



BANSWARA SYNTEX LIMITED

Corporate Identity Number: L24302RJ1976PLC001684

Registered Office & Mills:

Industrial Area, Dahod Road, BANSWARA – 327 001 (Rajasthan)

Ph No. : +91 2962 240690, 257679 - 681 Fax: (02962) 240692

An IS / ISO 9001:2008 Company

www.banswarasyntex.com

secbsw@banswarafabrics.com

www.saintx.in

saint

BSL: SECL: 15

Acknowledge copy

11th August, 2015

BSE Limited
Listing Deptt.
Floor 25, P.J. Towers
Dalal Street
MUMBAI – 400 001

Dear Sir,

FORM A

Format of covering letter of the annual audit report filed with the stock exchange.

1	Name of the Company	Banswara Syntex Limited
2	Annual financial statements for the year ended	31.03.2015
3	Type of Audit observation	Unqualified
4	Frequency of observation	-
5	Signed by CEO/Managing Director	Yes
	CFO	Yes
	Auditors of the Company	Yes
	Audit Committee Chairman	Yes

We are enclosing herewith six copies of our Annual Report for the Financial Year 2014-15.

Thanking you,

Yours faithfully,
For BANSWARA SYNTEX LIMITED,

(J.K. JAIN)
CFO & COMPANY SECRETARY
Encl.: as above

Mumbai Office : 4-5th Floor, Gopal Bhawan, 199, Princess Street, MUMBAI – 400 002 PH : +91 22 6633 6571-76 Fax : 022-22064486 / 6633 6586

Marketing Office : Flat No. 204, E-2, A.R.A. Centre Jhandewalan Ext. New Delhi – 110055 PH : +91 11 23676124 Fax : 011-23676948

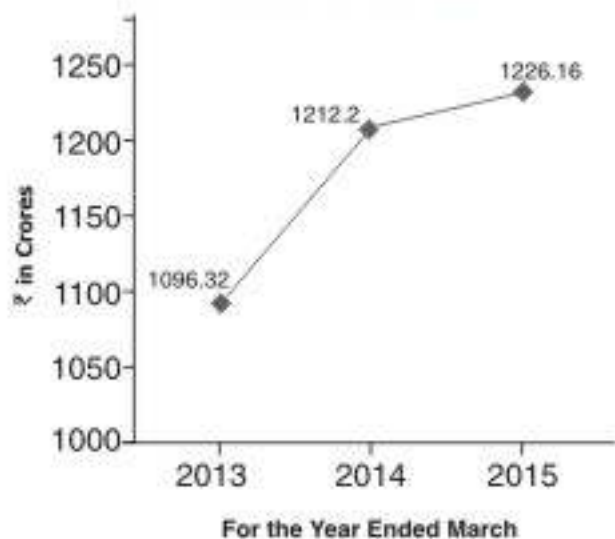
39TH ANNUAL REPORT

2014-15

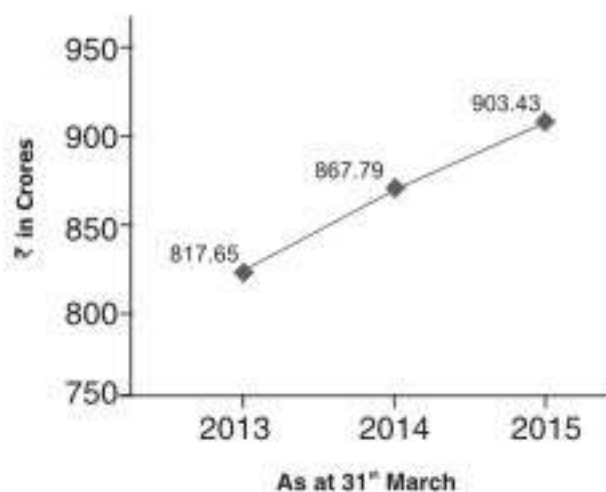


BANSWARA SYNTEX LIMITED

Total Income



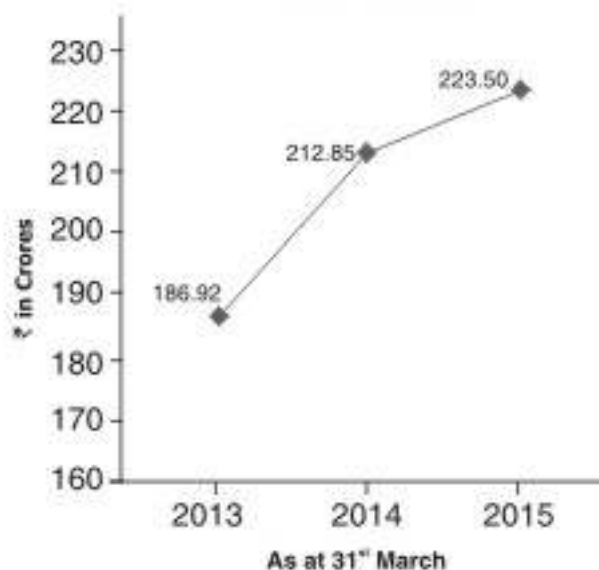
Gross Fixed Assets



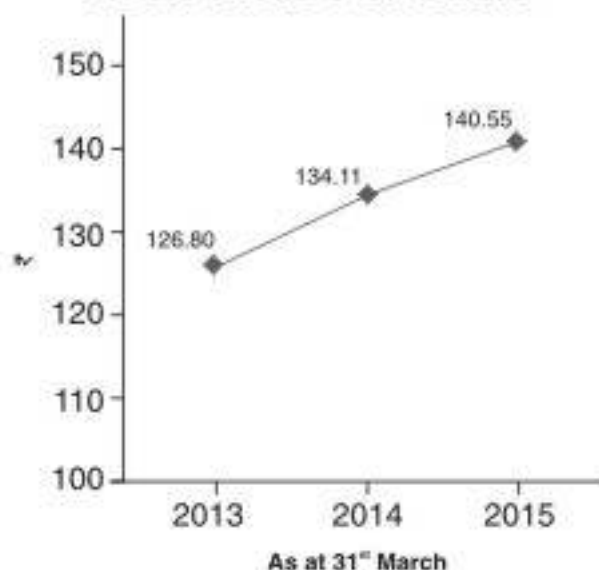
KEY HIGHLIGHTS OF 2014-15

- Total Income increased by 2.20%
- Earning Per Share ₹ 5.06
- Book Value Per Share ₹ 140.55 per Share
- Net Worth ₹ 223.50 Cr.
- Net Worth and DTL ₹ 265 Cr.
- Dividend 10%

Net Worth



Book Value Per Share



COMPANY INFORMATION

BOARD OF DIRECTORS

Shri R.L. Toshniwal, Chairman
 Shri Ravindra Kumar Toshniwal, Managing Director
 Shri Rakesh Mehra, Vice Chairman
 Shri Shaleen Toshniwal, Jt. Managing Director
 Shri P. Kumar
 Shri D.P. Garg
 Dr. S.B. Agarwal
 Shri Vijay Kumar Agarwal
 Shri P.K. Bhandari
 Shri Kamal Kishore Kacholia
 Shri A.N. Jariwala
 Shri Vijay Mehta
 Dr. Vajjayanti Pandit (w.e.f. 12.11.2014)

EXECUTIVES

Shri S.S. Sajal, President
 Shri J.K. Rathi, President (Commercial)
 Shri J.K. Jain, CFO & Company Secretary
 Smt. Kavita Soni, Sr. Vice President (HR & CSR)
 Shri B.C. Kaushik, Sr. Vice President (Technical)
 Shri S.S. Kella, Vice President (Audit & Taxation)
 Shri S.R. Jain, Vice President (Engineering)
 Shri Ashok Mishra, Vice President (Technical Worsted)
 Shri Nailesh G. Joshi, Vice President (Operation)
 Shri Prashant Joshi, Vice President (Processing)
 Shri D.K. Menariya, Vice President (Personnel)
 Shri S.L. Agarwal, Vice President (Finance & Accounts)
 Shri Basant Kala, Vice President (Finance & Accounts)
 Shri Arun Kumar Pareek, Vice President (Technical)
 Shri Rahul Bhadauria, Vice President (Operation)
 Shri Neeraj Mishra, Vice President (Sales & Marketing)
 Shri H. Maharana, Vice President (Weaving)
 Shri S.K. Dhar, Vice President (Fabric Marketing)

AUDITORS

M/s Kalani & Company, Chartered Accountants
 5th Floor, Mile Stone Building
 Tonk Road
 JAIPUR - 302 015 (Raj.)

BANKERS

Punjab National Bank
 Union Bank of India
 Bank of Baroda
 Bank of India

REGISTRAR & SHARE TRANSFER AGENT

Computech Sharecap Ltd.
 147, Mahatma Gandhi Road,
 Fort,
 MUMBAI-400 001
 Email: helpdesk@computechsharecap.in
 Website: www.computechsharecap.in
 Phone No. (022)-22635000, 22635001
 Fax: (022)-22635005

OFFICES

REGISTERED OFFICE

Industrial Area, Dahod Road
 BANSWARA-327 001 (Raj.)
 CIN:L24302RJ1976PLC001684
 Email : secbsw@banswarafabrics.com
 website : www.banswarasyntex.com
 Phone No. (02962) 257676, 257679-681
 257195-197, 240690
 Fax No. (02962) 240692

HEAD/MARKETING OFFICE

4th/5th Floor, Gopal Bhawan
 199, Princess Street
 MUMBAI-400 002

DELHI OFFICE

Room No. 201-202,
 ARA Center
 Jhandewalan Extn.
 NEW DELHI - 110 055

JAIPUR OFFICE

Ankur Apartments,
 5-6, Jyoti Nagar Extension
 JAIPUR - 302 005 (Raj.)

PLANTS

Banswara Unit
 (Spinning, Weaving & Finishing)
 Industrial Area, Dahod Road
 BANSWARA - 327 001 (Raj.)

Daman Unit (Garment)

- 98/3, Village Kadaiya
 Nani Daman
 DAMAN - 396 210 (U.T.)
- Survey No. 713/1, 713/2, 713/3, 725/2 &
 725/1, Village Dabhel, Nani Daman,
 DAMAN - 396 210 (U.T.)
- Survey No. 722/9
 Village Dabhel, Nani Daman
 DAMAN - 396 210 (U.T.)
- Plot No. 85/3, 85/4 & 86/2
 Vill: Kadaiya, Daman Industrial Area,
 Nani Daman, DAMAN - 396 210

Surat Unit (Garment)

Plot No. 5-6, G.I.D.C., Apparel Park
 SEZ Sachin
 SURAT- 394 230 (Gujarat)

QUALITY POLICY

WE, BANSWARA SYNTEX LIMITED, WISH TO BE WORLD CLASS IN THE MANUFACTURE OF YARN & FABRIC. OUR ENDEAVOR IS TO ANTICIPATE & EXCEED CUSTOMER SATISFACTION BY UNDERSTANDING CUSTOMER'S NEED AND EXPECTATION AND THUS, ENSURING QUALITY AND TIMELY DELIVERY BY:-

- BEING IN CLOSE CONTACT WITH CUSTOMERS AND GETTING THEIR FEED BACK.
- CONTINUOUS INNOVATION IN PRODUCT DEVELOPMENT.
- CONTINUAL IMPROVEMENT IN QMS & QUALITY THROUGH H.R.D., UPGRADATION OF PLANT & MACHINERY AND IMPROVEMENT IN METHODS OF WORK.
- PARTICIPATION OF MANAGEMENT AND ALL EMPLOYEES AS ONE TEAM.

NOTICE

NOTICE is hereby given that 39th Annual General Meeting of the shareholders of Banswara Syntex Limited, will be held on Saturday, the day of 12th September, 2015 at 3.30 p.m. at its Registered Office at Industrial Area, Dahod Road, Banswara (Raj.) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon including Consolidated Financial Statements and report of auditors on Consolidated Financial Statements.
2. To declare dividend on Preference Shares for the year 2014-15 (for period up to 12th May, 2014, since the Preference Shares were redeemed on 13th May, 2014).
3. To declare dividend on Equity Shares for the year 2014-15.
4. To appoint a Director in place of Shri Rakesh Mehra (holding DiN :00467321) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
5. To ratify the Appointment of Kalani & Company, Jaipur, as Statutory Auditors of the Company, and to authorize Board to fix their remuneration.

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded ratifying the appointment (for the financial year 2015-16) of M/s Kalani & Company, Chartered Accountants (Firm Registration No. 000722C) as Statutory Auditors of the Company pursuant to the resolution passed by the shareholders in the 38th Annual General Meeting of the Company held on 22.9.2014 on such remuneration as may be agreed upon by the Board of Directors and auditors, and that such remuneration may be paid on a progressive billing basis to be agreed upon between the auditors and the Board of Directors."

SPECIAL BUSINESS

6. Ratification of Remuneration to the Cost Auditors

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all others applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the payment of the remuneration of ₹2,00,000/- (Rupees Two Lacs only) plus applicable Service Tax and reimbursement of out of pocket expenses at actual to M/s. K.G. Goyal & Company, Cost Accountants (Firm Registration No.000017) who were appointed by the Board of Directors of the Company, as "Cost Auditors" to conduct the audit of the cost records maintained by the

Company for Financial Year ending March 31, 2016, be and is hereby ratified and approved.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Acceptance of Deposits from Members and / or Public Under Sections 73 and 76 of the Companies Act, 2013.

To consider and if thought fit, to pass, the following Resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 73, 76 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such conditions, approvals, permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to invite/accept renew/receive money by way of unsecured/secured deposits, or in any other form, from public and/or members of the Company, in any form or manner, through circular, advertisement or through any other permissible mode, up to permissible limits prescribed under applicable provisions of law and on such terms and conditions as the Board of Directors of the Company, in its sole discretion, deem fit and necessary.

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors and/or any Committee thereof be and is hereby authorized to do all such acts, deeds, things and matters as the Board of Directors and/or any Committee thereof may, in its absolute discretion, consent, necessary, proper, expedient, desirable or appropriate for such invitation /acceptance/ renewal/receipt as aforesaid."

8. Related Party Transactions / Contract with Banswara Global Limited under Section 188 (1)(a) and 188(1)(d) of the Companies Act, 2013.

To consider and if thought fit, to pass, the following Resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 188 (1)(a) and (d), and other applicable provisions (if any) of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers), Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of Articles of Association, subject to compliances of all applicable laws and regulations, the consent of members of the company be and is hereby accorded to the Board of Directors (hereinafter called "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) for execution of a contract with M/s. Banswara Global Limited in which Shri R.L. Toshniwal and Shri Ravindra Kumar Toshniwal, Directors of the Company are interested, to sell, purchase or supply of any goods or materials and to avail or render any service of any nature whatsoever, as the Board in its discretion deem proper, up to an amount not exceeding an aggregate of ₹ 25,00,00,000/- (Rupees Twenty Five Crores Only) as per the terms and conditions set out in the draft agreement placed before the meeting and initialed by the Chairman for

the purposes of identification and in such form and manner as it may deem fit."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to execute the agreement with M/s. Banswara Global Limited and perform all such acts, deeds and to sign all such documents and writings as may be necessary, expedient and incidental thereto including all the negotiations and settlements, to give effect to this resolution and for matter connected therewith or incidental thereto in the best interest of the Company."

9. Related Party Transactions / Contract with Treves Banswara Private Limited under Section 188 (1)(a) and (d) of the Companies Act, 2013.

To consider and if thought fit, to pass, the following Resolution as a special Resolution:-

"**RESOLVED THAT** pursuant to the provisions of Section 188 (1)(a) and (d), and other applicable provisions (if any) of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers), Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of Articles of Association, subject to compliances of all applicable laws and regulations, consent of members of the company be and is hereby accorded to the Board of Directors (hereinafter called "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) for execution of a contract with M/s. Treves Banswara Private Limited in which Shri Rakesh Mehra and Shri Ravindra Kumar Toshniwal, Directors of the Company are interested, to sell, purchase or supply of any goods or materials and to avail or render any service of any nature whatsoever, as the Board in its discretion deem proper, up to an amount not exceeding an aggregate of ₹25,00,00,000/- (Rupees Twenty Five Crores Only) as per the terms and conditions set out in the draft agreement placed before the meeting and initialed by the Chairman for the purposes of identification and in such form and manner as it may deem fit."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to execute the agreement with M/s. Treves Banswara Private Limited and perform all such acts, deeds and to sign all such documents and writings as may be necessary, expedient and incidental thereto including all the negotiations and settlements, to give effect to this resolution and for matter connected therewith or incidental thereto in the best interest of the Company."

10. Related Party Transactions / Contract with Banswara Fabrics Limited Under Section 188 (1) (a) and (d) of the Companies Act, 2013.

