	Commission
Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**INTERNAL CONTROL SYSTEMS**

The Company's internal control systems are adequate and commensurate with the nature and size of the Company and it ensures:

- Timely and accurate financial reporting in accordance with applicable accounting standards.
- Optimum utilization, efficient monitoring, timely maintenance and safety of its assets.
- Compliance with applicable laws, regulations and management policies.

**HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

The Company is pleased to report that during the year under reporting, the industrial relations were cordial.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information in accordance with the provisions of Section 134 read with the Companies (Accounts) Rules, 2014 regarding conservation of energy, and technology absorption apply to your Company.

**FOREIGN EXCHANGE EARNINGS & OUTGO**

Value of Imports : Rs 71,21,408

Expenditure in Foreign Currency : Rs. 71,21,408

Value of Imported Raw Material : NIL

Foreign Exchange Earnings during the year: NIL

**DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

There was no case filled during the year, under the sexual harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Further Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace and made the necessary policies for safe and secure environment for women employee.

## INDUSTRIAL RELATION

Industrial relation remained cordial and peaceful during the year. Your Directors wish to place on record the appreciation for the devoted services rendered by the workers, staff and executives of the Company at all levels which have very much contributed to the efficient management of the Company's affairs and assistance.

## CORPORATE GOVERNANCE

Pursuant to Regulation 27 of the SEBI (LODR) 2015 with the stock exchanges, Corporate Governance Report and Auditor's Certificate regarding compliance of conditions of Corporate Governance are made a part of the annual Report.

## MANAGEMENT DISCUSSION & ANALYSIS REPORT

Pursuant to Clause 49(IV) (i) of the Listing Agreement: As part of the directors' report or as an addition thereto, a Management's Discussion and Analysis Report for the year is presented in a separate section forming part of the Annual Report.

## ACKNOWLEDGEMENT

The Directors would like to express their grateful appreciation for the assistance and co-operation received from customers, vendors, stakeholders, Central and State government Authorities and other business associates and bankers of the Company. Your Directors take this opportunity to thank all the employees for rendering high quality service to every constituent of the Company's customers. The employees have worked on principles of honesty, integrity, fair play and this has helped to ensure a sustained excellence in performance. Finally Directors would like to convey their gratitude to the members and look forward to their continued support.

### FOR AND ON BEHALF OF THE BOARD

PLACE: BHILWARA  
DATED: 30.05.2017

  
[P. C. CHHABRA]  
Din No-001556331  
MANAGING DIRECTOR

  
A.K. BAGRECHA  
COMPANY SECRETARY

  
[T.C. Chhabra]  
Din No-00167401  
DIRECTOR

  
Dinesh Porwal  
CHIEF FINANCIAL OFFICER

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2017**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.**

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L17117RJ1994PLC008916
2.	Registration Date	14.10.1994
3.	Name of the Company	A.K. SPINTEX LIMITED
4.	Category/Sub-category of the Company	LIMITED COMPANY
5.	Address of the Registered office & contact details	14 K.M. STONE BILIYA KALAN CHITTOR ROAD, BHILWARA-311001 RAJASTHAN
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Beetal Financial & Computer Services Pvt Ltd. Beetal House, 3rd Floor 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062 Phone- 91-11-2996 1281-83

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)**

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Fabric Processing	2650	100%
2	N.A.	N.A.	N.A.
3	N.A.	N.A.	N.A.

**III. II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)**

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	N.A.	N.A.	N.A.
2	N.A.	N.A.	N.A.
3	N.A.	N.A.	N.A.



a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	0	0	0	0	0	0	0	0	0
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	74056	2500	76556	1.52%	81477	2500	83977	1.52%	+0.15
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	72546	363200	435746	8.66%	94319	337850	432169	8.58%	-0.08

ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	1205556	26400	1231956	24.48%	1200827	26400	1227227	24.38%	-0.1
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	348	0	348	.0069%	0	0	0	0	-.0069
Trusts	0	0	0	0	0	0	0	0	0
Other Individual HUF	344	0	344	.0068%	1577	0	1577	.0313%	+.0312
Foreign Bodies - DR	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	<b>1352850</b>	<b>392100</b>	<b>1744950</b>	<b>34.68%</b>	<b>1378200</b>	<b>366750</b>	<b>1744950</b>	<b>34.68%</b>	<b>0.00</b>
Total Public Shareholding (B)=(B)(1) + (B)(2)	1352850	392100	1744950	34.68%	1378200	366750	1744950	34.68%	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>4639650</b>	<b>392100</b>	<b>5031750</b>	<b>100</b>	<b>4665000</b>	<b>366750</b>	<b>5031750</b>	<b>100</b>	<b>0.00</b>



B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year (01.04. 2016)			Shareholding at the end of the year (31.03.2017)			% change in shareholding 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	Sourabh Chhabra	255750	5.08%	0	255750	5.08%	0	0.00
2	Saroj Devi Chhabra	441000	8.76%	0	441000	8.76%	0	0.00
3	Tilok Chand Chhabra	454800	9.04%	0	454800	9.04%	0	0.00
4	Fashion Suitings Pvt. Ltd.	2135250	42.44%	0	2135250	42.44%	0	0.00
	<b>Total</b>	<b>3286800</b>	<b>65.32%</b>	<b>0</b>	<b>3286800</b>	<b>65.32%</b>	<b>0</b>	<b>0.00</b>

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

SN	Particulars	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
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	0	0	0	0
	At the end of the year	0	0	0	0

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

S N	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>At the beginning of the year</b>					
1.	L P KALYA	184275	3.66%	184275	3.66%
2.	SMT. KAMLA KALYA	143901	2.86%	143901	2.86%
3.	WRIDHI CHAND JAIN	130350	2.59%	130350	2.59%
4.	ASHISH KALYA	121650	2.41%	121650	2.41%
5.	RAHUL KALYA	118950	2.36%	118950	2.36%
6.	GULAB CHAND JAIN	84,150	1.67%	84,150	1.67%
7.	RAKESH MAHESHWARI	70000	1.39%	70000	1.39%
8.	NARBADA DEVI KABRA	64850	1.29%	64850	1.29%
9.	LIFESURE CONSULTANCY PVT.LTD.	66150	1.31%	66150	1.31%
10	KAUSHLIYA KABRA	50000	0.99%	50000	0.99%
<b>TOTAL</b>		<b>10,34,276</b>	<b>20.55%</b>	<b>10,34,276</b>	<b>20.55%</b>
Date wise increase/Decrease in shareholding during the year					
1.	L.P. KALYA (Decrease)	172	0.003%	172	0.003%
2.	KAMLA KALYA (Decrease)	2057	0.04%	2057	0.04%
3.	RAKESH MAHESHWARI (Decrease)	5150	0.10%	5150	0.10%
S N	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>At the End of the year</b>					
1.	L P KALYA	184103	3.66%	184275	3.66%
2.	SMT. KAMLA KALYA	141844	2.86%	143901	2.86%
3.	WRIDHI CHAND JAIN	130350	2.59%	130350	2.59%
4.	ASHISH KALYA	121650	2.41%	121650	2.41%
5.	RAHUL KALYA	118950	2.36%	118950	2.36%
6.	GULAB CHAND JAIN	84,150	1.67%	84,150	1.67%
7.	NARBADA DEVI KABRA	70000	1.39%	70000	1.39%
8.	RAKESH MAHESHWARI	64850	1.29%	64850	1.29%
9.	LIFESURE CONSULTANCY PVT LTD.	66150	1.31%	66150	1.31%
10	KAUSHLIYA KABRA	50000	0.99%	50000	0.99%
<b>TOTAL AT THE END OF YEAR</b>		<b>10,34,276</b>	<b>20.55%</b>	<b>10,34,276</b>	<b>20.55%</b>

**E) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>At the beginning of the year</b>				
1.	<b>Tilok Chand Chhabra</b>	454800	9.04%	454800	9.04%
2.	<b>Sourabh Chhabra</b>	255750	5.08%	255750	5.08%
3.	<b>Prakash Chand Chhabra Managing Director</b>	Nil	Nil	Nil	Nil
4.	<b>Ashish Kumar Bagrecha Company Secretary</b>	Nil	Nil	Nil	Nil
5.	<b>Dinesh Porwal CFO</b>	Nil	Nil	Nil	Nil
	<b>Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):</b>	N.A.	N.A.	N.A.	N.A.
	<b>At the end of the year</b>				
1.	<b>Tilok Chand Chhabra</b>	454800	9.04%	454800	9.04%
2.	<b>Sourabh Chhabra</b>	255750	5.08%	255750	5.08%
3.	<b>Prakash Chand Chhabra Managing Director</b>	Nil	Nil	Nil	Nil
4.	<b>Ashish Kumar Bagrecha Company Secretary</b>	Nil	Nil	Nil	Nil
5.	<b>Dinesh Porwal CFO</b>	Nil	Nil	Nil	Nil

F) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	90139524.49	13000000	0	103139524.49
ii) Interest due but not paid	78848.00	0	0	78848.00
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>90218372.49</b>	<b>13000000</b>	<b>0</b>	<b>1032118372.49</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	14993788	0	0	14993788
* Reduction	5615331	13000000	0	5615331
<b>Net Change</b>		<b>0</b>	<b>0</b>	<b>9378457</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	99596829.49	0	0	99596829.49
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>99596829.49</b>	<b>0</b>	<b>0</b>	<b>99596829.49</b>

#### **XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Prakash Chand Chhabra	
1	<b>Gross salary</b>		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	27,60,000	27,60,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	<b>Stock Option</b>	Nil	Nil
3	<b>Sweat Equity</b>	Nil	Nil
4	<b>Commission</b> - as % of profit - others, specify...	-	-
5	<b>Others, please specify</b>	-	-
	<b>Total (A)</b>	<b>27,60,000</b>	<b>27,60,000</b>
	<b>Ceiling as per the Act</b>		

**B. Remuneration to other directors**

SN.	Particulars of Remuneration	Name of Directors			Total Amount
		Sandeep Hinger	Praveen Kothari	Divya Praveen Kothari	
1	<b>Independent Directors</b>				
	Fee for attending board committee meetings	N.A.	N.A.	N.A.	N.A.
	Commission				
	Others, please specify				
	<b>Total (1)</b>	N.A.	N.A.	N.A.	N.A.
2	<b>Other Non-Executive Directors</b>				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	<b>Total (2)</b>	N.A.	N.A.	N.A.	N.A.
	<b>Total (B)=(1+2)</b>				
	<b>Total Managerial Remuneration</b>	N.A.	N.A.	N.A.	N.A.
	<b>Overall Ceiling as per the Act</b>				

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	<b>Gross salary</b>			0	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	265200	784427	1049627
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0		0	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	<b>Stock Option</b>	0		0	
3	<b>Sweat Equity</b>	0		0	
4	<b>Commission</b>	0		0	
	- as % of profit	0		0	
	others, specify...	0		0	
5	<b>Others, please specify</b>	0		0	
	<b>Total</b>	0	265200	784427	1049627

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

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
<b>B. DIRECTORS</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

Form No. MR-3

**SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017

[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,  
**A.K. SPINTEX LIMITED,**  
14 K.M. Stone, Chittor Road, Biliya Kalan,  
Bhilwara, Rajasthan-311001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **A.K. SPINTEX LIMITED**, (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliance's and expressing our opinion thereon.

**Management's Responsibility for Secretarial Compliance's**

The company's Management is responsible for preparation and maintenance of secretarial records and for devising proper system to ensure compliance with the provisions of applicable laws and regulations.

**Auditor's Responsibility**

My responsibility is to express an opinion on the Secretarial records, Standards, Procedures followed by the company with respect to Secretarial Compliance's.

I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion.

**Opinion**

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 **31<sup>st</sup> March, 2017** complied with the statutory provisions listed here-under 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 **31<sup>st</sup> March, 2017** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **N. A.**
- (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 since there is no action/ event in pursuance of said regulation)* **N.A.**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(not applicable since there is no action/ event in pursuance of said regulation)* **N.A.**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and *(not applicable since there is no action/ event in pursuance of said regulation)* **N.A.**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; *(not applicable since there is no action/ event in pursuance of said regulation)* **N.A.**
- (vi) The Environment (Protection) Act, 1986
- (vii) The EPF & Misc. Provisions Act, 1952;
- (viii) Employees' state Insurance Act, 1948;
- (ix) The Payment of Bonus Act, 1965;
- (x) The payment of Gratuity Act, 1972

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)* SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

#### **We further report that**

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. 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.
3. 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.

For **Anil Somani & Associates**  
Company Secretaries

**Anil Kumar Somani**  
ACS : 36055  
COP :13379

Place: Bhilwara

Date: 27<sup>th</sup> May, 2017

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.



# ANIL SOMANI & ASSOCIATES

## Company Secretaries

B-4, Ganpati Complex, Near Vishal Mega Mart, Bhilwara, Rajasthan - 311001

Email Id: [corporatesolutions14@gmail.com](mailto:corporatesolutions14@gmail.com), (M) 09166611876

Annexure - A

To,  
The Members,  
**A.K. SPINTEX LIMITED,**  
14 K.M. Stone, Chittor Road, Biliya Kalan,  
Bhilwara Rajasthan-311001

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are 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 future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Anil Somani & Associates**  
Company Secretaries

**Anil Kumar Somani**  
ACS : 36055  
COP : 13379

Place : Bhilwara  
Date : 27<sup>th</sup> May, 2017

**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.**

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

**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	Fashion Suiting Pvt. Ltd. (Sister Concern)
b)	Nature of contracts/arrangements/transaction	Fabric Processing
c)	Duration of the contracts/arrangements/transaction	1/04/16 to 31/03/17
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A.
e)	Date of approval by the Board	30.05.2016
f)	Amount paid as advances, if any	N.A.

**FOR AND ON BEHALF OF THE BOARD**

PLACE: BHILWARA  
DATED: 30.05.2017

  
[P. C. CHHABRA]  
Din No-001556331  
MANAGING DIRECTOR

  
A.K. BAGRECHA  
COMPANY SECRETARY

  
[T.C. Chhabra]  
Din No-00167401  
DIRECTOR

  
Dinesh Porwal  
CHIEF FINANCIAL OFFICER

**VIGIL MECHANISM / WHISTLE BLOWER POLICY  
A.K. SPINTEX LIMITED**

**1. PREFACE**

1.1. Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. The Company has adopted a Code of Conduct for Directors and Senior Management Executives ("the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

1.2. Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges, inter alia, provides for a non-mandatory requirement for all listed companies to establish a mechanism called 'Whistle Blower Policy' for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company's Code of Conduct.

1.3. Under these circumstances, A.K. Spintex Limited, being a Listed Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

**2. POLICY OBJECTIVES**

2.1. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman/ CEO/ Chairman of the Audit Committee in exceptional cases.

2.2. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

**3. SCOPE OF THE POLICY**

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

**DEFINITIONS**

4.1. "Alleged wrongful conduct" shall mean violation of law, Infringement of Company's rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority".

4.2. "Audit Committee" means a Committee constituted by the Board of Directors of the Company in accordance guidelines of Listing Agreement and Companies Act, 2013.

4.3. "Board" means the Board of Directors of the Company.

4.4. "Company" means the A.K. SPINTEX LIMITED and all its offices.

4.5. **"Code"** means Code of Conduct for Directors and Senior Management Executives adopted A.K. SPINTEX LIMITED.

4.6. **"Employee"** means all the present employees and whole time Directors of the Company.

4.7. **"Protected Disclosure"** means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title "SCOPE OF THE POLICY" with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

4.8. **"Subject"** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

4.9. **"Vigilance and Ethics Officer"** means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

4.10. **"Whistle Blower"** is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

## 5. ELIGIBILITY

All Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

## 6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

6.1. All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English and Hindi.

6.2. The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as "Protected disclosure under the Whistle Blower policy". Alternatively, the same can also be sent through email with the subject "Protected disclosure under the Whistle Blower policy". If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the Vigilance and Ethics Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance and Ethics Officer. The Vigilance Officer shall assure that in case any further clarification is required he will get in touch with the complainant.

6.3. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance Officer and ethics / Chairman of the Audit Committee/ MD/ Chairman as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

6.4. All Protected Disclosures should be addressed to the Vigilance and ethics Officer of the Company or to the Chairman of the Audit Committee/ MD/ Chairman in exceptional cases. The contact details of the Vigilance Officer are as under:-

Name and Address – Ashish Kumar Bagrecha

A.K. SPINTEX LIMITED

14 K.M. Stone, Biliya Kalan

Chittor Road, Bhilwara-311001

6.5. Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the Chairman of the Company and the Protected Disclosure against the Chairman and Managing director of the Company should be addressed to the Chairman of the Audit Committee. The contact details of the Chairman & Director and the Chairman of the Audit Committee are as under:

Name and Address of Chairman and Director - Shri Prakash Chand chhabra  
A.K. SPINTEX LIMITED  
14 K.M. Stone, Biliya Kalan  
Chittor Road, Bhilwara-311001  
[akspintex@gmail.com](mailto:akspintex@gmail.com)

Email

Name and Address of the –  
Chairman of the Audit Committee

Shri Sandeep hinger  
19, Bhopal Ganj,  
Mahaveer Mohalla Bhilwara-311001  
[akspintex@gmail.com](mailto:akspintex@gmail.com)

Email

6.6. On receipt of the protected disclosure the Vigilance and Ethics Officer / Chairman & Managing Director / Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:

- a) Brief facts;
  - b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
  - c) Whether the same Protected Disclosure was raised previously on the same subject;
  - d) Details of actions taken by Vigilance and Ethics Officer / Chairman & Managing Director for processing the complaint
  - e) Findings of the Audit Committee
  - f) The recommendations of the Audit Committee/ other action(s).
- 6.7 The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

## 7. INVESTIGATION

7.1. All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation.

7.2. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.

7.3. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

7.4. Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard.

7.5. Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer / Investigators and/or members of the Audit Committee and/or the Whistle Blower.

7.6. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).

7.7. Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.

7.8. Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

7.9. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

## **8. DECISION AND REPORTING**

8.1. If an investigation leads the Vigilance and Ethics Officer / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

8.2. The Vigilance and Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

8.3. In case the Subject is the Chairman & Managing Director of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.

8.4. If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.

8.5. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Vigilance and Ethics Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

## **9. SECRECY / CONFIDENTIALITY**

9.1. The complainant, Vigilance and Ethics Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:

9.1.1. Maintain confidentiality of all matters under this Policy

9.1.2. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.

9.1.3. Not keep the papers unattended anywhere at any time

9.1.4. Keep the electronic mails / files under password.

## **10. PROTECTION**

10.1. No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

10.2. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

10.3. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.

10.4. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

10.5. Provided however that the complainant before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed as such by the Audit Committee shall be viewed seriously and the complainant shall be subject to disciplinary action as per the Rules / certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

#### **11. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE**

11.1. The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

#### **12. COMMUNICATION**

12.1. A whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by publishing in notice board and the website of the company.

#### **13. RETENTION OF DOCUMENTS**

13.1. All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

#### **14. ADMINISTRATION AND REVIEW OF THE POLICY**

14.1. The Chairman & Managing Director shall be responsible for the administration, interpretation, application and review of this policy. The Chief Executive Officer also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.

#### **15. AMENDMENT**

15.1. The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing

## AUDITOR'S REPORT ON CORPORATE GOVERNANCE

**The Board of Directors  
A.K. Spintex Limited  
Bhilwara**

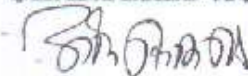
We have reviewed the implementation of Corporate Governance procedures by the company during the year ended 31<sup>st</sup> March 2017 with the records and documents maintained by the company furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The Company's conditions of Corporate Governance are the responsibility of the Management. Our examination is neither an audit nor an expression of opinion on the financial statement of the Company.