To consider and if thought fit, to pass, the following Resolution as a special Resolution:-

"**RESOLVED THAT** pursuant to the provisions of Section 188 (1)(a) and (d), and other applicable provisions (if any) of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers), Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of Articles of Association, subject to compliances of all applicable laws and regulations, consent of members of the company be

and is hereby accorded to the Board of Directors (hereinafter called "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) be and is hereby accorded for execution of a contract with M/s. Banswara Fabrics Limited in which Shri R.L. Toshniwal and Shri Rakesh Mehra, Directors of the Company are interested, to sell, purchase or supply of any goods or materials and to avail or render any service of any nature whatsoever, as the Board in its discretion deem proper, upto an amount not exceeding an aggregate of ₹50,00,00,000/- (Rupees Fifty Crores Only) as per the terms and conditions set out in the draft agreement placed before the meeting and initialed by the Chairman for the purposes of identification and in such form and manner as it may deem fit."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to execute the agreement with M/s. Banswara Fabrics Limited and perform all such acts, deeds and to sign all such documents and writings as may be necessary, expedient and incidental thereto including all the negotiations and settlements, to give effect to this resolution and for matter connected therewith or incidental thereto in the best interest of the Company."

11. Appointment of Dr. Vaijayanti Pandit (DIN: 06742237) as an Independent Director

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions (if any) of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Vaijayanti Pandit (DIN:06742237), a non-executive Director who was appointed as an Additional Director on 12.11.2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years w.e.f. the date of Annual General Meeting not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable in this regard."

Registered Office
Industrial Area, Dahod Road
BANSWARA-327001 (Raj.)

By order of the Board

Place: Mumbai
Date: 27th May, 2015

J.K. JAIN
CFO & COMPANY SECRETARY

NOTES:

1. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the ensuing Annual General Meeting is appended hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the Proxy, in order to be effective, should be duly stamped, filled, signed and must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Computech Sharecap Limited, 147, Mahatma Gandhi Road, Fort, Mumbai - 400001 is the Registrar and Share Transfer Agent (RTA) for physical shares and is also the depository interface of the Company with both CDSL and NSDL.

4. The Register of Members and Share Transfer Books of the Company shall remain closed from 5th September, 2015 to 12th September, 2015 (both days inclusive) in connection with the payment of dividend for the financial year 2014-15.

5. Shareholders are requested to immediately notify, to the Company, any change in their address.

6. Keeping in view, the relaxation of Ministry of Corporate Affairs (MCA), Government of India, the Company may send various notices/documents to its members, through electronic mode, to the registered e-mail addresses of the shareholders. In view of this, the shareholders are requested to provide their e-mail IDs to the Company duly mentioning their Folio No., Name and number of shares held as on date. This can also be sent by electronic mode to the Company at following e-mail IDs of the Company and/or its RTA.

a) secbsw@banswarafabrics.com

b) helpdesk@computechsharecap.in

7. The shareholders, who have not converted their shares into demat form, are requested to do so, in their own interest.

8. Payment of dividend, upon declaration by the shareholders at the forthcoming Annual General Meeting, will be made on or after 16th September, 2015 as under:-

a) To all those beneficial owners holding shares in electronic form, as per the beneficial ownership data as may be made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the end of the day on 4th September, 2015.

b) To all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company, before the closing hours on 4th September, 2015.

9. Members holding shares in physical form are advised to furnish, on or before 14th August, 2015, particulars of their bank account, if changed, to the Company to incorporate the same in the dividend warrants.

In case of payments to the shareholders holding shares in dematerialized form, particulars of bank account registered with their depository participants will be considered by the Company to incorporate the same in the dividend warrants.

10. The Company has declared dividends for the years 2007-08 to 2013-14. It has also declared interim dividends for the years 2009-10 and 2010-11. The shareholders who have, so far, not encashed the dividend warrants, are hereby informed to encash their dividend warrants by surrendering the same, in original, to the Company and getting demand drafts issued in lieu thereof/get the same credited in their account by NEFT. As per the provisions of the Companies Act, 1956 or 2013, the unpaid dividend after the expiry of seven years from the date of declaration will be transferred to Investors' Education and Protection Fund. Unpaid dividend for the year 2007-08 can be encashed till 17.9.2015, thereafter the same will be transferred to the above fund. Please, therefore, encash the unclaimed dividend before its transferred to above fund.

11. The Company is providing facility of Electronic Clearing Services (ECS) for payment of dividend to shareholders residing in selected cities. Shareholders holding shares in physical form are requested to provide details of their bank accounts for availing ECS facility in the form being forwarded with the Annual Report. However, if the shares are held in dematerialized form, the ECS mandate has to be communicated to the respective Depository Participant (DP). Changes, if any, in the details furnished earlier may also be communicated to the Company or DP, as the case may be.

12. The documents referred to in the proposed resolutions are available for inspection at the registered office of the Company during working hours between 10.00 A.M. and 1.00 P.M. except on holidays.

13. Queries, if any, on accounts and operations may please be sent to the Company 7 days in advance of the Annual General Meeting so that the answers can be made available at the meeting.

14. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting's venue.

15. Members holding shares in physical form can avail the nomination facility by filing Form 2B (in duplicate) with the Company's Registrar and Share Transfer Agents which will be made available on request; in case of shares held in dematerialized form, the nomination has to be lodged with their DP. Members holding shares in dematerialized form may contact their DP for recording nomination in respect of their equity shares.

16. As required under Clause 49 (VIII) E of the Listing Agreements with the Stock Exchanges, the relevant details

of Director retiring by rotation and seeking re-appointment at the ensuing AGM and also other Director seeking reappointment are furnished in the Corporate Governance section of the Annual Report.

17. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. A copy of Statement of Profit & Loss for the year ended 31st March, 2015 and Balance Sheet as on that date together with the Directors' and Auditor's Report thereon are enclosed herewith.
19. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on 5th September, 2015.
20. CS Manoj Maheshwari, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the AGM in a fair and transparent manner.
21. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company, www.banswarasyntex.com and on the website of CDSL, www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
22. In compliance with provisions of the Companies Act, 2013, the Company is also offering remote e-voting facility to the Members to enable them to cast their votes electronically. Please note that remote e-voting is optional and not mandatory. Remote E-voting facility would remain open only from 8th September, 2015 to 11th September, 2015 (both days inclusive).
23. Members are requested to bring their copies of the Annual Report to the meeting.
24. E-voting Facility.

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 39th Annual General Meeting (AGM) by electronic means. The business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).

If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.

The instructions for shareholders voting electronically are as under:

- i) The voting period begins at 10 A.M. on 8th September, 2015 and ends at 5 P.M. on 11th September, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 5th September, 2015 may cast

their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iv) Click on Shareholders.
- 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 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:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the code NPBSL alongwith the 5 digits of the sequence number mentioned on the address label.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (v).

- 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 Banswara Syntex Limited 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholders and Custodians
Non-Individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com 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 of members receiving the physical copy:

- a) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- b) The voting period begins on 10 A.M. on 8th September, 2015 and ends on 5 P.M. on 11th September, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 5th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by

CDSL for voting thereafter.

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

25. The Company has designated two exclusive email IDs viz secbsw@banswarafabrics.com and helpdesk@computechsharecap.in to enable investors to register their complaints/queries, if any.

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

ITEM NO. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s K.G. Goyal & Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2016.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

ITEM NO. 7

The Company is accepting fixed deposits as per newly enacted Act, 2013. In order to continue to accept and renew the fixed deposits from the members of the Company, consent of the members is required.

The Board of Directors of your Company has approved this item in the Board Meeting held on 27th May, 2015 and recommends the Resolution, as set out in the accompanying Notice, for the approval of members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their Deposit holdings and/or their share holding in the Company, if any.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

ITEM NO. 8, 9 and 10

The provisions of Section 188 of the Companies Act, 2013 governs the Related Party Transactions, requiring a Company to obtain prior approval of the Board of Directors and in case the paid up share capital of a Company is ₹10 Crores or more, the prior approval of shareholders by way of Special Resolution.

Further third proviso to Section 188(1) provides that nothing in this sub-section shall apply to any transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis.

The provisions of Section 188(3) also provide that any contract or

arrangement entered into u/s 188(1) may be ratified by the board or as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into.

In the light of the provisions of 2013 Act, the Board of Directors of your Company has approved the proposed transactions along with the limits that the Company may enter into with its Related Parties for the financial year 2015-16.

All the prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 and the Company's (Meetings of Board and its Powers) Rules, 2014 are given herein below in a tabular format for kind perusal of members:

PARTICULARS OF PROPOSED TRANSACTIONS FOR THE PURPOSE OF APPROVALS U/S 188 OF THE COMPANIES ACT, 2013

(₹ in crore)

NAME and NATURE OF RELATIONSHIP with Related Parties:	NATURE OF CONTRACT	MONETARY VALUE OF CONTRACT
M/s. Banswara Global Limited, (Subsidiary Company)	Sale, purchase, job work or supply of any goods or materials Availing or rendering of any services	25.00
M/s. Treves Banswara Private Limited (Joint Venture Company)	Sale, purchase, job work or supply of any goods or materials Availing or rendering of any services	25.00
M/s. Banswara Fabrics Limited (Associate Company)	Sale, purchase, job work or supply of any goods or materials Availing or rendering of any services	50.00

- (a) The name of the related party and nature of relationship: As provided in the table above
- (b) The nature, duration of the contract and particulars of the contract or arrangement: The nature and particular of contract are mentioned in the table above. Duration of the contract is one year from 01.04.2015 to 31.03.2016.
- (c) The material terms of the contract or arrangement including the value, if any: At Arm's length basis.
- (d) Any advance paid or received for the contract or arrangement, if any: Nil
- (e) The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract: All business transactions would be carried out as part of business requirements of the Company. Further the Company is also subject to pricing norms prevailing in the industry.
- (f) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: Yes
- (g) Any other information relevant or important for the Board to take a decision on the proposed transaction: Nil

Members are hereby informed that pursuant to second proviso of section 188(1) of the Companies Act, 2013, no member of

the company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board of Directors of your Company has approved this Item in the Board meeting held on 27th May, 2015 and recommends the resolution as set out in the accompanying notice for the approval of members of the Company as Special Resolutions.

None of the Directors, key managerial personnel and their relatives except Shri R.L. Toshniwal, Shri Ravindra Kumar Toshniwal and Shri Rakesh Mehra are deemed to be concerned or interested, financial or otherwise in the proposed special resolutions except to the extent of their shareholding and interest mentioned hereinabove, in the company.

ITEM NO. 11

Dr. Vaijayanti Pandit was appointed as an Additional Director of the Company w.e.f. 12.11.2014 by the Board of Directors as recommended by Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of Companies Act, 2013 and the Articles of Association of the Company. In terms of the provisions of Section 161(1) of the Act, Dr. Vaijayanti Pandit would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Dr. Vaijayanti Pandit for the office of Director of the Company. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Section 149 of the Act, inter alia, stipulates the criteria of independence should a company propose to appoint an Independent Director on its Board. The Company has received a declaration from Dr. Vaijayanti Pandit that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreements. She possesses appropriate skills, experience and knowledge; inter alia, in the field of Management. In the opinion of the Board, she fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Agreements. Brief resume of Dr. Vaijayanti Pandit, and her expertise in specific functional areas and names of companies in which she holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreements with the Stock Exchanges, are provided in the Corporate Governance Report, forming part of the Annual Report. Copy of the draft letter for appointment of Dr. Vaijayanti Pandit as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the other Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends the Ordinary Resolution set out at this item of the Notice for approval by the shareholders.

Registered Office
Industrial Area, Dahod Road
BANSWARA-327001 (Raj.)

By order of the Board

Place: Mumbai
Date: 27th May, 2015

J.K. JAIN
CFO & COMPANY SECRETARY

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 39th Annual Report of the Company together with its Audited Accounts for the year ended 31st March, 2015.

Financial review

(₹ in Lacs)

	This year 2014-15*	Previous year 2013-14
Gross Income	123565	123076
Net Income	122616	121220
Profit before interest, extra-ordinary items, depreciation & tax	15454	18131
Profit before depreciation & tax	7385	10001
Less: Depreciation	5839	5196
Profit before tax	1446	4805
Tax on Income	643	2142
(a) Current Tax (Net of MAT Credit of ₹ NIL) (previous year ₹ 112.27 lacs)	854	1458
(b) Deferred Tax	(211)	625
(c) Prior period tax	-	59
Profit after Tax	803	2663
Dividend on Equity and Preference Shares	164	471
Tax on Dividend	33	80
Earning per share (₹) : Basic	5.06	16.86
Diluted	4.90	16.30

₹ 500 Lacs (Previous Year ₹ 1,000 Lacs) have been transferred to General Reserve out of Surplus.

*Stand alone working performance of the Company (without consolidation).

Operations & state of affairs

The production of yarn during 2014-15 has been 320 lac Kgs as against 301 lac Kgs during 2013-14. The Company has increased the own production of wool and wool mixed yarn. It has increased by more than 50%. However, production of cotton yarn started during the year 2013-14 has been discontinued during the year 2014-15, as this was considered unviable at 12096 spindles. The Company has converted these spindles for production of synthetic blended yarn.

Your Company has maintained the production of readymade garments at about 33 lac pieces. However, the fabric production has been 349 lac meters as against 360 lac meters during 2013-14.

Your Company's net income from operations during 2014-15 has been ₹ 1226 Crores as against ₹ 1212 Crores during 2013-14.

The profit before interest, depreciation and tax (PBITD) during 2014-15 is ₹ 155 Crores as against ₹ 181 Crores during 2013-14. Similarly, the profit before depreciation and tax (PBDT) has been ₹ 74 Crores as against ₹ 100 Crores during 2013-14. The post tax net profit of the Company during 2014-15 is at ₹ 8.03 Crores as against ₹ 26.63 Crores during 2013-14.

The basic and diluted EPS for the year 2014-15 works out to ₹ 5.06 and ₹ 4.90 respectively as against ₹ 16.86 and ₹ 16.30 respectively for 2013-14.

During 2014-15 your Company purchased additional equity from Carreman, France in Carreman Fabrics India Limited (now Banswara Global Limited). As such Banswara Global Limited (BGL) became wholly owned subsidiary Company of your Company effective from 12th August, 2014.

Your Company has charged depreciation on fixed assets as per the provisions of Companies Act, 2013. The Company has reassessed the remaining useful life of its plant & machinery and has charged the depreciation accordingly.

The Board of Directors of the Company has approved the scheme of amalgamation of Banswara Fabrics Limited (BFL) an Associate Company and Banswara Global Limited (BGL) a wholly owned subsidiary Company with Banswara Syntex Limited.

There is no change in the nature of Company's business during the year as it remains in the business of manufacturing of the textile products.

Exports

During the year the export turnover of the Company has been ₹ 525 Crores as against Rs.605 Crores during 2013-14. The share of export turnover in the net income has reduced from 50% in 2013-14 to 43% during 2014-15. Your Company has started exporting to Japan. Free Trade Agreement of India with Japan is likely to boost up the sale in Japan.

During the year under report, the Company's marketing as well as design and development team continued to participate in the international trade fairs, meetings with the customers abroad for regular feedback of market trends, demand etc. in the international market.

Dividend

Your Directors are pleased to recommend dividend of ₹ 1/- per equity share (previous year ₹ 3/- per share). The Company is paying 3% dividend on preference shares. The total dividend payout on Equity and preference shares for the year will absorb ₹ 1.64 Crores (previous year ₹ 4.71 Crores) and ₹ 0.33 Crores by way of tax on dividend (previous year tax on dividend ₹ 0.80 Crores).

The Company has transferred unclaimed dividend amount to the Investor Education and Protection Fund for dividend declared up to the year 2006-07.

Increase in paid-up share capital

The Board, in its meeting held on 13th November, 2013, issued 1600000 warrants to promoters and promoters' group, convertible into an equal number of equity shares, at the price of ₹ 41.50 per warrant including premium of ₹ 31.50 per share.

Out of the warrants issued to the promoters and promoters' group, your directors have converted 170000 warrants into an equal number of Equity Shares during the year 2013-14. On 12th November, 2014, 9,20,000 warrants were converted into an equal number of Equity Shares. As on 31st March, 2015, 5,10,000 warrants were pending for conversion. These balance warrants were converted in to equal number of equity shares on 8th May, 2015.

The paid up equity share capital of the Company increased from ₹ 1552.64 lacs as on 31st March, 2014 to ₹ 1644.64 lacs as on 31st March, 2015 due to conversion of warrants into equity shares.

The preferential issue was made as per the SEBI (ICDR) Regulations, 2009.

Expansion, diversification and modernization

During the year, the Company invested ₹ 50.32 Crores for acquisition of fixed assets. As at 31st March, 2015 the capital-work-in progress stood at ₹ 10.04 Crores and advances to the capital goods' suppliers aggregated ₹ 1.85 Crores, as against ₹ 8.54 Crores and ₹ 4.54 Crores respectively at the beginning of the year. During the year, the Company has added 1 jacket line at its Daman plant.