On the basis of the above and according to the information and explanations given to us, in our opinion the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in Clauses 49 of the Listing Agreement with the Stock Exchange.

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

**FOR: O.P. DAD & COMPANY  
CHARTERED ACCOUNTANTS**



**[O.P. DAD]  
PARTNER**



**PLACE: BHILWARA  
DATED: 30<sup>th</sup> MAY, 2017**



**CEO/CFO CERTIFICATION TO THE BOARD  
(Under Clause 49(V) of Listing Agreement)**

To the Board of Directors  
A.K. SPINTEX LTD.

- a. I have reviewed the financial statements and the cash flow statement for the year 2016-17 and that to the best of our knowledge and belief:
  - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - These statements together present a true and fair view of the Bank's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Bank during the year 2016-17 which are fraudulent, illegal or violate of the Bank's code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Bank and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee -
  - Significant changes in internal control over the financial reporting during the year 2016-17;
  - Significant changes in accounting policies during the year 2016-17 and that the same have been disclosed in the notes to the financial statements; and
  - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Bank's internal control system over the financial reporting.

  
(Dinesh Porwal)

CHIEF FINANCIAL OFFICER

  
(Ashish Kumar Bagrecha)

COMPANY SECRETARY

Place: Bhilwara  
Date: 30.05.2017

**CORPORATE GOVERNANCE REPORT FOR THE YEAR 2016-17**  
(As required under Clause 49 of the Listing Agreement entered into with Stock Exchange)

**1. Company's Philosophy on Code of Governance**

The Company's philosophy has always been to attain the highest levels of transparency, fairness, commitment to values, accountability and equity, in all facts of its operations, and in all its inter-action with its stakeholders, including shareholders, employees, government agencies and lenders. It always believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value, over a sustained period of time. In addition to complying with the statutory requirement, effective governance systems and practices towards improving transparency, disclosures, internal controls and promotion of ethics at work-place have been institutionalized. Hence, adapting to the SEBI recommended Corporate Governance practices were mostly an exercise on re-confirming existing practices of the Company except for some specific changes to meet the SEBI recommendations.

**2 Board Composition and Particulars of Director**

**(i) The Board of Directors of the company as on March 31, 2017 consisted of**

- Executive
  - Shri Prakash Chand Chhabra
  - Shri Tilok Chand Chhabra
  - Shri Sourabh Chhabra
- Non- Executive(Independent)
  - Shri Sandeep hinger
  - Shri Praveen Kumar Kothari
  - Smt. Divya Praveen Kothari (Woman)

**(ii) Attendance at Board Meetings during the year and last Annual General Meeting**

12 Board Meeting of the Board were held during the year.

The dates on which the meeting held were as follows: 30<sup>th</sup> May, 2016, 25<sup>th</sup> June, 2016, 12<sup>th</sup> August, 2016, 16<sup>th</sup> August, 2016, 29<sup>th</sup> August, 2016, 22<sup>th</sup> September, 2016, 1<sup>st</sup> November, 2016, 4<sup>th</sup> November, 2016, 14<sup>th</sup> November, 2016, 16<sup>th</sup> December 2016, 18<sup>th</sup> January, 2017 and 13<sup>th</sup> February, 2017.

The last Annual General Meeting was held on 30<sup>th</sup> September 2016

Name of Director	No. of Board Meeting attended	Whether attended Last AGM
Shri P. C. Chhabra	12	Yes
Shri T. C. Chhabra	10	Yes
Shri Saurabh Chhabra	10	Yes
Shri Sandeep Hinger	9	Yes
Shri Praveen Kumar Kothari	8	Yes
Smt. Divya Praveen Kothari	8	Yes

**(iii) Disclosure Regarding Appointment and Reappointment of Director**

As per the provision of Companies Act, 2013 Mr. Sourabh Chhabra will retire in the ensuing AGM and being eligible and seeking re-appointment

The Board recommends his reappointment

Shri Sourabh Chhabra, Son of Shri Tilok Chand Chhabra, aged 32 years, an Indian National, residing at B-382, Shastri Nagar, Bhilwara-311001 He is Bachelor of Administration. He is having more than 07 years experience in filed of Spinning, Treading and Weaving Business.  
Details of the Shri Sourabh Chhabra Directorship in other Indians Companies are as under

Other Directorship	Position held
Acme Care International Pvt. Ltd.	Director

The Companies Act, 2013 provides for the appointment of Independent Directors Sub Section (10) of Section 149 of Companies Act, 2013 (effective April, 1, 2014) provides that Independent Directors shall hold office for a term of Five consecutive years on the Board of a company and shall be eligible for reappointment on the passing of a special resolution by the shareholder of the company. Accordingly all the Independent Directors were appointed by the shareholders either at general meeting or through postal ballot as required under section 149(10).

Further section 149(11) states that no Independent Director shall be eligible to serve on the board for more than two consecutive terms of five years. Section 149(13) states that the provision of retirement by rotation as defined under sub section (6) and (7) of section 152 of the Act, shall not apply to Independent Directors. None of Independent Director will retire in ensuing AGM

#### (iv) Independent Directors Meeting

Schedule IV of the Companies Act, 2013 and the rules under it mandate the Independent Directors and Member of the Management. It is recommended that all the Independent Directors were present in the meeting. These meeting are expected to review the performance of non independent director and the Board as a whole as well as performance of chairman of the Board. Taking into account views of executive directors and non executive directors: access the quality quantity and timeliness of the flow of information between the management and the board that is necessary to effectively and reasonably perform its duty.

#### (v) Code Of Conduct

In compliance with regulation 26 (3) of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 and the Companies Act, 2013 the company has framed and adopted the code of conduct and ethics "the code". The Code is applicable to the Board Members and senior Management of the company and is posted on our website [www.akspintex.com](http://www.akspintex.com). The Board Members and Senior Management personnel affirm compliance to the code of conduct.

### 3. Audit Committee

- The Audit Committee of the Company has been constituted in line with provisions of Clause 49 of the Listing Agreement read with Section 177 and 149 (6) of the Companies Act, 2013.
- The composition of the Audit Committee and particulars of meetings attended by the members of the Audit Committee are as below:

Name of Member	Designation	No. of Meetings attended during the year 2016-2017
Shri Sandeep hinger	Chairman	4
Shri Praveen Kumar Kothari	Member	4
Shri Prakash Chand Chhabra	Member	4

- Four Audit committees meetings were held during 2016-2017. The dates on which the said meetings were held are as follows: 30<sup>th</sup> May 2016, 12<sup>th</sup> August 2016, 14<sup>th</sup> November 2016 and 13<sup>th</sup> February 2017.

d. **Audit Committee Report for the year ended 31<sup>st</sup> March, 2017**

The composition of Audit Committee is according to the definition laid down in the audit committee charter section 149 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

The management is responsible for the company's internal control over financial reporting and the financial reporting process. The Independent Auditor is responsible for performing and Independent Audit of the company's financial statement in accordance with generally accepted auditing principles and for issuing a report thereon. The committees' responsibility is to monitor these processes. The committee is also responsible for overseeing the processes related to financial reporting and information dissemination. This is to ensure that the financial statements are true, fair, sufficient and credible. In addition the committee recommends to the board the remuneration appointment and terms of appointment of the company's internal and independent auditors.

In this context, the committee discussed the overall scope and plans for the independent with the company's auditors. The management shared the company's financial statement prepared in accordance with the Indian GAAP and International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board with the committee.

Based on committee's discussion with the management and the auditors, its review of representation of the management and the reports of the auditors the committee has recommended following to the board.

- (i) The audited financial statement prepared in accordance with the Indian GAAP of AKSL for the F.Y. 2016-17 is accepted by the board as a true and fair statement of the financial status of the company.
- (ii) The appointment of M/s Bal Mukund Kabra & Co. as the internal auditor of the company for the F.Y. 2017-18 to review various operation of the company. And determination and approval of fees payable to them.
- (iii) The appointment of M/s Anil Somani & Associates company secretaries as Secretarial Auditor for the F.Y. 2017-18 to conduct the secretarial audit as prescribed under section 204 and other applicable section of Companies Act, 2013.

**4. Nomination & Remuneration Committee**

- (i) Remuneration Committee is there to formulate and recommend to the Board compensation / remuneration structure for managing/whole time directors. Non-Executive directors are at present not paid commission.
- (ii) The following is the constitution of the committee:

Name of the Member	Designation	Nature of Directorship
Shri Praveen Kumar Kothari	Chairman	Independent Director
Shri Sandeep Hinger	Member	Independent Director
Shri Tilok Chand Chhabra	Member	Non-Independent Director

Details of Remuneration paid to Managing Directors: -

(a) Executive / Whole - time Director

Details	Managing Director Shri Prakash Chand Chhabra
Basic Salary	2,40,000 P.M.
Perquisite	NIL.
Total	2,40,000 P.M.

- (iii) The company currently does not have any stock option scheme.
- (iv) None of the non-executive directors has any pecuniary relationship or transaction with the company.

#### 5. Stakeholder Relationship Committee

- (i) The Company has constituted a Stakeholder Relationship Committee of Directors to look into transfer and transmission of shares, issue of duplicate share certificate consolidation and subdivision of shares and investors grievances. This committee particularly looks into the investor's grievances and oversees the performance of in-house share department and to ensure prompt and efficient investors' services.
- (ii) The following is the constitution of the committee:

Name of the Director	Designation	Nature of Directorship
Shri Praveen Kumar Kothari	Chairman	Independent Director
Shri Saurabh Chhabra	Member	Non-Independent Director
Smt Divya Praveen Kothari	Member	Independent Director (Woman)

#### 6. CEO/CFO Certification to the Board

As required by SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 the CEO/CFO Certification is provided in this report.