The total production capacity of the Company as at 31st March, 2015 for yarn production is 151672 ring spindles including 21120 spindles for worsted yarn spinning, 592 Air Jet spindles, 378 shuttle less looms, 34 Air Jet jacquard looms, 8 stenters with processing capacity of 5 million mtrs. a month and 3.82 lac pieces of garments per month.

Subsidiaries, Joint Ventures and Associates

In accordance with the General Circular, issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Statement of Profit and Loss and other documents of the subsidiary, J.V. and Associate Company are not being attached with the Balance Sheet of the Company. However, Pursuant to section 129 of the Companies Act, 2013, the financial information of the subsidiary Company is disclosed in the Annual Report in compliance with the said circular. The Company will make available the Annual Accounts of the subsidiary Company and the related detailed information to any member of the Company who request for the same. The annual accounts of the subsidiary Company will also be kept open for inspection at the Registered Office of the Company and that of the respective subsidiary Company. The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary, J.V. and Associate Company.

Subsidiary

Banswara Global Ltd. (BGL) earlier known as Carreman Fabrics India Limited became wholly owned subsidiary Company of Banswara Syntax Ltd. w.e.f. 12th August, 2014.

During the year Banswara Global Ltd. produced 43.32 lac mtrs. of Fabric. Total turnover of BGL during 2014-15 was ₹ 1155 lacs and the net profit after tax was ₹ 34 lacs.

Joint Venture

Your Company holds 50% of the paid up share capital in JV Company i.e. Treves Banswara Private Limited. The balance 50% share capital is held by Treves S.A.S., France.

During the year 2014-15, Treves Banswara Private Limited produced 2.17 lac mtrs. of Laminated Fabric and 0.71 lac pcs. of Embossed panels and Flex. Total turnover of this JV Company during 2014-15 was Rs. 622 lacs (previous year ₹ 644 lacs).

Associates

The Company has an Associate Company namely Banswara Fabrics Ltd. (BFL). Your Company holds 37.50% of the paid up share capital of BFL.

During the year this associate Company produced 18.23 lac mtrs. of Fabric. Total turnover of BFL during the year has been ₹ 628 lacs and the net profit after tax has been ₹ 35 lacs.

Thermal Power Plant

The two units of Captive Thermal Power Plant (33 MW) are working satisfactorily. Your Company is consuming coal from domestic sources as well from imports. The power plants availability factor during the year 2014-15 was 98.24% as against 98.09% during 2013-14.

Finance

During the year 2014-15, to augment the long term resources for meeting the Working Capital requirements, the Company requested and obtained Working Capital Term Loan of ₹ 7.00 Crores from Union Bank of India and ₹ 3.50 Crores from Bank of Baroda. Term Loans of ₹ 9.21 Crores from Punjab National Bank, ₹ 10.39 Crores from Union Bank of India and ₹ 3.54 Crores from Bank of Baroda got disbursed for investment in fixed assets. The total repayment of term loan made during the year

was ₹ 53.79 Crores.

The Company's bankers have been providing need based increase(s) in working capital limits after the review of requirements from time to time.

Consolidated financial statements

In accordance with the Accounting Standard (AS)-21 on Consolidated Financial Statements, read with AS-23 on Accounting for Investments in Associates and AS-27 on Financial Reporting of Interest in Joint Ventures and also as per section 129 of the Companies Act, 2013, the audited Consolidated Financial Statements are provided in the Annual Report.

Contribution to exchequer

During the year, your Company contributed ₹ 26.95 Crores to the Government Exchequer by way of Excise Duty, Service Tax, Value Added Tax (VAT), Income Tax, Dividend Distribution Tax and other payments.

Corporate Governance / Management

Discussion & Analysis Report

As per Clause 49 of the Listing Agreements with the Stock Exchanges, the Company has adopted a Code of Conduct which is applicable to the members of the Board and senior management. The Company fully complies with the Corporate Governance practices as enunciated in the Listing Agreements; Corporate Governance Report and Management Discussion & Analysis Report; these are annexed and marked **Annexure-I**, and form part of this report.

Fixed Deposits

As per the provisions of the Companies Act, 2013, the Company has issued advertisement for acceptance of fixed deposit from members of the Company, as approved by the shareholders in their meeting held on 22.9.2014. The Company has accepted new deposits during the year amounting to ₹ 622 lacs as per the Act of 2013; it was outstanding on 31st March, 2015. During the year, 2014-15, the Company has repaid all the deposits accepted under the then Companies Act, 1956. There has been no default in repayment of deposit or interest thereon and also no deposit is unclaimed or matured but not paid as on 31st March, 2015. The Company has duly complied with the provisions of the Companies (Acceptance of Deposits) Rules, 2014.

Corporate social responsibility initiatives

As a part of its initiatives under "Corporate Social Responsibility (CSR), the Company has formed Corporate Social Responsibility Policy (CSR Policy). As per the policy, the Company has undertaken projects in the areas of environmental, women and children empowerment and health etc. These projects are largely in accordance with Schedule VII of the Companies Act, 2013.

As required under section 134 (3) (o) and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014, the annual report on CSR activities forming part of the Directors Report is annexed as **Annexure II**.

Risk Management

Pursuant to requirement of Clause 49 of the Listing Agreement, the Company has constituted Risk Management Committee. The details of the Committee and its scope are set out in the Corporate Governance Report.

Internal control system and its adequacy

The Company has internal control system, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Chief Internal Auditor reports to Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliances with the operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of the internal auditors, the process owners undertake corrective actions in their respective areas and thereby strengthen the controls.

Vigil mechanism/whistle blower policy

The Company has a Vigil Mechanism named Vigil Mechanism/Whistle Blower Policy. The details of the policy is explained in the Corporate Governance Report and also posted on website of the Company.

Directors and key managerial personnel

As required, under the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges, the Board of Directors in its meeting held on 12th November, 2014, have appointed Dr. Vijayanti Pandit, as an additional Director (Women Director) on the Board of the Company. Dr. Vijayanti Pandit would hold office up to the date of ensuing Annual General Meeting. The Company has received a Notice in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing her candidature for the office of Director, accordingly the Resolution in the Notice to the shareholders is proposed.

Shri Rakesh Mehra, Vice Chairman of the Company is liable to retire by rotation pursuant to provisions of the Companies Act, 2013 and Articles of Association of the Company. He would retire by rotation at the ensuing AGM and being eligible offers himself for re-appointment. Based on the recommendation of the Nomination and Remuneration Committee, the Board has decided to re-appoint him and accordingly an Agenda Item has been proposed in the Notice to the shareholders for their approval.

A brief resume and other information required under clause 49 of the listing agreement are included in the Corporate Governance Report. The Board recommend for his re-appointment.

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.

The Company has devised a policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

Shri J.K. Jain, Sr. Vice President (F & C) & Company Secretary has been appointed as CFO & CS on 13.8.2014 by the Board of Directors of the Company.

Board evaluation

Pursuant to provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as evaluation of the Committees of the Board by sending questionnaires to all the Board and Committee members to evaluate the performance of the Board, Committees and individual Director.

Remuneration policy

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

Related party transactions

All related party transactions executed during the financial year, were on an Arms Length Basis and were in ordinary course of business.

All related party transactions are placed before the Audit Committee and the Board for approval. The approval of the shareholders for related party transaction was also obtained in the Annual General Meeting of the Company held on 22.9.2014. The particulars of the contracts or arrangement enter in to with related parties referred to in sub section (1) of section 188 is disclosed in Form AOC 2 as **Annexure III**, forming part of this report.

Board meetings

Four meetings of the Board of Directors were held during the year i.e. on 24.5.2014, 13.8.2014, 12.11.2014 and 13.2.2015. Frequency and quorum etc. at these meetings were in conformity with the provisions of the Companies Act, 2013.

Directors' responsibility statement

As required under Section 134 (5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- In the preparation of the annual accounts, for the year ended March 31, 2015, the applicable Accounting Standards had been followed and there are no material departures from the same. The Notes to the Accounts are self-explanatory.
- The Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates, that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2015 and of the profit of the Company for the year ended on that date.
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
- The Directors have prepared the annual accounts of the Company for the year ended March 31, 2015 on a "going concern" basis.
- The Directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Audit committee

In accordance with the requirement of section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreements with Stock Exchanges, the Board has constituted the Audit Committee which comprises 3 (three) Independent Directors viz. Shri P. Kumar (Chairman), Shri Kamal Kishore Kacholia and Dr. S.B. Agarwal besides Shri Ravindra Kumar Toshniwal, Managing Director, as members. As required under newly enacted Companies Act, 2013, the Board of Directors has

redefined the terms of reference of the Audit Committee.

The composition, role, functions and powers of the Audit Committee are in accordance with the applicable laws and the Listing Agreements with the Stock Exchanges and are given in Corporate Governance Report annexed hereto as Annexure I.

Auditors

Statutory Auditor

Kalani & Company, Chartered Accountants, Jaipur, was appointed as Statutory Auditors of the Company for 3 years i.e. 2014-15 to 2016-17 by the shareholders in their meeting held on 22.09.2014 subject to ratification of the appointment by the members at every General meeting held thereafter. Accordingly they hold office as the Auditors of the Company until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. They have furnished a Certificate to the effect that their re-appointment, if made, would fulfill the criteria and the provisions of the Section 139 and 141 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014.

Tax Auditor

As per the requirement of Section 44AB of the Income Tax Act, 1961, M/s Kalani & Company, Chartered Accountants, Jaipur, have been appointed as Tax Auditors of the Company for the year 2014-15. It is proposed to re-appoint them for the year 2015-16 and to fix their remuneration as per the recommendation of Audit Committee.

Cost Auditor

The Company has re-appointed K.G. Goyal & Company, Cost Accountants, Jaipur, as Cost Auditors of the Company for the financial year 2015-16. They have furnished a Certificate to the effect that their appointment, if made, would be in accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014.

Secretarial Audit

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014, the Company has appointed V.M. & Associates, a firm of Company Secretaries in practice to undertake the secretarial audit of the Company. The report of the Secretarial Audit is annexed herewith as **Annexure IV**. As regards auditors observations are self explanatory and do not call for any further comments.

On the recommendation of the Audit Committee, the Board of Directors has reappointed V.M. & Associates to carry out secretarial audit for the year 2015-16.

Auditors' report

As regards the Auditors' observations, the relevant Notes in Significant Accounting Policies, Notes on Accounts and other disclosures are self-explanatory and, therefore, do not call for any further comments, except in the matter of nonpayment of Rs 39.37 lacs towards Service Tax and Cess thereon. The matters pertaining to service tax refunds taken by the Company are under appeal with CESTAT, New Delhi and Commissioner Appeal, Jaipur, Rajasthan. In addition to this nonpayment of custom duty of ₹121.03 lacs, the matter is under appeal before CESTAT, Ahmedabad and at Mumbai High Court and ₹4.84 lacs of income tax, the matter is under appeal with CIT (Appeals), Udaipur.

These liabilities will be met, if necessary, on final decision of the respective Appellate Authorities.

Particulars of loan given, investment made, guarantee given and security provided

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

Energy conservation, technology absorption & foreign exchange earnings and outgo

Information pursuant to the provisions of Section 134 (3) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014 in relation to conservation of energy, technology absorption, foreign exchange earnings and outgo, is annexed and marked **Annexure V**, which forms part of this report.

Dematerialization of shares

In pursuance of SEBI /Stock Exchange directions, your Company has offered demat option to its esteemed shareholders so as to enable them to trade the shares in the demat form. In response, 97.92% shares have been converted into demat form up to 31st March, 2015. The stock code number in NSDL and CDSL for equity shares of the Company is ISIN INE 629 D01012.

Particulars of employees

During the year under report, the relations between the Company's management and staff/workers continued to remain cordial. The Directors place on record their deep appreciation of the devoted services of the workers, staff and the executives.

The information required pursuant to Section 197 read with Rule, 5 of the Companies (Appointment and Remuneration of managerial personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of section 136 of the Act, the report and accounts are being sent to the members and others entitled thereto, excluding the information the employees' particulars which is available for inspection by the members at the Registered Office of the Company during business hours on the working days of the Company up to the date of ensuing Annual General Meeting. If any member is interested in obtaining a copy thereof, such member may write to the Company Secretary in this regard.

Extract of annual return

The details forming part of the extract of the Annual Return in form MGT 9 is annexed as **Annexure VI**.

Acknowledgments

Your Directors wish to express their sincere appreciation for the guidance, co-operation and assistance extended to the Company by the financial institutions, banks, various Central & State Government Departments, Customers and Suppliers during the year under report. The Directors particularly wish to place on record acknowledge the continuous support and guidance of all the shareholders and, more importantly, the confidence reposed in the Company's management.

For and on behalf of the Board

Place: Mumbai
Date: 27th May, 2015

R. L. TOSHNIWAL
Chairman
DIN:00106933

ANNEXURE-I TO THE DIRECTORS' REPORT

CORPORATE GOVERNANCE REPORT

"Corporate Governance" refers to the way a corporation is governed. It is the technique by which companies are directed and managed. The Corporate Governance structure specifies the distribution of the role and responsibilities of different participants in the organization, such as, the Board, managers, shareholders and other stakeholders. It also spells out the rules and procedures for decision making pertaining to corporate affairs. The Company adheres to good Corporate Governance practices and constantly endeavours to improve by adopting emerging best practices.

I. COMPANY'S PHILOSOPHY

Banswara Syntex Limited is committed to maintain high standards of Corporate Governance practices and fulfilling its commitment, and adherence thereto, in letter and spirit, at all times, which goes beyond mere regulatory compliances. The Company is also committed to maintain the highest level of transparency, accountability and equity in all facets of its operation. It firmly believes that Corporate Governance is about the management and conduct of an organization based on ethical business principles and commitment to values and that the same is in force at all levels within the Company. The corporate governance model adopted by the Company consists of a set of rules and standards with the aim of establishing efficient and transparent operations within the Group, to protect the rights and interests of the Company's shareholders and to enhance shareholder value while complying with the provisions of law in all dealings with Government, customers, suppliers, employees and other stakeholders. It is also intended to ensure attractive returns to all stakeholders of the business, based on the strong belief that sound Corporate Governance is the prerequisite to success, sustainable growth and long-term value creation.

The Company has complied with the provisions of the Code of Corporate Governance as per Clause 49 of the Listing Agreements (as amended) with the Stock Exchanges. A report on the implementation of the provisions of the Corporate Governance is furnished hereunder:

II. BOARD OF DIRECTORS

The Board of Directors of Banswara Syntex Limited is a balanced one with an optimum mix of Executive and Non-Executive Directors. The 13 member Board comprises four executive directors viz. the Chairman, Vice Chairman, Managing Director and Joint Managing Director, all from the promoter group, and nine Non-executive Independent Directors (NEID) including one woman director. Thus, Independent Directors constitute over 2/3rd of the Board's strength. The NEID are eminent professionals with vast experience in business, industry, finance and public enterprises. The Independent Directors are not related to the promoter-directors and/or to each other. The Board provides leadership, strategic guidance, objective analysis and independent views to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and accountability.

The Directors do not have any pecuniary relationship with the Company except to the extent of the following:

- (a) Managing/Whole-Time Directors - Remuneration as per their terms of appointment and reimbursement of expenses actually incurred for the business of the Company, within the approved terms and conditions.
- (b) Non-Executive Independent Directors - Reimbursement of out of pocket expenses and payment of sitting fees for the Board/Committee meetings attended by them.

Number of Board Meetings

Four Board meetings were held during the year 2014-15 i.e. on 24th May, 2014, 13th August, 2014, 12th November, 2014 and 13th February, 2015. Frequency and quorum etc. at these meetings were in conformity with the provisions of the Companies Act, 2013. All the Board members and the senior management personnel have affirmed compliance with the Code of Conduct during the year ended on 31st March, 2015.

A. Composition of the Board of Directors as on 31.03.2015 and attendance at the Board meetings during 2014-15:-

Name of the Director	Attendance at last AGM	No. of Board meetings attended	Category of Director	No. of directorships in other Public Limited Companies	No. of other Board Committees of which	
					Member	Chairman
Shri R. L. Toshniwal, (Chairman) DIN: 00106933	Yes	3	WTED	3	1	-
Shri Ravindra Kumar Toshniwal (M.D.) DIN: 00106789	Yes	4	WTED	1	-	-
Shri Rakesh Mahra (Vice Chairman) DIN: 00467321	No	4	WTED	2	-	-
Shri Shaleen Toshniwal (Joint M.D.) DIN: 00246432	No	3	WTED	-	-	-
Shri P. Kumar DIN: 00179074	Yes	4	NEID	1	2	3
Shri A. N. Jaiswal, DIN: 0024006	No	3	NEID	1	-	1
Shri Kamal Kishore Kachola DIN: 00278897	No	4	NEID	2	-	-
Shri Vijay Mehta, DIN: 00057151	No	4	NEID	4	-	-
Shri. D.P. Gang, DIN: 00009068	No	4	NEID	1	-	-
Dr. S.B. Agarwal, DIN: 00524452	Yes	4	NEID	1	-	-
Shri Vijay Kumar Agarwal, DIN: 00108710	No	3	NEID	2	-	-
Shri P. K. Bhandari, DIN: 00021925	No	3	NEID	-	-	-
Dr. Vajpayanti Pardi [*] DIN:06742237	Yes	2	NEID-WD	7	-	-

WTED- Whole Time Executive Director, NEID- Non Executive Independent Director, WD-Woman Director, M.D.-Managing Director
*appointed w.e.f.12.11.2014

B. Board Procedure

The members of the Board are provided with the requisite information mentioned in the Listing Agreements well before the Board meetings.

The Board considers all the matters which are statutorily required to be considered by it. In addition, following issues are also discussed at the meetings of the Board:

- Annual operating and capital expenditure budgets and periodical review thereof.
- Investment/expansion/modernization/diversification plans of the Company.
- Overall strategy and business plans.
- Approval of quarterly/half-yearly/annual results (after review by Audit Committee)
- Compliance with statutory/regulatory requirements and review of major pending legal cases.
- Show cause, demand, prosecution and penalty notices which are materially important.
- Non-compliance of any regulatory, statutory or listing requirement and obligations to shareholders such as non-payment of dividend, delay in share transfer, etc.
- Sale of investments, subsidiaries, assets, of material nature which are not in normal course of business.
- Foreign exchange exposure and risks.
- Major accounting practices, provisions and write-offs/write back.
- Transactions pertaining to acquisition/disposal of fixed assets, intellectual property and related parties.
- Review of working of various Committees of the Board.
- Issues regarding mergers and amalgamations, joint ventures, collaborations, etc. with any other Company/entity.
- Significant labour problems, if any.
- General industrial environment and developments related to textile industry, in particular.

All the Directors, who are members of the various committees, are within the limits prescribed in the Listing Agreements. The Directors have intimated, from time to time, about their directorship/membership of committees in other companies.

Details of Shareholding of Directors as on 31st March, 2015 :-

Sr. No.	Name of Director	Number of Shares
1.	Shri R.L. Toshniwal	56,440
2.	Shri Ravindra Kumar Toshniwal	20,03,947
3.	Shri Shaleen Toshniwal	19,82,005
4.	Shri Rakesh Mehra	6,061
5.	Shri P.K. Bhandari	8,060

III. COMMITTEES OF THE BOARD

Currently, there are six Committees of the Board viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Share Transfer Committee. The Committees, appointed by the Board, focus on specific areas and take informed decisions within their delegated authority. The Committees also make specific recommendations to the Board on various matters from time-to-time. Matters requiring the Board's attention/approval are generally placed before the Board by the respective Committee's chairman. The role and composition of these Committees, the number of meetings held during the financial year and the related attendance thereat are explained in the following paragraphs.

A. AUDIT COMMITTEE

OBJECTIVE:

The Audit Committee has been constituted as per Section 177 of the Companies Act, 2013, and the guidelines set out in the Listing Agreements with the Stock Exchanges. The management is responsible for the Company's internal controls and the financial reporting process while the statutory auditors are responsible for conducting independent audits of the Company's financial statements in accordance with the generally accepted Auditing Practices and for issuing reports based on such audits. The Audit Committee has been constituted to assist the Board in overseeing the quality and integrity of the accounting, auditing and reporting policies/practices of the Company and its compliance with the legal and regulatory requirements. The Committee, accordingly, monitors the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence and performance of the statutory auditors, the internal auditors, secretarial auditors and the Company's risk management policies. The Committee reviews the pending litigation cases against the Company as well as show cause notices received from various authorities. The Audit Committee also reviews the periodic internal and statutory auditors' reports.

Minutes of meetings of the Audit Committee are circulated to members of the Committee and placed before the Board for its confirmation.

COMPOSITION:

The Audit Committee comprises 4 directors out of this three Independent Directors viz. Shri P. Kumar (Chairman), Shri Kamal Kishore Kacholia, Dr. S.B. Agarwal and one the Managing Executive Director Shri Ravindra Kumar Toshniwal as members.

MEETINGS

Four meetings of the Committee were held during the year 2014-15 i.e. on 24th May, 2014, 13th August, 2014, 12th November, 2014 and 13th February, 2015.

The frequency of and quorum, etc. at these meetings were in conformity with the provisions of the Companies Act, 2013 as also the Listing Agreements with the Stock Exchanges.

ATTENDANCE

The attendance of the members at these meetings was as under:

Name of the Member	Meeting(s) held (No.)	No. of meetings attended
Shri P. Kumar	4	4
Shri Kamal Kishore Kacholia	4	4
Dr. S. B. Agarwal	4	4
Shri Ravindra Kumar Toshniwal	4	4

Members of the Audit Committee have requisite financial and management expertise and hold /have held senior positions in reputed organizations.

At the invitation of the Committee, representatives of various departments of the Company besides the Whole-time Director-in-charge of finance function, Statutory Auditors, Internal Auditors, CFO & Company Secretary, who also acts as the Secretary to the Committee, attend the Audit Committee meetings to answer the queries, if any, and clarify the points raised at the meetings and generally assist the Committee in its deliberations. The Chairman of the Company are invariably present in Audit Committee meetings as a special invitee.

ROLE OF AUDIT COMMITTEE

The role and terms of reference of the Audit Committee cover the matters specified under Clause 49 of the Listing Agreements and Companies Act, 2013.

TERMS OF REFERENCE OF AUDIT COMMITTEE:-

Terms of reference of the Audit Committee, inter alia, include

- i) The recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.
- ii) Review and monitor the Auditors independence and performance as also the effectiveness of audit process.
- iii) Examination of the financial statements and the Auditors' Reports thereon.
- iv) Approval or any subsequent modification of transactions of the Company with related parties.
- v) Scrutiny of inter-corporate loans and investments.
- vi) Valuation of undertakings or assets of the Company, wherever necessary.
- vii) Evaluation of internal financial controls and risk management systems.
- viii) Monitoring the end use of funds raised through public offers and related matters.

The Audit Committee is authorised to call comments of the Auditors about the internal control system, the scope of the Audit including observations of Auditors and review of financial statements, it has the power to investigate into any matter in relation to any matter covered by its terms of reference, referred to it by the Board.

- ix) To establish the Vigil Mechanism for directors and employees to report their genuine concerns.
- x) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

B. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee has been reconstituted as per requirement of Clause 49 of the Listing Agreements and Section 178 of the Companies Act, 2013.

The terms of reference of the Committee are:-

1. To identify persons who are qualified to become Directors as also those who may be appointed at Senior Management level in accordance with the criteria laid down, recommend to the Board their appointment and removal and carry out evaluation of every Director's performance.
2. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for Directors, Key Management Personnel and other employees.

The remuneration to be paid to the Executive/ Whole-time Directors is recommended by the Nomination and Remuneration Committee to the Board of Directors and shareholders of the Company for their approval.

COMPOSITION:

The "Nomination and Remuneration Committee" comprises of three Non-Executive Independent Directors viz: Shri P. Kumar (Chairman), Shri D.P. Garg and Shri P.K. Bhandari, as members.

MEETINGS

During the year 2014-15, two meetings of the Committee were held i.e. on 24th May, 2014 and 13th August, 2014.

ATTENDANCE

The attendance of the members at the meeting was as under:-

Name of the Member	Meeting(s) held (No.)	No. of meetings attended
Shri P. Kumar	2	2
Shri D.P. Garg	2	2
Shri P.K. Bhandari	2	1

Remuneration Policy

- a. Structure of Remuneration for the Managing Director, Key Managerial Personnel and Senior Management Personnel
 The Managing Director, Key Management Personnel and Senior Management Personnel (other than Non-executive Directors) receive Basic Salary and other Perquisites as approved by the competent authority. The Perquisites include other allowances. The total salary comprises fixed and variable components.
 The Company's policy is that the total fixed salary should be fair and reasonable after taking into account the following factors:
- The scope of duties, the role and nature of responsibilities.
 - The requisite level of skill, knowledge and experience of the concerned individual.
 - Core performance requirements and expectations from individuals.
 - The Company's plans projected performance and strategy for growth.
 - Legal and Industrial Obligations acknowledge & experience.
- b. Structure of Remuneration for Non-executive Directors
 Non Executive Directors are being paid sitting fees for attending meeting of the Board of Directors of the Company and Committees thereof, apart from incurred incidental expenses. The Company reimburses to them travelling expenses and/or other expenses incurred for attending the above meetings as well as General Meetings or other events related to the Company's affairs.
 Any increase in the maximum aggregate remuneration payable to Whole Time and Non Executive Directors beyond permissible limit under the Companies Act, 2013 is subject to the approval of the Shareholders' at the General Meeting by way of special resolution and/or of the Central Government, as may be applicable.
- c. Structure of Remuneration for Other Employees
 The power to decide structure of remuneration for other employees has been delegated to HR Department of the Company.

DETAILS OF APPOINTMENT AND REMUNERATION PAID TO DIRECTORS FOR THE YEAR 2014-15:

- 1) Appointment, and the terms thereof, of Shri R.L. Toshniwal, Chairman, has been approved for 3 (three) years from 1st January, 2015 to 31st December, 2017 in the Annual General Meeting for F.Y. 2013-14 held on 22nd September, 2014.
- 2) Appointment, and the terms thereof, of Shri Ravindra Kumar Toshniwal, Managing Director, has been approved for 3 (three) years from 1st January, 2015 to 31st December, 2017 in the Annual General Meeting for F.Y. 2013-14 held on 22nd September, 2014.
- 3) Appointment, and the terms thereof, of Shri Rakesh Mehra, Vice-Chairman, has been approved for 3 (three) years from 1st January, 2015 to 31st December, 2017 in the Annual General Meeting for F.Y. 2013-14 held on 22nd September, 2014.
- 4) Appointment, and the terms thereof, of Shri Shaleen Toshniwal, Joint Managing Director, has been approved for 3 (three) years from 1st January, 2015 to 31st December, 2017 in the Annual General Meeting for F.Y. 2013-14 held on 22nd September, 2014.

The remuneration to Executive/Whole-Time Directors is paid as determined/recommended by Nomination and Remuneration Committee, to Board of Directors and as finally approved by the Shareholders in its their meeting held on 22nd September, 2014.

(i) Executive Directors

(₹ in lacs)

Sr. No.	Name of Director	Salary	Contribution to PF, Perquisites & other payments
1.	Shri R.L. Toshniwal	67.50	24.08
2.	Shri Ravindra Kumar Toshniwal	58.95	17.70
3.	Shri Rakesh Mehra	58.95	18.96
4.	Shri Shaleen Toshniwal	53.40	13.93
	Total	238.80	74.67

(ii) Non-Executive Independent Directors

(₹ in lacs)

Sr. No.	Name of Director	Amount
1.	Shri P. Kumar	3.23
2.	Shri A.N. Jariwala	0.70
3.	Shri Kamal Kishore Kacholia	2.00
4.	Shri Vijay Mehta	1.30
5.	Shri D.P. Garg	2.13
6.	Dr. S.B. Agarwal	2.30
7.	Shri Vijay Kumar Agarwal	0.60
8.	Shri P. K. Bhandari	1.50
9.	Dr. Vajjayanti Pandit	0.60

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing agreements, the Board has constituted the "Stakeholders Relationship Committee".

The Stakeholders Relationship Committee is empowered to consider and resolve the grievances of security holders of the Company.

The Chairperson of the Committee is required to attend general meetings of the Company.

COMPOSITION:

The Stakeholders Relationship Committee comprises 3 Non-Executive Independent Directors, viz. Shri P. Kumar (Chairman), Shri Kamal Kishore Kacholia and Shri Vijay Mehta, as members.

The Board has designated Shri J.K. Jain, CFO & Company Secretary, as the Compliance Officer of the Company for the purpose of investors' complaints/grievances.

MEETINGS

During the year 2014-15, no meeting of the Committee was held. Only one complaint received from a shareholder/investor during the year was promptly resolved to the satisfaction of the complainant and position in respect thereof was duly reported to Board/Stock Exchanges as part of quarterly results.

DISPOSAL OF COMPLAINTS

The shareholders' complaints are being promptly attended to and disposed off well within one month of the receipt thereof. Details of the complaint received and resolved during the year are as under:-

Nature of Complaint	No. of complaints not replied at beginning of the year	No. of complaints received during the year	No. of complaints attended during the year	Range of No. of days taken to reply the complaints (if it exceeds 15 days, pls. Specify)	If pending for reply No. of days pending	No. of complaints not resolved at end of the year
Non-receipt of Dividend	0	0	0	Nil	0	0
Non-receipt of Shares lodged for transfer/ exchange	0	1	1	<15 days	0	0
Others	0	0	0	Nil	0	0

D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Board of Directors, during the year, constituted "Corporate Social Responsibility Committee" as required under Section 135 of the Companies Act, 2013. The Corporate Social Responsibility Committee comprises of Shri Vijay Mehta as Chairman, Shri Ravindra Kumar Toshniwal and Shri Rakesh Mehra as members. Dr. S.B. Agarwal has been inducted as 4th member of the Committee in May, 2015. The Corporate Social Responsibility Committee recommends to the Board the CSR initiatives i.e. approval of budget/programme and it also monitors implementation of the activities undertaken.

MEETINGS

During the year 2014-15, one meeting of Corporate Social Responsibility Committee was held. Two members constitute the quorum for each meeting. One meeting of the (Committee) was held on 13th February, 2015.

ATTENDANCE

The attendance of the members at the meeting was as under:-

Name of the Member	Meeting(s) held (No.)	No. of meetings attended
Shri Ravindra Kumar Toshniwal	1	1
Shri Rakesh Mehra	1	1
Shri Vijay Mehta	1	1

E. RISK MANAGEMENT COMMITTEE

The Board of Directors, on 12th November, 2014, constituted "Risk Management Committee" as required under Listing Agreement.

COMPOSITION

The Risk Management Committee comprises four directors viz. Dr. S B Agarwal, Chairman, Shri P. K. Bhandari, Shri R.L. Toshniwal and Shri Ravindra Kumar Toshniwal as members. Two members presence at the meeting constitute the quorum for each meeting.

MEETINGS

During the year 2014-15, one meeting of Risk Management Committee was held on 13th February, 2015.

ATTENDANCE

The attendance of the members at the meeting was as under:-

Name of the Member	Meeting(s) held (No.)	No. of meetings attended
Shri R. L. Toshniwal	1	1
Shri Ravindra Kumar Toshniwal	1	1
Dr. S. B. Agarwal	1	1
Shri P. K. Bhandari	1	1

The scope of the Committee

- To ensure that all current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate system of Risk Management.
- To establish a frame work for Company's Risk Management Process and to ensure its implementations.
- To enable compliance with appropriate regulatory, wherever applicable, through the adoption of desk practices.
- To assure business growth with financial stability.

F. SHARE TRANSFER COMMITTEE

The Share Transfer Committee looks into the shareholders' requests for transfer/ transmission of shares, held in physical form.

The Committee's primarily focus is:

- To scrutinize the share transfer application forms received by the Company and, if found in order in all respects, to register transfers of shares in the Register of Members of the Company.
- To register various documents as mentioned above in the Register of Documents maintained by the Company.
- To approve the issue of split share certificates and new share certificates in place of defaced, torn, damaged and soiled share certificates on receipt of proper applications and other required papers and documents from the shareholders.
- To sign the share certificates and to affix the Company's Common Seal on them in accordance with the provisions of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014 and those of the Articles of Association of the Company, and
- To take all other consequential and incidental actions and measures.

COMPOSITION:

The Share Transfer Committee comprises 3 members, viz. Shri R.L. Toshniwal (Chairman), Shri P. Kumar and Shri D.P. Garg.

MEETINGS

During the year 2014-15, 18 meetings of Share Transfer Committee were held. Two members constitute the quorum for each meeting. The meetings were held on 12th April, 2014, 10th May, 2014, 17th May, 2014, 28th June, 2014, 14th July, 2014, 28th July, 2014, 18th September, 2014, 18th October, 2014, 25th October, 2014, 17th November, 2014, 29th November, 2014, 8th December, 2014, 15th December, 2014, 22nd December, 2014, 29th December 2014, 24th January, 2015, 21st February, 2015 and 7th March, 2015.