#### 7. Auditors' Certificate on Corporate Governance

As per SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 the Auditor's Certificate on Corporate Governance is enclosed as Annexure to the Board Report, The Auditor's Certificate for F.Y. 2016-17 does not contain any qualification, reservation or adverse remarks or disclaimer made by the auditors in their report

#### 8. Prevention of Insider Trading

The Board of Directors has adopted the insider trading policy in accordance with requirement of SEBI (Prohibition of Insider Trading) Regulation, 2015 and applicable security laws. The insider trading policy of the company has lays down guidelines & procedures to be followed and disclosure will be made while dealing with shares of the company as well as the consequences of the violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standard of dealing in company security.

The policy is available on company website.

#### 9. Detail of Non- Compliance

No penalty has been imposed by any stock exchange, SEBI or SEC nor has there been any instance of non-compliance with any legal requirement or on matter relating to capital market in F.Y. 2016-17

#### 10. GENERAL BODY MEETINGS

- (i) Details of location and time of holding the last three AGMs.

Detail of Meeting	Date of Meeting	Time of Meeting	Venue of the Meeting
20 <sup>th</sup> AGM-2014	30.09.2014	11:00 A.M	<b>A.K. SPINTEX LIMITED</b> 14 K.M. Stone, Chittorgarh Road, Bilia Kalan, Bhilwara-311001 ( RAj.)
21 <sup>st</sup> AGM-2015	30.09.2015		
22 <sup>nd</sup> AGM-2016	30.09.2016		

- (i) During the financial year under review, no resolution have been passed by postal ballot

**(ii) DISCLOSURE**

- (i) During the under review, there were no materially significant related party transaction with your Company's, promoter's, the director or the management, their subsidiaries or relatives etc, that may have potential conflict with the interest of your Company at large.
- (ii) Your company has complied with all the statutory requirements comprised in the Listing Agreement/Regulation/Guidelines/Rules of the Stock Exchange/ SEBI/ other statutory authorities.
- (iii) There were no instances of non-compliance by your Company nor have any penalties, strictures been imposed by Stock Exchanges or SEBI or any statutory authority during the last four year.

**(iii) MEANS OF COMMUNICATION**

The unaudited /audited quarterly and half-yearly are sent to all the Stock Exchange, where the shares of your Company are listed. The results are normally published in the "Nafa Nuksaan" in Hindi and in "Financial Express" English newspaper. The annual results are posted to all the shareholders.

9.

**GENERAL SHAREHOLDER INFORMATION**

(i) Annual General Meeting Date & Time Venue	29.09.2017 & 11.00 A.M. 14 K.M. Stone, Chittorgarh Road, Bilia Kalan, Bhilwara-311001 ( Rajasthan)
(ii) Financial Period	1 <sup>st</sup> April 2016 to 31 <sup>st</sup> March 2017
(iii) Date of Book Closure	22 <sup>th</sup> September 2017 to 30 <sup>th</sup> September 2017
(iv) Listing Fees	The listing fees for the financial year 2016-17 have been paid to Bombay Stock Exchange, where Your Company equity shares are listed.
(v) Listing on Stock Exchange in India	(i) Bombay Stock Exchange Limited
(vi) Financial Calendar for the period April 1, 2016 to March 31, 2017	First Quarterly Results By August 2016 Second Quarterly Results By November 2016 Third Quarterly Result By February 2017 Audited Results By May 2017
(vii) Registered Office	14 K.M. Stone, Chittorgarh Road, Bilia Kalan, Bhilwara-311001 ( Rajasthan)

(vii) Distribution of Shareholding as on 31<sup>st</sup> March, 2017

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Share holding
Up to 5000	617	78.39	1,61,465	3.2089
5001 to 10000	64	8.13	44,605	0.8865
10001 to 20000	47	5.97	65720	1.3061
20001 to 30000	12	1.52	31078	0.6176
30001 to 40000	11	1.39	39821	0.7914
40001 to 50000	4	0.50	17600	0.3498
50001 to 100000	7	0.88	52134	1.0361
100001 to above	25	3.17	46,19,327	91.8036
<b>Total</b>	<b>774</b>	<b>100.00</b>	<b>50,31,750</b>	<b>100.00</b>

(ix) Shareholding Pattern as on 31<sup>st</sup> March, 2017

Categories	No. of Shares	% of issued Share Capital
Promoters	3286800	65.32
Foreign Institutional Investors	-	-
Financial Institution	-	-
Mutual Funds and UTI	-	-
Bodies Corporate	83977	1.67
Foreign Companies	-	-
Nationalized and other banks	-	-
Resident Individual-HUF	1577	0.03
Public	1659396	32.98
<b>Total</b>	<b>5031750</b>	<b>100.00</b>

## ANNEXURE : 1 TO THE DIRECTORS' REPORT

Statement containing particulars pursuant to the companies (disclosure of particulars in the reports of Board of directors) rules, 1988.

### 1. CONSERVATION OF ENERGY

Conservation of energy is very high priority area for the company. The efforts are continuing to examine and implement fresh proposals for conservation of energy and minimize its use by regularly monitoring Consumption and improved maintenance of the existing system.

### FORM "A"

#### FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

A	<u>POWER &amp; FUEL CONSUMPTION</u>	31.03.2017	31.03.2016
1	<u>ELECTRICITY</u>		
a	Purchase Units [In KWH]	6860254.00	6587189.50
	Total Amount [In Rupees]	46239904.00	40688566.00
	Rate/Unit [In per KWH]	6.74	6.18
b	<u>Own Generation</u>		
	Through Diesel Generator [In KWII]	227415	348614
	unit/ltrs in diesel oil	3.23	3.11
	cost [Rs/ unit]	15.08	15.31
2	<u>Coal, Lignite, Fire wood &amp; Wooden Coal</u>		
	Qty. [MT]	8070.99	8598.34
	TOTAL COST [Rs]	65420249	61723212
	Average Rate	8105.60	7178.50
B	<u>CONSUMPTION PER UNIT OF PRODUCTION</u>		
	Fabric production [Mtrs]	37079413	38789131
	Electricity [in Kwh]	0.191	0.179
	Coal [in Kg]	0.218	0.222

### FORM "B"

A	Research & Development	NIL	NIL
B	Technology Absorption	NIL	NIL
C	Foreign Exchange Earning and Outgo	NIL	NIL

By order of the board

  
[P.C. CHHABRA]  
[MANAGING DIRECTOR]

PLACE: BHILWARA.

DATE: 30th May, 2017



**O. P. DAD & CO.**  
**CHARTERED ACCOUNTANTS**  
FIRST FLOOR, BALAJI COMPLEX  
PUR ROAD,  
BHILWARA - 311001

### Independent Auditor's Report

To,  
The Shareholders of  
**A.K.SPINTEX LIMITED**  
Bhilwara

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

We have audited the accompanying financial statements of **A.K.SPINTEX LIMITED** ("the company") which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

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

The company Board of directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards referred to in Section 133 of the Companies Act, 2013 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 accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

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

We have taken into account the provision of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provision 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 disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.



- (a) in the case of the **Balance Sheet**, of the state of affairs of the Company as at March 31, 2017;
- (b) in the case of the **Profit and Loss Account**, of the profit/ loss for the year ended on that date; and
- (c) in the case of the **Cash Flow Statement**, of the cash flows for the year ended on that date.

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) Section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 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 and records;
  - (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 to the extent applicable.
  - (e). on the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164 (2) of the Act; and
  - (f). with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
  - (g). with respect to the other matters to be included in the auditor's report in accordance with Rule 11 of the Companies (Audit and auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) the company has disclosed the impact, if any, of pending litigations on its financial position in its financial statement in the contingent liability section to the extent it is ascertainable in the opinion of management;
    - (ii) as per the information provided to us by the management, the company has not entered in to long term contract including derivative contracts for which provisioning is required;
    - (iii) as the company has not declared any dividend in the past years & there is no unpaid dividend, so there is no requirement of transfer of amount in Investor Education & Protection fund. (IEPF);
    - (iv) the company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 & these are in accordance with the books of accounts maintained by the company. Refer Note 37 to the financial statements.

**For: O. P. DAD & CO.**

**Chartered Accountants**  
(Firm Reg. No. 002330C)

(O.P.DAD)  
Partner  
M. No. 035373



**Place: Bhilwara**  
**Dated: 30.05.2017**

## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

On the basis of such checks of the books and records as we consider appropriate and as per the information and explanations given to us during the course of our audit, we further report that:-

- i.
  - (A) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
  - (B) As explained to us, the fixed assets have been physically verified by the management during the year in a phased periodic manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
  - (C) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii.

As explained to us, inventories have been physically verified during the year by the management at reasonable intervals on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- iii.

According to the information & explanations given to us and on the basis of our examination of the books of account, 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 clause (iii) (a) & (b) is not applicable to the company as the company has not granted any such loans.
- iv.

According to the information & explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loan to directors.
- v.

The companies has not accepted any loans/deposits from public, in our opinion and according to the information and explanation given to us the provision of section 73 and 76 of the Companies Act, 2013 and the Rules framed there under, wherever applicable, are being complied with. No order has been passed by company law board against the company.
- vi.

As per information and explanations given to us, the Central Government has prescribed maintenance of the cost records under 148(1) of the Companies Act, 2013 in respect to the company's products. We have broadly reviewed the books of accounts and records maintained by the company in this connection and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii.
  - a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.



- b. According to the information & explanations given to us and the records examined by us, there is no amount which have not been deposited on account on account of any dispute in respect of income tax, service tax, sales tax, customs duty and excise duty, VAT and cess, except the disputed statutory dues aggregating to Rs. 51.70 Lac that have not been deposited on account of matters pending before appropriate authorities are as under:

Name of the Statute	Financial year to which the matter pertains	Nature of the dues	Forum where dispute is pending	Amount (Rs. in Lac)
Textiles Cess Act	1997-2007	TC Cess	Textile Cess Tribunal,	46.26
Central Excise Act, 1944	2002-2003	Excise Duty	Commissioner (Appeals)	5.44

- viii. Based on our audit procedures and on the information & explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institutions, banks or debenture holders.
- ix. According to the information and explanations given to us and based on our examination of the records of the Company, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments), but term loan amounting Rs.1.68 Crores was raised during the year.
- x. In our opinion and according to the information & explanations given to us, we report that no material fraud on or by the company has been noticed or reported during the year, nor have we been informed of such case by the management.
- xi. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations give to us, the Company is not a Chit Fund / Nidhi / Mutual Benefit Fund / Society. Therefore, the provision of clause 3(xii) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under sec. 45-IA of the Reserve Bank of India Act, 1934.