ATTENDANCE

The attendance of the members at these meetings was as under :-

Name of the Member	Meeting(s) held (No.)	No. of meetings attended
Shri R. L. Toshniwal	18	18
Shri P. Kumar	18	18
Shri D. P. Garg	18	16

G. MEETING OF INDEPENDENT DIRECTORS

As required under the revised clause 49 of the Listing Agreement and provisions of Companies Act, 2013 a meeting of independent directors of the Company was held on 13th February, 2015 wherein independent directors reviewed the performance of non independent directors, the board as a whole; reviewed the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors; and assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

IV. ANNUAL GENERAL MEETINGS

Last 3 Annual General Meetings of the Company were held as under :

Financial Year	Date	Time	Venue
2011-12	11 th Aug., 2012	3.30 P.M.	Regd. Office : Indl. Area, Dahod Road, Banswara-327 001
2012-13	24 th Aug., 2013	3.30 P.M.	Regd. Office : Indl. Area, Dahod Road, Banswara-327 001
2013-14	22 nd Sept., 2014	3.30 P.M.	Regd. Office : Indl. Area, Dahod Road, Banswara-327 001

Special resolutions passed in the last 3 AGMs: The details of special resolutions passed at AGMs during last 3 years i.e. 2012, 2013 & 2014 are as under:-

Sr. No.	AGM held on	Special Resolution Passed
1.	11 th Aug., 2012	No Special Resolution passed.
2.	24 th Aug., 2013	No Special Resolution passed.
3.	22 nd Sept., 2014	1. Re-appointment of Shri R.L. Toshniwal as Chairman 2. Re-appointment of Shri Ravindra Kumar Toshniwal as Managing Director 3. Re-appointment of Shri Rakesh Mehra as Vice-Chairman 4. Re-appointment of Shri Shaleen Toshniwal as Jt. Managing Director 5. Acceptance of Deposits from members and/or public under Sections 73 and 76 of the Companies Act, 2013

POSTAL BALLOT

Following five Special Resolutions were passed on 18.07.2014, by the Company's members through postal ballot.

- Sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company both present and future under Section 180(1)(a) of the Companies Act, 2013, to secure the borrowings of company.
- Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 revised from ₹1500 to ₹2000 Crores.
- Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Banswara Global Limited.
- Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Treves Banswara Private Limited.
- Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Banswara Fabrics Limited.

Details of the aforesaid resolutions passed through postal ballot are as under-

A. Person who conducted the postal ballot exercise:

The Board appointed Shri Manoj Maheshwari, Practising Company Secretary, FCS 3355, as the scrutinizer to conduct postal ballot voting process. Shri Manoj Maheshwari conducted the process and submitted his report to the Chairman.

B. Procedure followed:

- The postal ballot notice and accompanying documents were dispatched to the shareholders by Regd. post
- A calendar of events along with Board resolution was submitted to the Ministry of Corporate Affairs.

C. Details of voting pattern: After scrutinizing all the ballot forms received and the e-voting, the Scrutinizer reported the result as under:

Sr. No.	Item	% of shareholders voted in favour of the resolution
1.	To sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013, both present and future, to secure the borrowings of company.	99.93%
2.	For Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 upto ₹ 2000 Crores.	99.94%
3.	For Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Banswara Global Limited.	99.88%
4.	For Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Treves Banswara Private Limited.	99.88%
5.	For Related Party Transactions Under Section 188 (1)(a) and (d) of the Companies Act, 2013 with M/s. Banswara Fabrics Limited.	99.89%

Based on the scrutinizer's report, result was announced and the resolution was declared to have been approved with majority.

No special resolution requiring postal ballot is proposed on or before the ensuing Annual General Meeting of the Company.

V. DISCLOSURES

1. Disclosure on materially significant related party transactions that may have potential conflict with the interests of Company at large.

The Company has entered into certain transactions with its Promoters, Directors and the Management related parties in the ordinary course of business, duly approved by the shareholder but these transactions do not have any potential conflict with the interests of the Company at large. The Company has complied with mandatory requirements of Clause 49 of the Listing Agreements with the Stock Exchanges.

2. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI, or any other statutory authority, on any matter related with the capital market.

No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market, during the year except a sum of ₹ 11236/- charge by BSE and a sum of ₹ 5000/- by NSE on account of late submission of Annual Report for 2013-14 under clause of 31 of the listing agreement.

3. Whistle Blower Policy.

In compliance of Section 177 of the Companies Act, 2013 and clause 49 of the Listing Agreements, the Company has formed Vigil Mechanism/Whistle Blower Policy to develop a culture where it is possible all employees to raise concern about any poor or unacceptable practice, to adhere to the highest standards of ethics, moral and legal conduct of business operations and a vigil (whistle blower) mechanism which provides a channel to the employees and Directors to report to the management about unethical behavior, actual or suspected fraud or violation of the code of conduct or policy. The policy is also displayed on the Company's website.

VI. MEANS OF COMMUNICATION

Quarterly Results: Quarterly and half yearly results, as approved by the Board of Directors, are submitted to the Stock Exchanges and published in Hindi & English newspapers viz: Rajasthan Patrika, Dainik Bhaskar and Business Standard.

News Releases: Information released to the press at the time of declaration of working results being sent to BSE and NSE, where the shares of the Company are listed.

Media: Interviews of Chairman and Managing Director regarding working of the Company are conducted regularly, by print as well as electronic media and published/broad cast/telecast at times.

Periodicals : Company's news and reports regarding its plans, activities, working results etc. appear in financial papers, journals, etc. once in a while.

Annual Report : Annual Report containing, inter alia, Audited Annual Accounts, Directors' Report, Reports on Corporate Governance, Management Discussion and Analysis and other information which forms part of the Annual Report, is posted to all the shareholders of the Company.

Website: The Company has a website under the name www.banswarasyntex.com which contains information regarding the shareholding pattern of the Company, investors update, history of the Company, the Company's products, its achievements, various other important news and latest information related to the Company's activities, progress and current events.

VII. GENERAL SHAREHOLDERS' INFORMATION

1. Annual General Meeting (to be held)

Date	: 12 th September, 2015
Time	: 3.30 p.m.
Venue	: Industrial Area, Dahod Road, Banswara-327 001 (Raj.)

2. Financial Year (Tentative Calendar of events)

Financial Year: April 1, 2015 to March 31, 2016.

First Quarter Results & Limited Review Within 45 days from the end of quarter.

Second Quarter/Half Yearly Results & Limited Review Within 45 days from the end of quarter.

Third Quarter Results & Limited Review Within 45 days from the end of quarter.

Audited Annual Results (2015-16) Within 60 days from the end of year.

3. Date of Book Closure

The register of members and share transfer books of the Company shall remain closed from 5th September, 2015 to 12th September, 2015 (both days inclusive).

4. Dividend Payment Date (Tentative)

Dividend for the year 2014-15, if approved by the shareholders, will be paid on or after 16th September, 2015.

5. Listing of Equity Shares on Stock Exchanges

The Company's Shares are listed on:

- (i) BSE Limited, Mumbai
Floor 25, P. J. Towers, Dalal Street,
Mumbai- 400 001
- (ii) National Stock Exchange of India Ltd., Mumbai (NSE).
"Exchange Plaza", Bandra-Kurla Complex,
Bandra (E), Mumbai- 400 051

During the year, the Company has issued 9,20,000 equity shares to Promoters and promoters' group on preferential basis, due to conversion of 9,20,000 warrants issued to them on preferential basis.

Listing and trading approval for the above issue has been received from the Stock Exchanges.

The requisite listing fees have been paid for the year 2015-16 to both the Stock Exchanges.

6. Stock Code

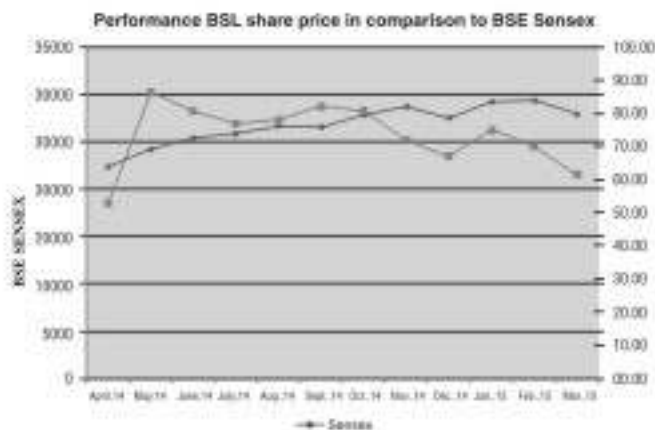
Number in NSDL and CDSL for equity shares	- ISIN INE 629 D01012
BSE Limited, Mumbai	- 503722
National Stock Exchange of India Ltd., Mumbai	- BANSWRAS

7. Stock Market Price Data

Monthly high/low market prices of the Company's equity shares traded on BSE Limited, Mumbai and National Stock Exchange of India Ltd., Mumbai, during the last financial year are as follows :-

Month	BSE LTD.,		NATIONAL STOCK EXCHANGE OF INDIA LTD.	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2014	57.00	46.00	53.90	47.50
May, 2014	89.00	50.00	87.60	48.10
June, 2014	91.95	78.00	93.00	75.10
July, 2014	82.85	72.05	83.60	70.80
August, 2014	84.60	74.45	84.55	74.50
September, 2014	85.95	78.00	85.75	76.55
October, 2014	89.90	77.50	84.50	78.45
November, 2014	81.80	70.00	83.00	70.00
December, 2014	77.90	58.00	84.00	63.75
January, 2015	84.50	68.00	84.90	69.50
February, 2015	81.00	67.00	81.50	65.60
March, 2015	71.90	59.40	72.00	59.20

8. Performance of Company's Shares in comparison to BSE & NSE



9. Registrar & Share Transfer Agent

Computech Sharecap Limited
147, Mahatma Gandhi Road,
Fort, MUMBAI-400 001
Tel: 022-22635000-01, Fax: 022-22635005
e-mail: helpdesk@computechsharecap.in
Website: www.computechsharecap.in

10. Share Transfers

Since the Company's shares are traded in the dematerialized form on the Stock Exchanges, bulk of the transfers take place in the electronic form only.

Computech Sharecap Limited, 147, Mahatma Gandhi Road, Fort, Mumbai-400 001, is RTA, for effecting transfers of shares held in both the demat as well as physical form. The Board has delegated the function related to physical transfers to the Share Transfer Committee, which is confirmed by the Board. Physical transfers are effected within fifteen days. The Board has designated the Company Secretary as the Compliance Officer. The Company obtains, from a Company Secretary in practice, half-yearly certificate of compliance with the share transfer formalities as required under clause 47(c) of the Listing Agreements and files a copy of the certificate with the Stock Exchanges.

The Board of Directors in its meeting held on 13.02.2015, has delegated powers of sharetransfer/transmission/split etc. to RTA which shall be periodically placed before the Share Transfer Committee

**11. Distribution of shareholding****i. Shareholding Pattern as on 31st March, 2015**

Sr.No	Category	Number of Shares held	Shareholding (%)
1.	Promoters & promoter group	9495251	57.74
2.	Mutual Funds	4925	0.03
3.	Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions, Non-Government Institutions)	570	0.00
4.	Foreign Institutional Investors	2108581	12.82
5.	Private Corporate Bodies	1855081	11.28
6.	Indian Public	2824988	17.18
7.	NRIs/OCBs/Foreign Nationals	156965	0.95
8.	Any other	-	-
	Grand Total	16446361	100.00

ii. Distribution of Shareholding as on 31st March, 2015**(a) Number-wise**

Name of Shares	No. of Shareholders	Shareholders (%)	Number of Share held	Voting Strength (%)
1 to 500	7802	90.93	721299	4.39
501 to 1000	347	4.04	267742	1.63
1001 to 2000	180	2.10	261885	1.59
2001 to 3000	59	0.69	149031	0.91
3001 to 4000	32	0.37	113484	0.69
4001 to 5000	31	0.36	140587	0.85
5001 to 10000	49	0.57	348586	2.12
10001 & above	81	0.94	14443747	87.82
Total	8581	100.00	16446361	100.00

(b) Category-wise

Category	No. of Shareholders	Shareholders (%)	Number of Share held	Voting Strength (%)
Physical	4129	48.12	341928	2.08
Electronic	4452	51.88	16104433	97.92
Total	8581	100.00	16446361	100.00

12. Re-appointment of Directors**(A) Executive Director**

The Nomination and Remuneration Committee and Board of Directors of the Company, at their meetings held on 27th May, 2015, have recommended the re-appointment as Director of Shri Rakesh Mehra, who is retiring by rotation and is eligible for re-appointment. The Resolutions for re-appointment of Shri Rakesh Mehra is being put up before the shareholders in the ensuing Annual General Meeting for their approval.

Brief particulars of Shri Rakesh Mehra are given below:-

Shri Rakesh Mehra, aged 58 Years, is a Chartered Accountant having 29 Years' Experience in the Textile Industry. He is the past chairman of SRTEPC. Before joining the Company, he was Chief Executive of M/s. RR Toshniwal Enterprises, Shri Mehra looks after entire Commercial and Financial activities of the Company besides export Sales of Yarn.

Name of Public Limited Companies in which Shri Rakesh Mehra is Director:

Sr. No.	Name of the Company
1.	Banswara Fabrics Ltd.
2.	Excel Pack Ltd.

Name of Public Limited Companies in which Shri Rakesh Mehra is Member/Chairman of the Committee:

Sr. No.	Name of the Company
1.	NIL

(B) Non-Executive Independent Director

Dr. Vaijayanti Pandit was appointed as an additional Director of the Company. She is Woman Director on the Board appointed by the Company's Board in its Meeting held on 12th November, 2014, as per the provisions of section 161(1) of the Companies Act, 2013 and the Article of Association of the Company. She shall hold office upto the date of the ensuing Annual General meeting of the Company, and is eligible for appointment as a Director. A proposal for his re-appointment as recommended by Nomination & Remuneration Committee is being placed before the ensuing Annual General Meeting for approval of shareholders.

Brief particulars of the Dr. Vaijayanti Pandit are given below:-

Dr. Vaijayanti Pandit, aged about 62 years, is the Sr. Vice President at Jaro Education and she headed FICCI West as Sr. Director during 2006-12 prior to which she was the Secretary of Indian Merchants' Chamber, Mumbai. She has worked extensively with the Ministry of Textiles, GOI on several projects.

Dr. Pandit is a Ph. D in Entrepreneurship Management from Jajmalal Bajaj Institute of Management Studies, (JBIMS), has a Masters Degree in Political Science and had topped the Pune University for graduation. She has been a consultant to International Labour Organization (ILO) and has been honoured with Maharashtra Gaurav Puraskar.*

Name of Public Limited Companies in which Dr. Vaijayanti Pandit is Director:

Sr. No.	Name of the Company
1.	TCI Industries Ltd.
2.	Prime Urban Development India Ltd.
3.	Indo Count Industries Ltd.
4.	Automobile Corporation of Goa Ltd.
5.	IG Petro Ltd.
6.	Tata Motors Drivelines Ltd.
7.	Tata Motors Distribution Ltd.

Name of Public Limited Companies in which Dr. Vaijayanti Pandit is Member/Chairman of the Committee:

Sr. No.	Name of the Company
1.	NIL

13. Relationship among Directors

Except as detailed below, other Directors do not have any relationship with each other.

Sr. No.	Name of Director	Relationship
1.	Shri R.L. Toshniwal (Chairman)	1. Shri Ravindra Kumar Toshniwal and Shri Shaleen Toshniwal- Sons 2. Shri Rakesh Mehra-Daughter's Husband
2.	Shri Ravindra Kumar Toshniwal (Managing Director)	1. Shri R. L. Toshniwal- Father 2. Shri Shaleen Toshniwal-Brother 3. Shri Rakesh Mehra-Sister's Husband
3.	Shri Shaleen Toshniwal (Jt. Managing Director)	1. Shri R.L. Toshniwal- Father 2. Shri Ravindra Kumar Toshniwal-Brother 3. Shri Rakesh Mehra-Sister's Husband

**14. Dematerialization of shares and liquidity**

The Company's shares are available for dematerialization on both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Shares of the Company are to be delivered compulsorily in the demat form on Stock Exchanges by all investors. Shares representing 97.92% of the Paid-up Capital have so far been dematerialized by investors.

15. Outstanding GDRs / ADRs / Warrants and Convertible Instruments

The Board of Directors in its meeting held on 13th November, 2013 had issued 16,00,000 warrants to promoters and promoters' group on preferential basis, convertible into equal number of equity shares of ₹ 10/- per warrant at the rate of ₹41.50 including premium of ₹31.50 per warrant. Out of these 16,00,000 warrants, the Board of Directors converted 170000 warrants into equal number of equity shares, in its meeting held on 12th February, 2014 (i.e. accounting year 2013-14). The Board, in its Meeting held on 12th November, 2014 further converted 920000 warrants into equal number of equity shares. The balance 510000 warrants were converted in equal number of equity shares on 8th May, 2015 (i.e. accounting year 2015-16). As on date (27th May, 2015) no warrants are outstanding.

16. Plant Locations

1.	Banswara Syntex Ltd. Banswara Syntex Ltd. Unit - BTM Banswara Syntex Ltd. Unit - BFL Banswara Syntex Ltd. Unit - BJF Banswara Syntex Ltd. Unit - TPP	Industrial Area, Dahod Road BANSWARA-327 001 (Raj.)
2.	Banswara Syntex Limited Readymade Garment Unit - I "Banswara Garments" Readymade Garment Unit - II "Banswara Garments" Readymade Garment Unit - III "Banswara Garments" Readymade Garment Unit - IV "Banswara Garments"	98/3, Village Kadaiya Nani Daman DAMAN-396 210 (U.T.) Survey No.713/1, 713/2, 713/3, 725/2 and 725/1 Village Dabhel, Nani Daman DAMAN-396 210 (U.T.) Survey No.722/9 Village Dabhel, Nani Daman DAMAN-396 210 (U.T.) Plot No.85/3, 85/4, and 86/2 Village Kadaiya, Daman Industrial Estate, Nani Daman DAMAN-396 210 (U.T.)
3.	Banswara Syntex Limited Banswara Apparel.	Plot No. 5 & 6, GIDC Apparel Park SEZ Sachin SURAT - 394 230 (Gujarat)

17. Registered Office

Industrial Area, Dahod Road, BANSWARA-327 001 (Raj.)

18. Address for Correspondence

The Company has appointed Computech Sharecap Limited as Common Agency for share registry work both for electronic and physical mode of shares.

Shareholders can make correspondence at the following addresses for share transfer matters and other grievances, if any:-

- (a) Mrs. G.K. Dadyburjor
M/s. Computech Sharecap Limited
147, Mahatma Gandhi Road
Fort, MUMBAI-400 001
- (b) Registered Office:
Industrial Area, Dahod Road,
Banswara 327 001 (Raj.)

19. Non-Mandatory Requirements under Clause 49 of the Listing Agreements

1. **Shareholders' Rights:** The Quarterly Financial results as per clause 41 of the Listing Agreements are published in newspapers. The complete Annual Report is sent to every shareholder of the Company.

2. **Audit Qualifications:** The Company always presents unqualified financial statements. As regards the Auditors' observations on Annual Accounts for 2014-15, the relevant Notes in Significant Accounting Policies, Notes on Accounts and other disclosures are self-explanatory and, therefore, do not call for any further comments, except in the matter of non payment of ₹ 39.37 lacs towards Service Tax and Cess thereon. The matter pertaining to service tax refunds taken by the Company are under appeal with CESTAT, New Delhi and Commissioner Appeal, Jaipur, Rajasthan. In addition to this, non payment of custom duty of ₹ 121.03 lacs, the matter is under appeal before CESTAT, Ahmedabad and at Mumbai High Court and ₹ 4.84 lacs of income tax, the matter is under appeal with CIT (appeals), Udaipur.

These liabilities will be met, if necessary, on final decision of the respective Appellate Authorities.

3. **Separate posts of Chairman and CEO :** The Company has appointed Shri R.L.Toshniwal as a Chairman and Shri Ravindra Kumar Toshniwal as a CEO of the Company.
4. **Reporting of Internal Auditor:** The Internal auditors of the Company are directly reporting to Chief Internal Auditor, (CIA) and CIA is reporting to audit committee.

VIII. CODE OF CONDUCT

The Code of Conduct duly amended in view of amended SEBI (Prohibition of Insider Trading) Regulations, 2015 for the Directors and the Senior Management of the Company has been laid down by the Board and the same is posted on the website of the Company.

For **BANSWARA SYNTAX LIMITED**

Place: Mumbai
Date : 27th May, 2015

R.L. TOSHWAL
Chairman
DIN : 00106933

CEO/ CFO CERTIFICATION

Certificate from CEO/ CFO for the financial year ended March 31, 2015.

We, Ravindra Kumar Toshniwal, Managing Director and Chief Executive Officer, and J.K. Jain, Chief Financial Officer & Company Secretary, of Banswara Syntax Limited certify:

- That we have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2015 and that to the best of our knowledge and belief
 - These statements neither contain any materialy untrue statement nor omit any material fact or contain statements that might be misleading, and
 - These statements present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- That there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct;
- That we accept responsibility for establishing and maintaining internal control, we have evaluated the effectiveness of the internal control systems of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps that we have taken or propose to take to rectify the identified deficiencies and;
- That we have informed the Auditors and the Audit Committee of:
 - Significant changes in internal controls during the year;
 - Significant changes in accounting policies during the year and that the same have been disclosed in the "Significant Accounting Policies, notes on Accounts and other disclosures" attached to the financial statements; and
 - Instances of significant fraud(s) of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

Place: Mumbai
Date: 27th May, 2015

RAVINDRA KUMAR TOSHWAL
Chief Executive Officer
DIN: 00106789

J.K. JAIN
Chief Financial Officer
DIN: 00107010

**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

The Company has obtained a Certificate from Auditors regarding compliance of conditions of Corporate Governance as stipulated in the Listing Agreements with the Stock Exchanges. The said Corporate Governance Certificate is annexed to this report.

For BANSWARA SYNTEX LIMITED

Place : Mumbai
Date : 27th May, 2015

R.L. TOSHWAL
Chairman
DIN: 00106933

DECLARATION OF THE CHAIRMAN

I hereby declare that all Board Members and designated senior management have affirmed compliance with the Code of Conduct as laid down by the Board of Directors of the Company, for the year ended 31st March, 2015.

For BANSWARA SYNTEX LIMITED

Place: Mumbai
Date : 27th May, 2015

R.L. TOSHWAL
Chairman
DIN: 00106933

C E R T I F I C A T E

To the Members of Banswara Syntex Limited,
Banswara

We have examined the compliance of conditions of Corporate Governance by Banswara Syntex Limited for the year ended on 31st March, 2015 as stipulated in Clause 49 of the Listing Agreements of the said Company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreements.

We state that no investor's grievance is pending for a period exceeding one month against the Company as per the records maintained by the Stakeholders Relationship Committee.

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

For KALANI & COMPANY
Chartered Accountants
FRN-000722C

Place : Mumbai
Date : 27th May, 2015

S.P. JHANWAR
Partner
M. No.074414

MANAGEMENT DISCUSSION AND ANALYSIS

INTRODUCTION

Management Discussion and Analysis mainly comprises the statements which may, inter alia, involve predictions based on perceptions and may, therefore, be prone to risks and uncertainties. It is the sum total of the Company's expectations, beliefs, estimates and projections which may be forward looking within the meaning of applicable securities laws and regulations. The actual results could differ materially from those expressed herein specifically or impliedly.

The important factors that could make a difference to the Company's operations include availability and cost of raw material, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business, India's Free Trade Agreements with other countries, prevailing exchange rate of INR against other currencies, availability of skilled and unskilled workforce and other incidental factors. The shareholders are cautioned to keep this in view in conjunction with the Company's financial statements.

CORE BUSINESS AND PRODUCTS

The core business of the Company is manufacturing and marketing of spun synthetic blended yarn, wool and wool mix yarn, spun synthetic and worsted fabrics, cotton & linen fabrics besides readymade garments. The Company also produces shirting and technical fabrics. Treves Banswara Pvt. Ltd. the JV company, is producing automotive fabrics. JV agreement with Carreman France got terminated during the year. The Company perceives good scope for increase in demand, production and sale of its products.

Industry Structure, its Development and Opportunity

The Indian textiles industry is one of the biggest employment generating industries in the country providing direct employment to 45 million people.

During the year under review, the consumer demand continued to be sluggish across the textile and apparel sector, resulting in continuous pressure on sales and margins. The textile industry is labour intensive; as the Central Government Scheme i.e. National Rural Employment Guarantee Scheme, has provided more opportunities for workers, the availability of the requisite labour for running the plants has become very difficult.

Although there is some improvement in middle class population, which is a source of great potential in growth of the industry, increases in wages, interest cost and power cost are impacting the revenues considerably.

The Company has been undertaking continuous expansion and modernization of its production capacities. A comparative position of the Company's manufacturing capacities in the last 2 financial years is given aside.

Sl. No.	Particulars	Installed Capacity as at	
		31.03.15	31.03.14
1.	Spinning (spindles)		
	a) Synthetic Blended yarn	130552	130552
	b) Worsted Yarn	21120	21120
	c) Airjet Yarn	592	592
2.	Fibre, Yarn & wool Dyeing (MT/Month)		
	a) Fibre	1050	840
	b) Yarn	150	150
3.	Fabric Weaving (No. of Looms)		
	a) Fabric Weaving	378	380
	b) Jacquard and Jacquard Technical Fabrics	34	33
4.	Fabric Processing (Lac Mtrs/month)	50	50
5.	Suitings		
	Trousers Lines	23	23
	Pcs/month	345000	345000
	Jackets - West Coat Lines	5	4
	Pcs/month	37500	30000
6.	Thermal Power Plant (MW) (Coal based)	33	33

During the year under review, the Company invested ₹50.32 crore (previous year-₹53.30 crore) for acquisition of fixed assets besides, the capital-work-in-progress at ₹10.04 crore (previous year ₹8.54 crore) and advances to capital goods' suppliers aggregating ₹1.85 crore (previous year ₹4.54 crore), as at 31st March, 2015 Capital expenditure has been incurred mainly in fabric processing and garment sections.

Segment-wise performance

The Company is engaged in manufacture of Textile products having integrated working; it is converting fibre into ready-to-wear garments. For management purposes, the Company's major operating activity is the textile products; besides this, it has power generation mainly for captive consumption as an auxiliary. The Company has no activity outside India except export of textile products manufactured in India. Thereby, there is no geographical segment and no segment wise information is reported.

Internal control system

The Company has adequate internal audit and control system to ensure that all the transactions are duly authorized, properly recorded and correctly reported. Internal control system consists of in-house audit by a team headed by Chief Internal Auditor to carry out internal audits and create an in-built internal checking mechanism. In addition, the Company has also appointed an independent Chartered Accountant firms to carry out internal audit regularly. The Company has Audit Committee of the Board, the composition and functions of which are furnished in the Corporate Governance Report as part of the Annual Report.

Discussion on financial performance with respect to operating performance

The operating performance of the Company has been detailed in the first two paragraphs of the Directors' Report under the heads 'Financial Review' and 'Operations & state of affairs.' The profit before tax for the year 2014-15, at ₹14.46 crore, works out to



1.18% of sales as against ₹48.05 crore, i.e. 3.96% of sales in the previous Financial Year- 2013-14.

Developments in human resources and industrial relations

The FY 2014-15 was a year of varied challenges and excitements. The Performance Management System (PMS) completed two annual cycles and has matured over the period. The alignment of individual and the organizational goals has helped to meet the pre-set collective objectives.

One of the major challenges was in organizational structure and proper placements at strategic positions. Loss of a few key members caused some stir before return to normalcy and stability. Management and HR teams worked towards realigning all available internal resources and the gaps were seamlessly filled to satisfaction. Team HR was focused on the identification and development of employees internally for key management positions for the years ahead. The process of identification of leadership pipeline was established.

Training needs were assessed for the employees at various levels and training workshops were conducted during the course of the year. Some of the topics covered included Project Management Scientific Approach, Managerial Effectiveness & Decision Making, Quality Management Approach, etc. The programs were tailor made for senior and middle management personnel. Eminent faculties from institutions like NITIE National Institute of Industrial Engineering, NCCM-National Council of Quality Management and many more reputed organization provided the guidance in these training sessions from time to time.

It was planned to take the goal based performance appraisal process to the next level managers and officers. The process has been laid out and will be operationalized for the middle management personnel in FY 15-16 which will form the basis of rewards and increments. The job descriptions of employees at various levels were revisited for amendments and realignment to the business objectives.

The HR council had various meetings in FY 14-15 to discuss and amend some HR policies and practices and to enhance the

collaborative work environment for all employees. Policies were discussed and successfully implemented based on the recommendations of the HR council.

The compensation committee was formed to discuss various issues related to compensation and benefits. The committee observed that there was scope to improve the compensation structure to ensure better proposition to employees. Thus, a few amendments were proposed and finalized in the compensation structure. The exercise was aimed towards attracting, motivating and retaining talent for future.

The use of IT for HR was another agenda on the cards. An Human Resource Information System (HRIS) system was identified for strengthening the human resource management practices. The HRIS system scoping was completed before the end of the year. It is planned to have the system fully functional during FY 15-16.

All the Units maintained peaceful and harmonious industrial relations during the year. The quality circles were reinstated and workers were motivated to practice quality circle technique for continuous process improvement.

In view of the imbalance in the demand and supply of skilled workforce and in line with the national skill development mission, the Company is planning to have tie ups with a few regional ITIs for the skill development. It is also planned to invite external agencies like NITIE or NPC-National Productivity Council to identify the opportunities of automation to provide ease of working for operatives on the shop floor. It will also focus on enhancing the per person productivity in the manufacturing as well as commercial operations.

The management is quite hopeful that through these measures and reviews, over the next couple of yearly cycles, the Company's HR Policy deployment will significantly contribute towards the long term sustainable growth.

For and on behalf of the Board

Place : Mumbai
Date : 27th May, 2015

R. L. TOSHNIWAL
Chairman
DIN:00106933

ANNEXURE-II TO THE DIRECTORS' REPORT

REPORT ON CSR ACTIVITIES DURING 2014-15

1. The Company's Board of Directors approved CSR Policy in its meeting held on 27.5.2015
2. Considering the significance of a CSR program and the critical role that it plays in business strategy, the Company's CSR policy is based on :
 - Fitment with business objectives of the Company
 - Emphasize commitment to CSR
 - Involve external unbiased agencies
 - Encourage employee and consumer word of mouth
 - Select social initiatives with high issue support
3. The company will focus on four strategic areas:
 - Environmental Green Cover/Waste Management & Recycling
 - Women & Child Empowerment by Skill Development through Vocational Training
 - Preventive Health Care
 - Senior Citizen Welfare

Reference to the web-link - www.banswarasyntex.com
4. The Composition of the CSR Committee.
The composition of CSR Committee is as under :-
 1. Shri Vijay Mehta, Chairman
 2. Shri Ravindra Kumar Toshniwal, Member
 3. Shri Rakesh Mehra, Member
 4. Dr. S.B. Agarwal, Member (w.e.f. 27.5.2015)
5. Company's obligation under CSR during 2014-15
 - a. Average net profit of the company for last three financial years : ₹ 1786.01 lacs
 - b. Prescribed CSR Expenditure (two percent of the amount as in item 3 above) : ₹ 35.72 lacs
 - c. Details of CSR spent during the financial year :
 - (i) Total amount to be spent for the financial year, : ₹ 36.00 lacs
 - (ii) Amount unspent, if any : ₹ 20.19 lacs
 - (iii) Manner in which the amount spent during the financial year is detailed below :

(1) Sr. No.	(2) CSR Project or activity identified	(3) Sector in which the project is covered	(4) Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount outlay(budget) project or programs- wise (₹ In Lacs)	(6) Amount spent on the projects or programs Sub- heads (1) Direct expenditure on projects or programs (2) Over heads (₹ In Lacs)	(7) Cumulative expenditure up to the reporting period	(8) Amount spent Direct or through implementing agency
1.	Plantation in the forest surrounding Banswara	Environmental Green Cover.	Banswara, Rajasthan	7.00	6.63	-	Direct
2.	Build 10 Public Toilets	---- do----	---- do----	2.00	2.10	+	---- do----
3.	Set up a Re-cycling facility for Solid Waste in the Banswara District	---- do----	---- do----	3.00		-	---- do----
4.	Set up Plantation and upkeep near Police Chowki at Dahod Road, Banswara	---- do----	---- do----	2.00		-	---- do----
5.	Teaching, stitching and embroidery skills to women and young girls to enable them to be self-employed and thereby creating a second income for them and setting up of a computer lab for women & Children education	Women and children Empowerment through vocational training.	---- do----	5.00		+	---- do----

(1) Sr. No.	(2) CSR Project or activity identified	(3) Sector in which the project is covered	(4) Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was	(5) Amount outlay(budget) project or programs- wise (₹ In Lacs)	(6) Amount spent on the projects or programs Sub- heads (1) Direct expenditure on projects or programs (2) Over heads (₹ In Lacs)	(7) Cumulative expenditure up to the reporting period	(8) Amount spent Direct or through implementing agency
6.	Establish a Carpentry workshop to teach carpentry skills to young children over the age of 16 years to enable them to express their creativity and provide them with alternative livelihood/skill	--- do ---	--- do ---	4.00		-	--- do ---
7.	Construction of Room in the Women Hostel, organizing conference for the college girls, repairs to school building etc.	--- do ---	--- do ---	5.00	5.29	-	--- do ---
8.	Providing Equipment/amenities at Government Hospital	Preventive Health Care	--- do ---	2.00	1.65	-	--- do ---
9.	Provide a recreation room with better facilities	Senior Citizens' Home	Lonavla, Maharashtra	3.00	0.14	-	--- do ---
10.	Set up a Green House to grow micro-greens by involving the senior citizens residing in the senior citizens' home.	--- do ---	Lonavla, Maharashtra	3.00		-	--- do ---
	Total			36.00	15.81		

6. Reason for shortfall in CSR expenses budgeted :-

The overall spends were planned considering all resources available for output, yet a few projects were not initiated/completed. The detailed project by project report is as under:

1. Plantation - The major spends of the total allocation was made. The project has been taken up in FY 15-16 also and a separate fund is allotted for the same.
2. Public Toilets - Spends were marginally more than the plan. The assessment of need for toilets in remote village locations will drive the Spends (budgeted ₹ 3 lacs) in FY 15-16 which is underway.
3. Recycling facility - The objective was to achieve a long term sustainable option. Thus, a domestically developed option for waste recycling was chosen after a careful study. The project required a lot of research before the work actually begun, and higher allocation of funds. The project is underway and with an outlay of Rs. 10 lacs for 2015-16 and partly operational. Talks have been initiated with local Govt. bodies at Banswara to roll out the project on city / district level.
4. Plantation near Police Chowky - The project was taken jointly as a part of the major plantation project (SN.1) and is underway. The spends will be released from the fresh budgets of FY 15-16.
- 5&6. Teaching vocational skills - A center for vocational training needs to be established. The location and other requirements have been identified, which took longer than expected time. The project is freshly considered with new fund allotment as skill development initiating in FY 15-16.
7. Women Hostel Project - Completed.
8. Govt. Hospitals/ 9. Senior Citizen home /10. Micro greens-The projects are ongoing. The spends will also continue in FY 15-16.