**FOR O. P. DAD & COMPANY  
CHARTERED ACCOUNTANTS**

**[O.P.DAD]  
PARTNER  
M.NO.35373**



**PLACE: BHILWARA  
DATED: 30th MAY, 2017**

**“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF A.K.SPINTEX LIMITED**

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

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

**Management’s Responsibility for Internal Financial Controls**

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

**Auditors’ Responsibility**

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

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



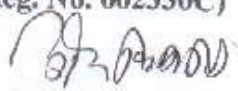
### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

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

**For: O. P. DAD & CO.**  
**Chartered Accountants**  
**(Firm Reg. No. 002330C)**

  
**(O.P.DAD)**  
**Partner**  
**M. No. 35373**  
**Place: Bhilwara**  
**Dated: 30.05.2017**



**BALANCE SHEET AS ON 31st March, 2017**

**NOTES**

**EQUITY AND LIABILITIES**

**SHAREHOLDERS' FUNDS**

Share Capital	[1]	50,317,500.00	50,317,500.00
Reserves & Surplus	[2]	93,750,893.15	72,747,207.81

**Share Application money pending allotment**

		144,068,393.15	123,064,707.81
Long-Term Borrowings	[3]	14,458,401.70	20,612,822.00
Deferred Tax Liabilities (Net)	[4]	18,265,455.00	15,295,459.00
Other Long Term Liabilities			
		32,723,856.70	35,908,281.00

**CURRENT LIABILITIES**

Short Term Borrowings	[5]	71,417,014.80	72,044,346.49
Trade Payable	[6]	85,668,711.57	84,418,169.44
Other Current Liabilities	[7]	12,411,383.00	8,317,564.00
Short Term Provision	[8]	-	-
		169,497,109.37	164,780,079.93

**346,289,359.23      323,753,068.74**

**ASSETS**

**NON CURRENT ASSETS**

Fixed Assets			
Tangible Assets	[9]	176,158,971.17	146,823,577.22
Intangible Assets			-
Capital Work in Progress			-
Non-Current Investments	[10]	3,000.00	3,000.00
Long-Term loans and advances	[11]	11,034,305.84	11,100,854.84
		187,196,277.01	157,927,432.06

**CURRENT ASSETS**

Current Investments		-	-
Inventories	[12]	34,357,670.24	39,291,786.31
Trade Receivable	[13]	108,689,975.97	97,495,970.88
Cash and Cash Equivalents	[14]	12,185,156.15	12,316,540.15
Short-term loans & advances	[15]	3,860,279.85	16,721,339.35
		159,093,082.21	165,825,636.69

**346,289,359.23      323,753,068.75**

**AS PER AUDIT REPORT OF OUR EVEN DATE**

For: **O.P. DAD & CO.**

**CHARTERED ACCOUNTANT**

[O.P. DAD]  
PARTNER  
M. NO. : 035373  
FRN :- 002330C  
PLACE: BHILWARA  
DATE: 30th May, 2017



**FOR AND ON BEHALF OF THE BOARD**

**A.K. SPINTEX LIMITED, BHILWARA**

[P.C. CHHABRA]      A.K. BAGRECHH  
[MANAGING DIRECTOR]      [COMPANY SECRETARY]  
[T.C. CHHABRA]      DINESH PERWAL  
[DIRECTOR]      [CFO]

*(Handwritten signatures and initials)*

**Statement of Profit & Loss for the Year ended 31st MARCH, 2017**

	NOTES	31.03.2017	31.03.2016
<b>REVENUE</b>			
Revenue from Operations	[16]	529,434,157.09	524,093,892.48
Other Income	[17]	3,063,428.00	1,896,909.41
<b>TOTAL REVENUE (I)</b>		<b>532,497,585.09</b>	<b>525,990,801.89</b>
<b>EXPENSES</b>			
Cost of materials consumed	[18]	141,692,530.61	143,997,417.55
Purchase of Stock in trade	[19]	-	-
Changes in inventories	[20]	5,081,623.16	4,646,064.98
Manufacturing expenses	[21]	181,911,679.20	177,804,046.13
Employee Benefit expenses	[22]	128,671,909.00	122,415,325.00
Finance Cost	[23]	8,698,964.21	12,977,306.29
Depreciation/Amortisation expenses		20,990,485.54	19,029,036.91
Other expenses	[24]	14,467,432.03	14,251,684.73
<b>TOTAL EXPENSES (ii)</b>		<b>501,514,623.75</b>	<b>495,120,881.59</b>
<b>Profit before Tax (PBT) (i-ii)</b>		<b>30982961.34</b>	<b>30869920.30</b>
VI) Exceptional Items/Extraordinary items.			
<b>VII) Profit before Tax (PBT) (V- VI)</b>		<b>30,982,961.34</b>	<b>30,869,920.30</b>
<b>VIII) Tax expenses of continuing operations</b>			
Current Tax		7,009,280.00	11,396,160.00
MAT credit Entitlement		-	-
Deferred Tax		2,969,996.00	199,906.00
		<b>9,979,276.00</b>	<b>11,596,066.00</b>
<b>Profit / (loss) for the period from continuing operations</b>		<b>21,003,685.34</b>	<b>19,273,854.30</b>
<b>Profit / (loss) for the period from discontinuing operations</b>		-	-
<b>Profit / (loss) for the period (Profit After Tax )</b>		<b>21,003,685.34</b>	<b>19,273,854.30</b>
<b>Earning Per Share</b>		<b>4.17</b>	<b>3.83</b>

AS PER OUR AUDIT REPORT OF EVEN DATE

For: O.P. DAD & CO.

CHARTERED ACCOUNTANT

[O.P. DAD]

PARTNER

M. NO. : 035373

FRN :- 002330C

PLACE: BHILWARA

DATE: 30th MAY, 2017



FOR AND ON BEHALF OF THE BOARD

A.K. SPINTEX LIMITED, BHILWARA

*[Signature]*  
[P.C. CHHABRA] A.K. BAGRECHA

[MANAGING DIRECTOR] [COMPANY SECRETARY]

*[Signature]*  
[T.C. CHHABRA]  
[DIRECTOR]

*[Signature]*  
DINESH PORWAL  
[CFO]



**A.K.SPINTEX LIMITED**  
**CASH FLOW STATEMENT**  
for the year ended 31st March, 2017

	Current Year 31.03.2017	Previous Year 31.03.2016
<b>(A) CASH FLOW STATEMENT FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax	30982961	30869920
<b>Adjustments for :-</b>		
Depreciation	20990486	19029037
Interest Expenditure	8674315	14999702
Interest Income	(2102855)	(1081169)
Loss / profit (+/-) on sale of Fixed Assets	(780073)	(752110)
Preliminary Expenses W/off	0	0
<b>Adjustments for :-</b>		
Inventories	4,934,116	5582278
Sundry Debtors	(11194005)	(3999791)
Loans and Advances	12927609	6335808
Current liabilities	5344361	7894795
Less : Taxes Paid (Net of refund)	(7009280)	(11396160)
<b>Cash Generated from Operations (A)</b>	<b>62767634</b>	<b>67482310</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(51144873)	(16550736)
Increase in Capital W.I.P.	0	0
Sale of Fixed Assets	1599066.00	66000
Interest Received	2102855	1081169
Preliminary addition	0	0
<b>Net Cash Used in Investing Activities (B)</b>	<b>(47442952)</b>	<b>(15403567)</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Net Proceeds from long term borrowing	6845580	(8437832)
Increase in bank borrowing for Working Capital	(627332)	(734219)
Increase /(Repayment) of Unsecured loan	0	12454954
increase in share capital/application money	0	0
Subsidy Received	0	0
Interest Paid	(8674315)	(14999702)
<b>Net Cash From Financing Activities (C)</b>	<b>(2456067)</b>	<b>(11716799)</b>
<b>(D) Net Increase / Decrease in Cash &amp; Cash Equivalent (A-B+C)</b>	<b>12868616</b>	<b>40361944</b>
Closing Balance of Cash & Cash Equivalent	12185156	12316540
Opening Balance of Cash & Cash Equivalent	12316540	26369892

This is the Cash flow statement referred to in our report of even date.

For O.P. DAD & CO.