Every year based on the Govt. norms the CSR fund corpus will be reviewed and spends will be allocated accordingly.

It may be noted that the overall structured spending towards CSR in FY 14-15 has substantially increased over the FY 13-14. The CSR team is now more focused towards the CSR objectives and the achieved results are encouraging. The idea is to have synergy to drive the CSR initiatives for long term sustainable future outcome.

CERTIFICATE

We, Vijay Mehta, Chairman of CSR Committee on behalf of CSR Committee, and Ravindra Kumar Toshniwal, Chief Executive officer of the Company, certify that the implementation and monitoring of CSR Policy, is in the compliance with CSR objectives and Policy of the company.

RAVINDRA KUMAR TOSHNIWAL
(Chief Executive officer)

VIJAY MEHTA
(Chairman CSR Committee)

ANNEXURE-III TO THE DIRECTORS' REPORT

Form No. AOC-2

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

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

- | | |
|--|--------|
| 1. Details of contracts or arrangements or transactions not at arm's length basis: | - NIL |
| (a) Name(s) of the related party and nature of relationship: | - N.A. |
| (b) Nature of contracts/arrangements/transactions: | - N.A. |
| (c) Duration of the contracts / arrangements/transactions: | - N.A. |
| (d) Salient terms of the contracts or arrangements or transactions including the value, if any: | - N.A. |
| (e) Justification for entering into such contracts or arrangements or transactions | - N.A. |
| (f) Date(s) 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 material contracts or arrangement or transactions at arm's length basis.

Name of related party and Nature of Relationship :	Nature of Contract	Duration of the Contract	Monetary Value Of Contract (₹ in crores)	Salient terms of the Contract	Monetary Value Of Contract (₹ in crores)
M/s. Banswara Global Limited, (Subsidiary Company)	Sale, purchase, job work and/ or supply of any goods or materials Availing or rendering of any services	One Year From 01.04.2014 to 31.03.2015	25.00	Arm's length basis/ prevailing Market Price	25.00
M/s. Treves Banswara Private Limited (Joint Venture Company)	Sale, purchase, job work and/ or supply of any goods or materials Availing or rendering of any services	One Year From 01.04.2014 to 31.03.2015	25.00	Arm's length basis/ prevailing Market Price	25.00
M/s. Banswara Fabrics Limited (Associate Company)	Sale, purchase, job work and/ or supply of any goods or materials Availing or rendering of any services	One Year From 01.04.2014 to 31.03.2015	50.00	Arm's length basis/ prevailing Market Price	50.00

3. Date of approval by the Board: 27th May, 2015

4. Amount paid as advances, if any: Nil

FOR AND ON BEHALF OF THE BOARD

R.L. TOSHNIWAL
CHAIRMAN
DIN:00106933

Place : Mumbai
Date : 27th May, 2015

ANNEXURE-IV TO THE DIRECTORS' REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2015

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

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2015

To,

The Members,

Banswara Syntex Limited
CIN: L24302RJ1976PLC001684
Industrial Area, Dahod Road
Banswara 327001 (Rajasthan)

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not Applicable)
- (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; and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable)
 - (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 (Defining of Equity Shares) Regulations, 2009; (Not Applicable) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable).

We have also examined compliance with the applicable clauses of The Listing Agreement entered into by the Company with the Stock Exchanges.

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

We further report that

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

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

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

We further report that during the audit period the company has:

- Redeemed 1,73,000 Redeemable Preference Shares of face value of ₹ 100/- each at par according to its terms of issue;
- Allotted 9,20,000 equity shares of the company on conversion of 9,20,000 warrants issued on preferential basis;
- Duly passed the resolutions under section 180 of the Companies Act, 2013, read with its applicable rules, as amended; and
- Proposed the scheme of arrangement/amalgamation of company with its wholly owned subsidiary company Banswara Global Limited. Amalgamation process is currently under process.

Place: Jaipur

Date: 27.05.2015

For V.M. & Associates
Company Secretaries

CS Manoj Maheshwari
FCS No.: 3355
C P No.: 1971

ANNEXURE-V TO THE DIRECTORS' REPORT

Particulars of technology absorption and foreign exchange earnings and outgo, as per section 134(3)(m) of the Companies Act, 2013 and the rules made therein and forming part of the Directors' Report for the year ended March 31, 2015.

A. CONSERVATION OF ENERGY:

a) Energy Conservation measures taken.

Machines

- Installation of 26 Nos., 7.5 kw energy efficiency IE3 motors in carding section to economize consumption of energy.
- Installation of VFD (Inverters) in Humidification plants used in winter season (4 months) for energy consumption reduction.
- Replaced 3000 Nos. 36 watt fluorescence conventional tube lights by 19 watt LED tube lights in mill's production area

b) Measures to be taken-

- To replace the 40 Nos. mono block pump set by KSB energy efficient pump in plants.
- To install the 19 watt LED tube rod in place of 36 watt conventional tube lights.
- Separate compressed air line for cleaning purpose at reduced pressure.
- To install 20 nos., 7.5 KW energy efficient motors in Carding section at BFL.

c) Discloser of particular with respect to conservation of energy is given aside in FORM-A.

FORM A

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

A. POWER AND FUEL CONSUMPTION

Sr. Particulars No.	Current Year 2014 -15	Previous Year 2013 -14
1. Electricity		
a) Purchased Units (Lacs)	107.64	193.50
Total Amount (₹ in lacs)	777.78	963.90
Rate/Unit (₹)	7.23	4.98
b) Own generation		
i) Through Coal based Thermal		
Power plant Unit (lacs)	1918.98*	1779.63
Units per Kg of Coal (No's)	1.241	1.170
Cost/Unit (₹)	4.10	4.03
ii) Through Furnace Oil		
Generator unit (lacs)	-	-
Units per Kg of Furnace Oil (No's)	-	-
Cost/Unit (₹)	-	-
iii) Through Diesel Generator unit(lacs)	1.29	1.24
Units per Ltr. of Diesel Oil (No's)	3.53	3.32
Cost/Unit (₹)	16.77	17.39
2. Coal Qty.(MT)	131091	136573
Total cost(₹ in lacs)	5858.97	5246.87
Average rate/MT(₹)	4469	3842
3. Lignite Qty.(MT)	27819	17988
Total cost(₹ in lacs)	775.95	514.15
Average rate/MT(₹)	2789	2858
4. Petcoke Qty. (MT)	33987	36549
Total cost (₹ in lacs)	2981.06	3056.80
Average Rate/MT(₹)	8771	8364
5. LPG Qty. (MT)	151	205
Total cost (₹ in lacs)	107.11	151.74
Average Rate/MT(₹)	70870	73919
6. Furnace Oil Qty.(Kgs) lacs	1.57	3.84
Total Amount (₹ in lacs)	75.96	185.19
Average Rate/Kg.(₹)	48.45	48.20
7. Diesel Qty. (Ltrs.) lacs	1.14	1.02
Total Amount (₹ in lacs)	64.69	56.19
Average Rate/Ltr. (₹)	56.63	55.00
8. Other/Internal generation	Not applicable	Not applicable

* Including 3936169 KWH given to Banswara Global for job weaving done for the Company (previous year 4143412 KWH)

B. TECHNOLOGY ABSORPTION 2014-2015
A. Specific areas in which R & D carried out by the Company.

- The Company has established a well equipped laboratory for testing of Fibre, Yarn and fabric as per the requirements of international and Indian testing standards such as ISO, AATCC, ASTM, Levis & Co, Marks & Spencer, NEXT, Indian Standards etc.
- The laboratory has been awarded accreditation/ certifications by various international buyers such as: a. Levi & Strauss b. Marks & Spencer c. NEXT
The Laboratory has also been certified by Research Designs & Standards Organization (RDSO), Ministry of Railways, Government of India, resulting in the supply of Fire Retardant Curtain Fabric to Indian Railways for over two years.
- The Laboratory is holding membership with AATCC, BTRA so as to up- grade and equips itself with the latest technology and developments taking place in textile industry.
- The Laboratory is also equipped with Technical Textile Fabric testing equipment for the testing facility of:
 - Fire Retardant Curtain fabrics, fabrics for automobiles.
 - Three Layer Bonded Breathable fabric, Parachute fabric and Tent Fabric, supplied to India's defence services.
 - Automobile Fabrics for supply to Renault, Toyota, Tata Motors etc.
- The laboratory has been established for in-process quality checking, final product checking system to minimize internal & external customer complaints.
- For reproducibility of finishes in bulk fabric, online recipe slip generation has been introduced.
- For typical shade matching for Cotton & Treves fabric continuous & exhaust sample machines have been installed with auto dispensing. For shade predictions, evaluation, matching and quality control, included new spectrophotometer of make X-Rite.
- The new chemical lab set-up also contains a) tumbler for garment wash effects like enzyme wash, stone wash etc. b) testing of incoming dyes & chemicals. It has been established to provide recipe for dyeing and finishing departments etc.
- The Company's facility has been awarded Accreditation / Certification by GRS (Global Recycle Standard) and CUC (Control Union Certification) for the consumption of Re-Cycle Polyester fibers in the manufacturing of yarns and fabrics.
- The Company has well developed fabric & garment designing department and has created a garment studio at Mumbai office for the display of various fabrics and garments and are continuously engaged in up gradation of fabric and garment designs. The Company has also procured computer software to create and develop new designs and patterns for manufacturing Jacquard fabrics.
- The Company has installed latest finishing machines like Formula-1 to be utilized for majorly Woolen & its blends as well as synthetic fabrics.
- In the era of modernization installed ATF machine where computerized recoding of defects, weighing & packing of rolls are done.
- For the garment division, the Company has imported Jackets stitching machinery which has been installed in garment factory at Surat.

B. Benefits derived as results R & D

- All yarns & Fabrics manufactured in the Company meet all International & National standards and have created wide acceptance in Global and local markets.
- The fabric sample is being tested in the Company's laboratory as per customer's requirements/ international standards, thereby saving time and cost as far as delivery is concerned.
- Due to constant up-gradation in technology in the laboratory and production facilities the Company has produced Hi-Quality finished Apparel fabrics such as Wrinkle Recovery, Stain Defender, Moisture Management, Technical Textiles, and Automotive Fabric etc.
- The Company has developed Technical Textile fabrics such as three layer high altitude Breathable fabric, Fire Retardant Curtain Fabric and Automotive fabric for the supply to Renault, Toyota, and Tata Motors etc.
- The Company has installed and developed latest wool dyeing laboratory for development and increasing the capacity for new developments to enhance quality of production of Worsted suiting.
- The new chemical laboratory shall facilitate for fast deliveries of bulk orders.
- The benefit of online slip generation are for improvement in reproducibility of fabric finish followed by precise quantity of recipe preparation, errorless/effortless recipe slip preparation and accurate costing of chemical finishes.
- The Formula-1 machine is quite effective to give extra ordinary line with silky-bouncy touch especially to woolen and blended fabrics.
- The ATF machine shall be benefitted a) to avoid wrong labeling on the rolls and automatic packing of rolls, better housekeeping and b) On line fabric defects data capturing and instantly generating the required reports and analysis of reports can also be done.

C. Future plans for R & D in 2015-16

- Research and development is a continuous process. The Company is going to add new testing equipment for all wool and wool mixed fabrics and upholstery fabrics.
- In line with continuous increase in the demand for Quality yarns and Finished Apparels and Technical Textile fabrics, latest Hi-Tech spinning, Weaving and Processing Machines are being installed.
- Similarly, Testing activities are being expanded in spinning and Finished fabric testing by importing latest testing equipment like HVI for cotton testing, UT-5 (evenness Tester), classimat, Tensorapid, and other equipments (for worsted Spinning).
- Ware house management system to be installed for properly record and keeping of rolls and its traceability.
- As of now we are accredited by various customer Levi's, Next & M&S and for next year the plan is to be accredited by National Accreditation Board for Testing & Calibration Laboratories (NABL) (ISO: 17025).

D. Foreign Exchange Earnings and Outgo

During the year, foreign exchange outgo was ₹112.72 Crores (which includes import of capital goods, stores & spares, coal, raw materials, consumables, payment of consultancy, dividend and travelling expenses etc.) while foreign exchange earned was ₹467.92 Crores. The details have been given under item numbers 39 to 41 of Notes to Financial Statements.

For and on behalf of the Board

Place: Mumbai
Date : 27th May, 2015

R.L. TOSHNIWAL
Chairman
DIN: 00106933

ANNEXURE-VI TO THE DIRECTORS' REPORT

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31/03/2015
 [Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
 Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN :-	: L24302RJ1976PLC001684
ii) Registration Date	: 5 th May, 1976
iii) Name of the Company	: BANSWARA SYNTEX LTD
iv) Category / Sub-Category of the Company	: Public Limited
v) Address of the Registered office and contact details	: Industrial Area, Dahod Road, Post Box No. 21, Banswara Rajasthan India 327001
vi) Whether listed company	: Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	: M/s. Computech Sharecap Ltd, 147, Mahatma Gandhi Road, Fort Mumbai 400 001 Email : helpdesk@computechsharecap.in Phone No. 022 - 22635000

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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Yarn	2471	41 %
2	Fabric	2472	38%
3	Garment	2650	17%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Banswara Global Limited Navagaon Road, Industrial Area, Banswara -327001	U18101RJ2005PLC021321	Subsidiary	100%	2(87)
2	Banswara Fabrics Limited - Industrial Area, Dahod Road, Banswara -327001	L17124RJ1980PLC002005	Associate	37.50%	2(6)
3	Treves Banswara Pvt. Ltd. Navagaon Road, Industrial Area, Banswara -327001	U17290RJ2012PTC037666	Joint Venture	50%	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2014)				No. of Shares held at the end of the year (31.03.2015)				% Change during the year
	Demat	Physical	Total Shares	%of Total	Demat	Physical	Total Shares	%of Total	
A. Promoters									
(1) Indian									
a) Individual/ HUF	7304802	-	7304802	47.05%	8175332	-	8175332	49.71%	11.92%
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1269919	-	1269919	8.18%	1319919	-	1319919	8.03%	3.94%
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1) :-	8574521	-	8574521	55.23%	9495251	-	9495251	57.73%	10.74%
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	8574521	-	8574521	55.23%	9495251	-	9495251	57.73%	10.74%
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	150	4775	4925	0.03%	150	4775	4925	0.03%	-
b) Banks / FI	100	470	570	0.00%	100	470	570	0.00%	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	2108581	-	2108581	13.58%	2108581	-	2108581	12.82%	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1) :-	2108831	5245	2114076	13.62%	2108831	5245	2114076	12.85%	-
(2) Non- Institutions									
a) Bodies Corp.	1868346	7067	1875413	12.08%	1848014	7067	1855081	11.28%	(-) 1.09%
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	1650448	342752	1993200	12.84%	1572557	329616	1902173	11.57%	(-) 4.57%
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	969151	0	969151	6.24%	1079780	0	1079780	6.57%	11.41%
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	4487945	349819	4837764	31.16%	4500351	336683	4837034	29.41%	(-) 0.02%
Total Public Shareholding (B)=(B)(1)+(B)(2)	6596776	355064	6951840	44.77%	6609182	341928	6951110	42.27%	(-) 0.01%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	15171297	355064	15526361	100%	16104433	341928	16446361	100%	5.93%