Chartered Accountants

(O.P. DAD)

Partner

M. No. 035373

FRN 02230C

Place: Bhilwara

Date: 30.05.2017



For and on behalf of the Board

**A.K.SPINTEX LIMITED**

*Ashish Bagrecha*

[A.K. BAGRECHA] P.C. CHHABRA

Company Secretary / Managing Director

*Ganesh Porwal*

[GANESH PORWAL] T.C. CHHABRA ]

CFO

Director

NOTES FORMING PART OF BALANCE SHEET FOR THE YEAR ENDED ON 31.03.2017

**NOTE 1 - SHARE CAPITAL**

	<u>31.03.2017</u>	<u>31.03.2016</u>
<b>Authorised Share Capital</b>		
1,00,00,000 EQUITY SHARES OF RS. 10/-EACH	100,000,000.00	100,000,000.00
<b>Issued, Subscribed &amp; Paid Up Capital</b>		
50,31,750 EQUITY SHARES OF RS. 10/- EACH	50,317,500.00	50,317,500.00
	<b>50,317,500.00</b>	<b>50,317,500.00</b>

A. Reconciliation of the Shares Outstanding at the Beginning and at the end of the reporting period

<b>Equity Shares</b>	<u>31.03.2017</u>	<u>31.03.2016</u>
At the beginning of the Period	5,031,750	5,031,750
Add:- Issued during the Period	-	-
Outstanding at the end of the period	5,031,750	5,031,750

B. The Company has only one Class of Equity Shares having a par value of Rs. 10 per share. Each holder of equity shares

c. Shareholders Holding More than 5% Shares in total Equity share capital

S.No.	Name of the shareholder	<u>31.03.2017</u>		<u>31.03.2016</u>	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
1	Fashion Suitings Private Limited	2,135,250	42.44%	2,135,250	42.44%
2	T.C. Chhabra	454,800	9.04%	454,800	9.04%
3	Saroj Devi Chhabra	441,000	8.76%	441,000	8.76%
4	Saurabh Chhabra	255,750	5.08%	255,750	5.08%



**NOTE 2 - RESERVE AND SURPLUS**

	<u>31.03.2017</u>	<u>31.03.2016</u>
<b>State Capital Investment Subsidy</b>		
Balance as per last financial statements	1,500,000.00	1,500,000.00
Add: During the year		
<b>Closing Balance</b>	<b>1,500,000.00</b>	<b>1,500,000.00</b>
<b>Profit &amp; Loss Account</b>		
Balance as per last financial statements	71,247,207.81	51,973,353.51
Profit for the year	21,003,685.34	19,273,854.30
Less: Retained earning adjustment		0.00
<b>Net Surplus in the statement of Profit &amp; Loss</b>	<b>92,250,893.15</b>	<b>71,247,207.81</b>
<b>Total Reserve and Surplus</b>	<b>93,750,893.15</b>	<b>72,747,207.81</b>

**NOTE 3 - LONG TERM BORROWINGS**

	<u>31.03.2017</u>	<u>31.03.2016</u>
<b>A) Secured Term Loans from Banks and FI's</b>		
1) Rupee Term Loan	13,268,748.00	5,829,388.00
2) Finance lease obligation, Equipments/Vehicle Loans from HDFC Bank	1,189,653.70	1,783,434.00
<b>Net Amount (A)</b>	<b>14458401.70</b>	<b>7612822.00</b>
<b>B) Unsecured Loan</b>		
1) Intercorporate Loan Directors	-	13,000,000.00
<b>Total Amount (A + B)</b>	<b>14,458,402</b>	<b>20,612,822</b>

C) Financial lease obligation, Equipment and vehicle loans are secured by hypothecation of respective assets.

**D) Details of Term loans (Project & Corporate)**

S.No	Nature of Loan	Name of Bank	Year of Sanction	O/s Amount	Int. Rate	Installments amount	Terms of Repayment
1	Project Loan	AXIS BANK	2009-10	10817388.00	8.75%	12.47 Lacs per Quarter	The term loans is secured by first charge of existing fixed assets (to the extent of assets financed by Axis Bank against this loan) of the company and also personally guaranteed by director. Also Secured by an FD of Rs. 12000000 (Principal Amount).



**E) Details of Term loans (Project & Corporate)**

S.No	Nature of Loan	Name of Bank	Year of Sanction	Q/s Amount	Int. Rate	Installments amount	Terms of Repayment
2	Project Loan	UCO Bank	2016-17	16828000.00	10.70%	8.41 Lacs per Quarter	The term loans is secured by first charge of hypothecation charge on entire stock of Raw Material, Stock in progress, finished goods, Book Debts, bills & other chageble current assets in the name of company lying in factory premises or elsewhere. also personally guaranted by director. Also Secured by 1st charge on factory land and Bulding size 15057 sqmt and plant & machinery lying in factory premises



**NOTE 4 - DEFERRED TAX LIABILITIES (NET)**

	<u>31.03.2017</u>	<u>31.03.2016</u>
Deferred Tax Liabilities (Net)	18,265,455.00	15,295,459.00
	<u>18,265,455.00</u>	<u>15,295,459.00</u>

**NOTE 5 - SHORT TERM BORROWINGS**

	<u>31.03.2017</u>	<u>31.03.2016</u>
<b>A) FROM BANKS</b>		
<b>SECURED</b>		
Cash credit limit	71,417,014.80	72,044,346.49
	<u>71,417,014.80</u>	<u>72,044,346.49</u>

(Cash Credit/OD limit account taken from UCO Bank is secured by hypothecation of stocks and book debts both present and future of the company and also by extension of First charge over fixed assets of the company.)

**NOTE 6 - TRADE PAYABLE**

	<u>31.03.2017</u>	<u>31.03.2016</u>
Sundry creditors for Raw material/ Trade	62,603,235.69	65,049,936.96
Sundry creditors of capital goods (Net of advances)	3,414,735.40	-
Other Outstanding liabilities	19,650,740.48	19,368,232.48
	<u>85,668,711.57</u>	<u>84,418,169.44</u>

\*The balance outstanding with sundry creditors either debit or credit are subject to confirmation and reconciliation

**NOTE 7 - OTHER CURRENT LIABILITIES**

	<u>31.03.2017</u>	<u>31.03.2016</u>
Current maturities of Long Term Debts	11,825,955.00	7,789,964.00
Tax deducted at source	255,241.00	272,871.00
E.S.I. & P.F. Payable	330,187.00	254,729.00
	<u>12,411,383.00</u>	<u>8,317,564.00</u>



**NOTE 9 : FIXED ASSETS**

ASSETS	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	AS AT 01.04.2018	ADDITION	DEDUCTION/ TRANSFER/	AS AT 31.03.2017	UPTO 31.03.2016	FOR THE YEAR	DEDUCTION ADJUSTED FROM RETAINED EARNINGS	UP TO 31.03.2017	AS AT 31.03.2017	AS AT 31.03.2016
LAND	25,574,263.25	0.00	0.00	25,574,263.25	0.00	0.00	0.00	0.00	25,574,263.25	25,574,263.25
BUILDING	42,058,355.18	2,185,427.00	0.00	44,243,782.38	16,068,923.53	1,318,311.92	0.00	17,387,235.45	26,856,546.73	25,989,431.65
PLANT & MACHINERY	266,527,119.46	42,655,849.50	1,855,390.00	301,330,578.96	177,076,231.99	16,972,900.32	1,644,760.07	192,424,172.24	108,906,026.92	83,430,887.48
OFFICE EQUIPMENTS	2,570,492.80	549,702.00	0.00	3,120,194.80	2,239,571.10	147,325.98	0.00	2,386,896.68	733,246.69	330,831.1
FURNITURE & FIXTURES	4,561,169.30	31,822.00	0.00	4,592,991.30	2,750,762.70	406,998.99	0.00	3,197,761.29	1,365,229.98	1,779,406.6
VEHICLE	15,551,327.00	5,719,072.00	1,445,589.00	19,807,800.00	5,805,568.87	2,144,949.13	837,256.00	7,114,263.90	12,693,696.00	9,727,757.13
<b>TOTAL</b>	<b>350,825,636.99</b>	<b>51,144,872.50</b>	<b>3,300,489.00</b>	<b>398,669,520.46</b>	<b>204,002,059.19</b>	<b>20,990,485.54</b>	<b>2,481,995.07</b>	<b>222,510,548.66</b>	<b>176,158,971.18</b>	<b>146,823,577.21</b>
<b>PREVIOUS YEAR</b>	<b>336,139,799</b>	<b>16,500,736</b>	<b>18,39,997.00</b>	<b>350,256,36.99</b>	<b>186,350,898.28</b>	<b>1,90,903.92</b>	<b>1,55,775.41</b>	<b>20,400,050.78</b>	<b>1,46,62,577.21</b>	<b>1,49,50,999.72</b>

**Notes:-**

1) In the opinion of the management, there is no Impairment of the Assets in the accordance with Accounting Standard AS-28 as on Balance Sheet Date.

2) Depreciation has been provided based on useful lives prescribed by Schedule II of the New Companies Act 2013 except certain plant & Machineries. In opinion of management and based on external technical advice, the life certain machines is higher than prescribed life of schedule II, hence, the depreciation on such machines has been taken on reassessed higher lives.



**NOTE 8 - SHORT TERM PROVISIONS**

	<u>31.03.2017</u>	<u>31.03.2016</u>
Provision for Income Tax	-	-
	<u>-</u>	<u>-</u>

**NOTE 10 - NON CURRENT INVESTMENTS**

	<u>31.03.2017</u>	<u>31.03.2016</u>
N.S.C.	-	3,000.00
	<u>-</u>	<u>3,000.00</u>

**NOTE 11 - LONG TERM LOAN AND ADVANCES**

	<u>31.03.2017</u>	<u>31.03.2016</u>
<b>A) Security Deposits</b>		
Government Deptt.	8,364,592.36	8,370,951.36
R.S.E.B. Deposit & others	2,669,713.48	2,729,903.48
<b>B) Cenvat Receivable on Capital Goods</b>	-	-
<b>C) Loans And Advances To Related Parties</b>	-	-
	<u>11,034,305.84</u>	<u>11,100,854.84</u>

The balance outstanding of loan and advances either debit or credit are subject to confirmation and reconciliation

**NOTE 12 - INVENTORIES**

(As taken, valued & certified by the management)	<u>31.03.2017</u>	<u>31.03.2016</u>
A) Raw Material (Dyes & Chemical)	4,704,294.67	5,056,901.28
B) Work-In-Progress	1,280,710.45	2,487,443.20
C) Finish Fabrics	21,333,209.51	25,208,099.92
D) Stores & Spares	7,039,455.61	6,539,341.91
	<u>34,357,670.24</u>	<u>39,291,786.31</u>

A. All the above inventories have been valued at Cost or Net realisable value whichever is lower.

B. WIP & Finish Fabrics Stock valued to the extent of processing cost involved



**NOTE 13 - TRADE RECEIVABLES**

	<u>31.03.2017</u>	<u>31.03.2016</u>
A) Trade Receivables Outstanding for more than six months Unsecured, Considered Good	2,805,073.00	2,535,644.00
B) Trade Receivables Unsecured, Considered Good	105,857,879.96	94,726,931.88
C) Balance with Related Parties	27,023.01	233,395.00
	<u>108,689,975.97</u>	<u>97,495,970.88</u>

The balance outstanding with sundry debtors either debit or credit are subject to confirmation and reconciliation

**NOTE 14 - CASH AND CASH EQUIVALENTS**

	<u>31.03.2017</u>	<u>31.03.2016</u>
A) Balances with Banks	142,322.15	210,272.15
B) Cash on Hand	42,834.00	106,268.00
3) Fixed Deposit With Bank (Exceeding 1 year)	12,000,000.00	12,000,000.00
	<u>12,185,156.15</u>	<u>12,316,540.15</u>

Fixed Deposit with the bank is mortgaged against the outstanding term loan from Axis Bank.

**NOTE 15 - SHORT TERM LOAN AND ADVANCES**

	<u>31.03.2017</u>	<u>31.03.2016</u>
<i>Advances Recoverable in Cash or Kind</i>		
Advances recoverable in cash or in kind or for value to be received	1,789,835.00	837,756.00
TDS Receivable	2,070,444.85	11,873,915.85
Advance against capital goods		4,009,667.50
	<u>3,860,279.85</u>	<u>16,721,339.35</u>

**NOTE 16 - REVENUE FROM OPERATIONS**

	<u>31.03.2017</u>	<u>31.03.2016</u>
<u>Sale of Services</u>		
Fabric Processing	529,434,157.09	524,093,892.48
	<u>529,434,157.09</u>	<u>524,093,892.48</u>

Rebates, claims and discount etc on sales are accounted for and being provided for as and when settled with the parties as per consistent policy adopted by the Company every year





**NOTE 17 - OTHER INCOME**

	<u>31.03.2017</u>	<u>31.03.2016</u>
Interest received	2,102,855.00	1,081,169.00
Scrap/ Fent regs sale	180,500.00	63,630.00
Profit on sale of Fixed Assets	439,280.00	752,110.41
Profit on sale of Vehicals	340,793.00	
	<u>3,063,428.00</u>	<u>1,896,909.41</u>

**NOTE 18 - COST OF RAW MATERIALS CONSUMED**

	<u>31.03.2017</u>	<u>31.03.2016</u>
Opening Stock	5,056,901.28	5,090,939.83
	141,339,924.00	143,963,379.00
Less: Closing Stock	4,704,294.67	5,056,901.28
	<u>141,692,530.61</u>	<u>143,997,417.55</u>

**NOTE 19 - PURCHASE OF STOCK IN TRADE**

	<u>31.03.2017</u>	<u>31.03.2016</u>
Stock in trade purchase	-	-
	<u>-</u>	<u>-</u>

**NOTE 20 - CHANGES IN INVENTORIES OF FINISHED GOODS , WIP**

	<u>31.03.2017</u>	<u>31.03.2016</u>
<b>Opening Stock</b>		
Finished Goods	25,208,099.92	29,897,406.45
Work in Progress	2,487,443.20	2,444,201.65
	<u>27,695,543.12</u>	<u>32,341,608.10</u>
<b>Less : Closing Stock</b>		
Finished Goods	21,333,209.51	25,208,099.92
Work in Progress	1,280,710.45	2,487,443.20
	<u>22,613,919.96</u>	<u>27,695,543.12</u>
	<u>5,081,623.16</u>	<u>4,646,064.98</u>



**NOTE 21 - MANUFACTURING EXPENSES**

	<u>31.03.2017</u>	<u>31.03.2016</u>
Stores & Spares consumed	46,350,273.40	46,174,895.73
Coal	65,420,249.14	61,723,211.67
Power & Fuel	50,100,763.66	47,036,327.73
Other manufacturing expenses	2,904,490.00	2,087,410.00
Entry Tax	3,693,045.00	8,066,035.00
Service Tax	593,096.00	608,260.00
Repair & Maintenance [ P&M ]	8,897,292.00	9,513,218.00
Water charges & Air pollution Charges	3,952,470.00	2,594,688.00
	<u>181,911,679.20</u>	<u>177,804,046.13</u>

Entry tax comprises of entry tax paid under amnesty scheme for preceding years as well as current year.

**NOTE 22 - EMPLOYEE BENEFITS EXPENSES**

	<u>31.03.2017</u>	<u>31.03.2016</u>
Salary, Wages & Other Allowances	121,778,196.00	116,745,997.00
E.S.I.& P.F. contribution	4,126,550.00	3,727,390.00
Gratuity & P.L.Encashment	764,553.00	444,420.00
Staff & Labour Welfare Expenses	916,700.00	497,742.00
Bonus & exgratia	1,085,910.00	999,776.00
	<u>128,671,909.00</u>	<u>122,415,325.00</u>

\*\*The company is accounting leave encashment on mercantile/ actual basis. However gratuity has been accounted by way of actuarial valuation subject to management estimates and due provision has been made in the books in current year.

**NOTE 23 - FINANCE COSTS**

	<u>31.03.2017</u>	<u>31.03.2016</u>
Bank charges	424,484.51	283,476.29
Interest on Term Loan	1,050,855.00	1,255,254.00
Interest on Working Capital	7,358,264.00	8,044,660.00
Interest on Others	265,196.00	5,699,788.00
Interest on Vehical Finance	576,265.70	
Less:- Interest received on Fixed deposit	976,101.00	2,305,872.00
	<u>8,698,964.21</u>	<u>12,977,306.29</u>



**NOTE 24 - OTHER EXPENSES**

	<u>31.03.2017</u>	<u>31.03.2016</u>
<b>A) ADMINISTRATIVE EXPENSES</b>		
Audit exp.	32,390.00	25,300.00
Internal Auditor Fees	252,000.00	252,000.00
Auditor Remuneration	80,000.00	75,000.00
Charity & donation	152,000.00	42,400.00
Conveyance expenses	553,276.00	626,080.00
Cost Audit fees	0.00	0.00
Energy Audit	158,128.00	390,790.00
Fees & subscription	45,008.00	15,995.00
Insurance	420,988.00	288,403.00
Legal & Professional exp.	520,805.00	1,084,344.50
Listing Fees	229,000.00	300,800.00
Loss on Sale of fixed Assets	0.00	0.00
Salary to Managing Director	2,760,000.00	2,640,000.00
Miscellaneous expenses	144,582.00	263,237.00
Postage Exp.	123,886.00	109,961.00
Printing & Stationery	563,518.00	553,287.00
Public Walfair exp.	288,997.00	466,840.00
Rent, Rates & Taxes	157,500.00	131,400.00
Repair & Maintenance ( Vehicle )	286,381.00	191,716.00
Telephone expenses	282,628.03	224,341.23
Travelling Expenses	273,125.00	216,808.00
Water Cess	186,744.00	47,937.00
Sales Promotion	6,444.00	
Plantation Exp.	109,815.00	
Trainee Exp.	38,322.00	
	<b><u>7,665,537.03</u></b>	<b><u>7,946,639.73</u></b>

**B) SELLING & DISTRIBUTION EXPENSES**

	<u>31.03.2017</u>	<u>31.03.2016</u>
Advertisement	145,762.00	146,766.00
Freight, Checking ,Loading & Unloading Charges	6,656,133.00	6,158,279.00
	<b><u>6,801,895.00</u></b>	<b><u>6,305,045.00</u></b>
	<b><u>14,467,432.03</u></b>	<b><u>14,251,684.73</u></b>
Audit fees & consultancy	40,000.00	40,000.00
Tax audit fees	17,500.00	17,500.00
Others including misc. reimbursements	17,500.00	17,500.00



**NOTE-25 - A. K. SPINTEX LIMITED** is public limited company incorporated under companies Act 1956, Company is mainly engaged in processing of grey fabric.

**NOTE 26 EARNING PER SHARE**

As per accounting Standard -20"Earning per Share" issued by the Institute of Chartered Accountant of India ,the particulars of EPS for equity Share holders are as below:

Particulars	31.03.2017	31.03.2016
Net Profit after taxes for equity shareholders	21003685.34	19273854.30
Number of Equity Shares outstanding	5031750	5031750
Weighted average number of Equity Shares outstanding	5031750	5031750
<b>Basic Earning Per Share</b>	4.17	3.83
<b>Diluted Earning Per Share</b>	4.17	3.83

**NOTE 27 – MANAGERIAL REMUNERATION**

Details of Remuneration paid to directors as under:-

PARTICULAR	CURRENT YEAR [Amount in Rs.]	PREVIOUS YEAR [Amount in Rs.]
Directors' Salary	27,60,000	26,40,000

**NOTE 28 - CONTINGENT LIABILITIES**

1. The Textile Cess Committee has raised a demand of Rs.46.26 Lacs against the company. The Company has filed various appeal against it before Hon'ble TC Appellate Tribunal, Mumbai. The Company has not received any communication from the tribunal and as per our information and belief the matter is still pending with TC Cess Appellent Tribunal. Mumbai and consequently, liability, if any arises will be accounted for as and when the case will be decided. The management being confident of winning the case, no provision of the above has been made.
2. The Company has deposited Rs. 82246/- under protest towards demand confirmed by the order of Commissioner of Excise in Case No IV(55)4/45/BHL/R-IV/04/6587 Dated 18.08.2004. Company has filed the appeal in CESTAT.
3. Hon'ble CESTAT Vide it,s Final Order No. 493-495/08 CEx. Dated 18.07.2008 reduced the penalty and accordingly we have filed the refund of excess penalty deposited by us. The department has sanctioned a sum of Rs. 114093 /- on 27.02.2009 towards excess penalty deposited by us. The department preferred an appeal with the Rajasthan High Court and matter is pending with High Court.

**NOTE 29 – TAXES ON INCOME**

The Breakup of Deferred Tax Assets and Liabilities as on 31-3-2017 is as under:

	2016-2017	[Rs.in Lacs] 2015-2016
Deferred Tax Calculation Liability		
Opening balance	15,295,459	15,095,553
Add: Tax Arising on account of Current Year Depreciation	29,69,996	1,99,906
Closing Balance	18,265,455	15,295,459



**NOTE 30 – RELATED PARTY DISCLOSURE:**

The company is having following related parties as defined under AS-18 issued by ICAI.

The Co. is dealing with following related parties as defined under AS-18 issued by the ICAI.

Key Management Personnel	Shri Prakash Chand Chhabra (Managing Director) Shri Saurabh Chhabra (Director)
Relative of Key Management Personnel :-	Smt. Saroj Devi Chhabra (Wife of Director) Shri Tilok Chand Saurabh Chhabra HUF (Relative of director)
Sister/ Associate concerns	Fashion Suitings Pvt. Ltd

B. Detail of transactions made with above parties during the year 2016-2017

[Rs. In Lacs]

Particulars	Key Management Personnel		Relative of KMP		Associate / Sister Concerns	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
Income from services (Processing Charges Received)	0.00	0.00	0.00	0.00	6.27	13.93
Balance Outstanding as on 31 <sup>st</sup> March Debtors a/c	0.00	0.00	0.00		0.27	2.33
Payment :- Salary	27.60	26.40	0.00	0.00	0.00	0.00
Interest on Unsecured Loan	1.35	36.70	1.30	10.12	0.00	0.00

**NOTE 31 – EXPENDITURE IN FOREIGN CURRENCY (ACCRUAL BASIS)**

Particulars	Current Year	Previous Year
Travelling & Conveyance / Interest/ Professional Fee	Nil	Nil
Total	Nil	Nil

**NOTE 32 – IMPORTED AND INDIGENEOUS RAW MATERIAL, COMPONENTS AND SPARE PARTS CONSUMED**

Particulars	% Total Consumption	Value	% Total Consumption	Value
	Current Year	Current Year	Previous Year	Previous Year
<b>Raw Material</b>				
Imported	%	0.00	%	0.00
Indigenously obtained	100%	141,339,924.00	100%	143,997,417.55
<b>Spare Parts</b>				
Imported	15.36%	7121408	1.27%	587188
Indigenously obtained	84.64%	39228866	98.73%	45587707.73



**NOTE 33- VALUE OF IMPORTS CALCULATED ON CIF BASIS**

Particulars	Current Year	Previous Year
Raw Material	Nil	Nil
Components and Spares Parts	7121408	5078096
Capital Goods	Nil	Nil
<b>Total</b>	<b>7121408</b>	<b>5078096</b>

**NOTE 34 – DUES TO MICRO, SMALL & MEDIUM ENTERPRISES**

The Government of India has promulgated an act namely "The Micro, Small & Medium Enterprises Development Act 2006" which comes into force with effect from October, 2 2006. As per The Act, the Company is required to identify the Micro & Small Enterprises & Pay them interest on overdue beyond the specified period irrespective of the terms agreed with the enterprises. The Company has initiated the process of identification of such suppliers. In view of number of supplier & no receipt of critical inputs & response from several such potential parties, the liability of interest cannot be reliable estimates nor can required disclosure be made. Accounting in this regard will be carried out after process is complete and reliable estimate can be made. Since the Company is regular in making payments to all suppliers, the management does not anticipate any significant interest liability.

**NOTE 35 – PREVIOUS YEAR FIGURES**

The figures for previous year have been re-grouped, re-arranged and re-classified wherever necessary to make them comparable with the current year's figure.

**NOTE 36 – SEGMENT REPORTING**

As the company's significant business activity falls within a single primary business segment viz. "Processing of Fabrics", the disclosure requirement of accounting Standard-17 "Segment reporting", issued by Institute of Chartered Accountants of India, is not applicable.

**NOTE 37 – DEMONETISATION REPORTING**

Details of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016 as given below:

	SBNs	OTHER DENOMINATION NOTES/NEW DENOMINATION NOTES	DENOMINATION CURRENCY	TOTAL
Closing cash in hand as on 08.11. 2016	0.00	1*3 = 3 10*48=480 7*50= 350 21*100= 2,100		233
(+) Permitted receipts	0	10*832= 8,320 50*400= 20,000 100*2200= 2,20,000 2000*450= 9,00,000		11,48,320
(-) Permitted payments	0	1*24= 24 5*3= 15 10*1310= 13,100 50*710= 35,500 100*2314= 2,31,400 2000*52= 1,04,000		3,84,039
(-) Amount deposited in Banks	0	0		0
Closing cash in hand as on 30.12. 2016	0	1*14= 14 10*1010= 10,100 50*44= 2,200 100*548= 54,800 350*2000= 7,00,000		7,67,214



## **NOTE 38 – SIGNIFICANT ACCOUNTING POLICIES**

### **1. Method of Accounting**

The accounts have been prepared as per historical cost convention and on an accrual basis. Accounting policies not specifically referred to otherwise be consistent and in consonance with generally accepted accounting principles followed by the company.

### **2. Fixed Assets**

- a) Fixed assets are stated at their original cost (net of CENVAT) including incidental expenditure related to acquisition and installation less accumulated depreciation.
- b) Capital assets under erection / installation are reflected in the balance sheet as capital work-in-progress.

### **3. Depreciation**

- a. Depreciation is provided on straight line method based on useful lives of assets as prescribed under the transitional provisions of Schedule II of Companies Act, 2013 on pro-rata basis. Reassessment of useful life of certain assets, where ever done, is based on the external technical advice taken by the company.
- b. Company have a policy to fully depreciate assets upto Rs.5000/- in the year of acquisition. Hence the assets costing less than Rs.5000/- have been fully depreciated in the year of acquisition.

### **4. Investment.**

Investments are stated at cost.

### **5. Revenue Recognition / Basis of accounting**

The company follows the accrual system of accounting except certain items like interest, rebates, discounts & claims on sales, insurance claims etc are admitted as and when there is reasonable certainty.

### **6. Inventories**

Inventories are valued as under.

Finished Goods	: At Cost or market realisable value, whichever is lower.
Work in Progress	: At Cost inclusive of allocable overheads
Dyes & Chemical, Stores & Spares etc	: At lower of cost or net realisable value.

### **7. Job Processing Income**

Job Processing Income is stated at net of discount.

### **8. Retirement Benefits**

Company's contribution accruing during the year in respect of Provident Fund and Employee State Insurance Scheme has been charged to Profit & Loss Account.

Encashment of leave is accounted on Accrual Basis

Liability in respect of employees' gratuity is valued on actuarial basis made by the Life Insurance Corporation of India under employees' group gratuity scheme. Any shortfall or excess based on such valuation is accounted for.

### **9. Borrowing Costs**

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

### **10. Segment Reporting**

The company's main operation relates to the processing of man made fabric and has only one unit i.e. process house which is located at Bhilwara (Raj) and most of the customers are local. Hence the company does not have any other segment to disclose separately.



**11. Related Party**

Related party transactions as required under AS- 18 issued by the ICAI are disclosed by way of notes to the accounts.

**12. Earning Per Share (EPS)**

EPS is calculated as per AS-20 issued by the Institute Of Chartered Accountants Of India.

**13. Deferred tax**

Provision for current tax is made after taking into consideration admissible benefits under the provisions of the Income Tax Act, 1961. Deferred tax resulting from timing difference between book profits and taxable profits is accounted for using the tax laws and rates that have been or substantively enacted as on the Balance-Sheet date. Deferred tax asset is recognized and carried forward to the extent there is a reasonable certainty that the assets will be realized in future.


**14. Impairment of Assets**

Factors giving rise to any indication of any impairment of the carrying amount of the company's assets are appraised at each balance sheet date to determine and provide/revert an impairment loss following accounting standard AS-28 for impairment of assets.

**15. Contingent Liabilities.**

Contingent Liabilities disclosed by way of notes.

For O.P.DAD & CO.  
CHARTERED ACCOUNTANTS



[O.P.DAD]  
PARTNER


PLACE: BHILWARA  
DATED: 30.05.2017



FOR & ON BEHALF OF A.K. SPINTEX LIMITED



[P. C. CHHABRA]  
MANAGING DIRECTOR  
(DIN NO. 00155631)



[Ashish Kumar Bagrecha]  
COMPANY SECRETARY



## PROXY FORM

### 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 : A.K. SPINTEX LIMITED  
CIN : L17117RJ1994PLC008916  
Regd office : 14 K.M. STONE, CHITTOR ROAD  
BILYA KALAN, BHILWARA-311001 (Raj.)

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

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ..... or failing him

2. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ..... or failing him

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 23<sup>rd</sup> Annual General Meeting of the Company, to be held on the 29<sup>th</sup> September, 2017 at the Registered Office at 14 K.M. Stone, Chittor road, Biliya Kalan, Bhilwara-311001 at 11:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	
1.	Consider and adopt Audited Financial Statement, reports of the Board of directors and Auditor for the year ended 31 <sup>st</sup> March, 2017.
2.	Reappointment of Mr. Sourabh Chhabra who is liable to retire by rotation being eligible offers himself for re-appointment.
3.	To appoint statutory auditors for F.Y. 2017-18 to F.Y. 2022-23 and to fix their remuneration
4.	To Increase Authorised Share Capital
5.	To Amend Memorandum of Association

Signed this ..... day of ..... 2017  
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.

### ATTENDENCE SLIP

I hereby record my presence at the 23<sup>rd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2017 at 11.00 a.m. at 14<sup>th</sup> K.M. Mile Stone Chittor Garh Road, Bilia Kalan, Bhilwara.

Full-Name of the Shareholder (in Block Letters) \_\_\_\_\_  
Folio No. \_\_\_\_\_ No. of Shares held \_\_\_\_\_ Name of Proxy (if the Proxy attends, instead of the Shareholder) \_\_\_\_\_

Signature of Shareholder / Proxy

Members attending the meeting must fill in this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of the annual report at the meeting.