(ii) Shareholding of Promoters

Sr. No.	Promoter's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	KAVITA SONI	525075	3.38%	-	575075	3.50%	-	9.52%
2.	PREM TOSHNIWAL	851449	5.48%	-	891449	5.42%	-	4.70%
3.	RADHIKA TOSHNIWAL	1028065	6.62%	-	1068542	6.50%	-	3.94%
4.	R.L. TOSHNIWAL	62765	0.40%	-	56440	0.34%	-	(-)10.08
5.	RAVINDRA KUMAR TOSHNIWAL	1763947	11.36%	-	2003947	12.18%	-	13.61
6.	SHALEEN TOSHNIWAL	1750680	11.28%	-	1982005	12.05%	-	13.21%
7.	SONAL TOSHNIWAL	691175	4.45%	-	816175	4.96%	-	18.08%
8.	LAWSON TRADING COMPANY PVT. LTD.	372018	2.40%	-	397018	2.41%	-	6.72%
9.	MOONFINE TRADING COMPANY PVT. LTD.	182500	1.18%	-	182500	1.11%	-	0.00%
10.	NIRAL TRADING PVT. LTD.	524665	3.38%	-	549665	3.34%	-	4.55%
11.	SPEEDSHORE TRADING COMPANY PVT. LTD.	190736	1.23%	-	190736	1.16%	-	0.00%
12.	RAKESH MEHRA	5808	0.04%	-	6061	0.04%	-	4.36%
13.	DHRUV RAVINDRA TOSHNIWAL	100000	0.64%	-	100000	0.61%	-	0.00%
14.	NAVITA MEHRA	525638	3.39%	-	575638	3.50%	-	9.51%
15.	UDIT RAVINDRA TOSHNIWAL	-	-	-	100000	0.61%	-	100%
	TOTAL	8574521	55.23%		9495251	57.73%		10.74%

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

Sr. No.	Promoter's name	Share holding	
		No. of shares	% of total shares of the company
1.	R.L. TOSHNIWAL		
	At the beginning of the Year 31.03.2014	62765	0.40%
	Gift Shares to his son 14.01.2015	6325	
	At the end of the year 31.03.2015	56440	0.34%
2.	KAVITA SONI		
	At the beginning of the Year 31.03.2014	525075	3.38%
	Conversion of Warrants to Shares in Nov 2014	50000	
	At the end of the year 31.03.2015	575075	3.50%
3.	PREM TOSHNIWAL		
	At the beginning of the Year 31.03.2014	851449	5.48%
	Conversion of Warrants to Shares in Nov 2014	40000	
	At the end of the year 31.03.2015	891449	5.42%
4.	RADHIKA TOSHNIWAL		
	At the beginning of the Year 31.03.2014	1028065	6.62%
	13 th Jun 2014 - Purchase of Shares	477	
	Conversion of Warrants to Shares in Nov 2014	140000	
	6 th Feb 2015 Gift to Son	100000	
	At the end of the year 31.03.2015	1068542	6.50%

Sr. No.	Promoter's name	Share holding	
		No. of shares	% of total shares of the company
5.	RAVINDRA KUMAR TOSHNIWAL		
	At the beginning of the Year 31.03.2014	1763947	11.36%
	Conversion of Warrants to Shares in Nov 2014	240000	
	At the end of the year 31.03.2015	2003947	12.18%
6.	SHALEEN TOSHNIWAL		
	At the beginning of the Year 31.03.2014	1750680	11.28%
	Conversion of Warrants to Shares in Nov 2014	225000	
	Gift Shares Received on 14.01.2015	6325	
	At the end of the year 31.03.2015	1982005	12.05%
7.	SONAL TOSHNIWAL		
	At the beginning of the Year 31.03.2014	691175	4.45%
	Conversion of Warrants to Shares in Nov 2014	125000	
	At the end of the year 31.03.2015	816175	4.96%
8.	LAWSON TRADING COMPANY PVT. LTD.		
	At the beginning of the Year 31.03.2014	372018	2.40%
	Conversion of Warrants to Shares in Nov 2014	25000	
	At the end of the year 31.03.2015	397018	2.41%
9.	NIRAL TRADING PVT. LTD.		
	At the beginning of the Year 31.03.2014	524665	3.38%
	Conversion of Warrants to Shares in Nov 2014	25000	
	At the end of the year 31.03.2015	549665	3.34%
10.	RAKESH MEHRA		
	At the beginning of the Year 31.03.2014	5808	0.04%
	4 th April 2014 - Purchase of Shares	253	
	At the end of the year 31.03.2015	6061	0.04%
11.	UDIT RAVINDRA TOSHNIWAL		
	At the beginning of the Year 31.03.2014	0	0
	6 th Feb 2015 Gift Shares received from his Mother	100000	
	At the end of the year 31.03.2015	100000	0.61%
12.	NAVNITA MEHRA		
	At the beginning of the Year 31.03.2014	525638	3.39%
	Conversion of Warrants to Shares in Nov 2014	50000	
	At the end of the year 31.03.2015	575638	3.50%

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

For each of the Top 10 Shareholder's	No. of Shares	% of Total Shares of the Company
At the beginning of the year (01.04.2014)		
1. MACQUARIE BANK LIMITED	1299801	8.37%
2. ELARA INDIA OPPORTUNITIES FUND LIMITED	658780	4.24%
3. INDUS KAMDHENU FUND LIMITED	600000	3.86%
4. MEFCOM CAPITAL MARKETS LIMITED	590000	3.80%
5. PINKY VENTURES PRIVATE LIMITED	221816	1.43%
6. HSBC BANK (MAURITIUS) LIMITED	150000	0.97%
7. RAYMOND LIMITED	106862	0.69%
8. SUCHITA BHANDARI	158901	1.02%
9. SUVARNA KUMARI AGRAWAL	95000	0.61%
10. SHEKHAWATI SYNTEX PRIVATE LIMITED	75000	0.48%

Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus sweat equity etc.) (31.03.2015)

For each of the Top 10 Shareholder's	No. of Shares	% of Total Shares of the Company
1. MACQUARIE BANK LIMITED	-	-
2. ELARA INDIA OPPORTUNITIES FUND LIMITED	-	-
3. INDUS KAMDHENU FUND LIMITED	-	-
4. MEFCOM CAPITAL MARKETS LIMITED	-	-
5. PINKY VENTURES PRIVATE LIMITED	-	-
6. HSBC BANK (MAURITIUS) LIMITED	-	-
7. RAYMOND LIMITED	-	-
8. SUCHITA BHANDARI	14861	0.09%
9. SUVARNA KUMARI AGRAWAL	-	-
10. SHEKHAWATI SYNTAX PRIVATE LIMITED	-	-

Shareholding at the end of the year

For each of the Top 10 Shareholder's	No. of Shares	% of Total Shares of the Company
At the end of the year (31.03.2015)		
1. MACQUARIE BANK LIMITED	1299801	7.90%
2. ELARA INDIA OPPORTUNITIES FUND LIMITED	658780	4.01%
3. INDUS KAMDHENU FUND LIMITED	600000	3.65%
4. MEFCOM CAPITAL MARKETS LIMITED	590000	3.59%
5. PINKY VENTURES PRIVATE LIMITED	221816	1.35%
6. HSBC BANK (MAURITIUS) LIMITED	150000	0.91%
7. SUCHITA BHANDARI	173762	1.06%
8. RAYMOND LIMITED	106862	0.69%
9. SUVARNA KUMARI AGRAWAL	95000	0.58%
10. SHEKHAWATI SYNTAX PRIVATE LIMITED	75000	0.46%

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Shri R.L. Toshniwal At the beginning of the year 01.04.2014	62765	0.40%	56440	0.34%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): Shares Gifted to his Son on 14.1.2015	6325			
	At the end of the year	56440	0.34%	56440	0.34%
2.	Shri Ravindra Kumar Toshniwal At the beginning of the year 01.04.2014	1763947	11.36%	2003947	12.18%
	Conversion of warrants to Shares on dated 12.11.2014	240000			
	At the end of the year	2003947	12.18%		



Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3.	Shri Rakesh Mehra	5808	0.04%	6061	0.04%
	At the beginning of the year 01.04.2014	253			
	Share Purchase on 04.04.2014				
	At the end of the year	6061	0.04%	6061	0.04%
4.	Shri Shaleen Toshniwal	1750680	11.28%	1982005	12.05%
	At the beginning of the year 01.04.2014				
	Conversion of warrants to Shares on dated 12.11.2014	225000			
	Gift Shares on 14.01.2015	6325			
	At the end of the year	1982005	12.05%	1982005	12.05%
5.	Shri P.K. Bhandari	8060	0.05%	8060	0.05%
6.	Shri J.K. Jain	794	0.00%	100	0.00%
	At the beginning of the year 01.04.2014				
	Total Purchase during the year	1301			
	Total Sale during the year	1995			
	At the end of the year	100	0.00%	100	0.00%

(vi) INDEBTEDNESS

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

(₹ in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	34258.33	150	1353.70	35762.03
ii) Interest due but not paid	58.20	-	-	58.20
iii) Interest accrued but not due	65.01	-	2.88	67.89
Total (i+ii+iii)	34381.54	150	1356.58	35888.12
Change in Indebtedness during the financial year				
● Addition				
● Reduction	-1931.63	-150	-734.58	2816.21
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	32241.68	-	622	32863.68
ii) Interest due but not paid	196.82	-	-	196.82
iii) Interest accrued but not due	11.41	-	-	11.41
Total (i+ii+iii)	32449.91	-	622	33071.91

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				
		Shri RL Toshniwal (CM)	Shri Ravindra Kumar Toshniwal (MD)	Shri Rakesh Mehra (VCM)	Shri Shaleen Toshniwal (J.M.D.)	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (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	91.58	76.65	77.91	67.33	313.47
2.	Stock Option					
3.	Sweat Equity					
4.	Commission - as % of profit - others, specify...					
5.	Others, please specify					
	Total (A) Ceiling as per the Act	91.58	76.65	77.91	67.33	313.47

B. Remuneration to other directors:

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Name of Directors													Total Amount	
		Shri P. Kumar	Shri A.N. Jaiswala	Shri Kamal Kishore Kacholia	Shri Vijay Mehta	Shri D.P. Garg	Dr. S.B. Agarwal	Shri Vijay Kumar Agarwal	Shri P.K. Bhandari	Dr. Vajjayanti Pandit	Shri R.L. Toshniwal	Shri Ravindra Kumar Toshniwal	Shri Rakesh Mehra	Shri Shaleen Toshniwal		
1.	Independent Directors															
	• Fee for attending board committee meetings	3.23	0.70	2.00	1.30	2.13	2.30	0.60	1.50	0.60						
	• Commission															
	• Others, please specify															
	Total (1)	3.23	0.70	2.00	1.30	2.13	2.30	0.60	1.50	0.60						14.36
2.	Other Non-Executive Directors															
	• Fee for attending board committee meetings															
	• Commission															
	• Others, please specify															
	Total (2)															
	Total (B)=(1+2)	3.23	0.70	2.00	1.30	2.13	2.30	0.60	1.50	0.60						14.36
	Total Managerial Remuneration	3.23	0.70	2.00	1.30	2.13	2.30	0.60	1.50	0.60	91.58	76.65	77.91	67.33		327.83
	Overall Ceiling as per the Act															

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

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel	
		CFO & Company Secretary	Total
1.	Gross salary	37.22	37.22
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(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.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	-	-
5.	Others, please specify	-	-
	Total	37.22	37.22

VIII. 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)
A. COMPANY					
Penalty	Clause -31 of Listing Agreement	Late Submission of the Annual Report	Fee for Late Submission of the Annual Report	BSE and NSE	-
Punishment					
Compounding					
B. DIRECTORS					
Not Applicable					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Not Applicable					
Penalty					
Punishment					
Compounding					

FOR AND ON BEHALF OF THE BOARD

Place : Mumbai
Date : 27th May, 2015**R.L. TOSHNIWAL**
CHAIRMAN
DIN:00106933

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS,
BANSWARA SYNTEX LIMITED**

Report on the Financial Statements

We have audited the accompanying standalone financial statements of BANSWARA SYNTEX LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Profit and Loss Statement and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements.

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

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 provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidences about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure, a statement on the matters specified in the paragraph 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 accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Profit and Loss Statement and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) on the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the director is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements Refer Note-22 Contingent Liability in the financial statements.
 - ii. The Company has made provision where ever required, as under the applicable law or accounting standards, for material foreseeable losses, on long-term contracts including derivative.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For KALANI & COMPANY
Chartered Accountants
FRN - 000722C

S.P. JHANWAR
Partner
M.No. 074414

Place : Mumbai
Date : 27th May, 2015

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2015.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner, by the management every year. In accordance with this programme, fixed assets of the company have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loan to the companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ("the Act").
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and inventory and with regard to sale of goods. We have not observed any continuing failure to correct major weakness in the internal control system during the course of the audit.
- (v) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of the sections 73 to 76 of the act and the Companies (Acceptance of Deposits) Rules, 2014 with regard to the deposits accepted from the public. To the best of our knowledge and according to the information and explanations given to us, no order on the Company under aforesaid section has been passed by the Company Law Board, National Company Law Tribunal (NCLT) or Reserve Bank of India or any court or tribunal.
- (vi) According to the information and explanations given to us, the Central Government has prescribed under Section 148 (1) of the Act, the maintenance of cost records in respect of its products manufactured by the Company. We have broadly reviewed the books of accounts maintained and in our opinion, the prescribed accounts and records have prima facie been made and maintained by the Company. We have not, however, 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, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added 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, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material dues of Sales tax, wealth tax, duty of excise, VAT and cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to the information and explanations given to us, the following dues of service tax, custom duty and income tax have not been deposited by the company on account of disputes:

Nature of Statute	Nature of Dues	Amount (₹)	Period to which the Arrear relates	Forum where dispute is pending
Finance Act, 1994	Service Tax	23,43,538/-	2008-07 to 2008-09	CESTAT, New Delhi
Finance Act, 1994	Service Tax	15,93,510/-	2010-2011	Comm. Appeal, Jaipur
Custom Act, 1962	Custom Duty	1,19,77,371/-	2012	CESTAT, Ahmedabad
Custom Act, 1962	Custom Duty	45,000/-	2013	CESTAT, Ahmedabad
Custom Act, 1962	Custom Duty	90,230/-	1995	High Court, Mumbai
Income tax Act, 1961	Income Tax	4,84,490/-	2011-12	CIT (Appeal), Udaipur

- (c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.
- (viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank.
- (x) According to information & explanation given to us, the company has given guarantee for ₹ 1,950 lacs (outstanding is ₹ 231.22 lacs as on 31st March, 2015) for loans taken by Banswara Global Limited, a wholly owned subsidiary company. The term and conditions of such guarantee are not prejudicial to the interest of the company.
- (xi) In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were obtained, other than temporary deployment pending application.
- (xii) To the best of our knowledge and according to the information and explanations given to us, no fraud on or by the Company noticed or reported during the year.

For KALANI & COMPANY

Chartered Accountants

FRN – 000722C

S.P. JHANWAR

Partner

M.No. 074414

Place : Mumbai

Date : 27th May, 2015

BALANCE SHEET
AS AT 31ST MARCH, 2015

	Note No.	As at		(₹ in Lacs)
		31 ST March, 2015	31 ST March, 2014	As at
EQUITY AND LIABILITIES				
Shareholders' Funds				
Share Capital	2	1,643.14	1,724.12	
Reserves & Surplus	3	20,653.54	19,585.23	
Money received against share warrants	4	<u>52.91</u>	<u>148.36</u>	21,457.71
Non-Current Liabilities				
(a) Long Term Borrowings	5	26,278.21	29,418.99	
(b) Deferred Tax Liabilities (Net)	6	4,158.72	4,442.04	
(c) Long Term Provisions	7	<u>1,076.16</u>	<u>1,009.42</u>	34,870.45
Current Liabilities				
(a) Short Term Borrowings	8	30,318.31	33,837.66	
(b) Trade payables	9	13,883.79	10,629.72	
(c) Other Current Liabilities	10	8,226.99	7,617.52	
(d) Short Term Provisions	11	<u>1,290.92</u>	<u>2,145.37</u>	54,230.27
		<u>1,07,582.69</u>	<u>1,10,558.43</u>	
ASSETS				
Non Current Assets				
(a) Fixed Assets				
(i) Tangible Assets	12	50,143.64	51,421.94	
(ii) Capital work-in-progress	13	1,003.60	853.76	
(b) Non-Current investments	14	1,751.43	1,429.98	
(c) Long-term Loans and Advances	15	447.10	860.92	
(d) Other non-Current Assets	16	<u>435.52</u>	<u>748.70</u>	55,315.30
Current Assets				
(a) Inventories	17	32,883.33	30,461.16	
(b) Trade Receivables	18	13,814.48	15,436.51	
(c) Cash and Cash Equivalents	19	1,523.95	3,214.17	
(d) Short Term Loans and Advances	20	2,096.93	2,701.62	
(e) Other Current Assets	21	<u>3,482.71</u>	<u>3,429.67</u>	55,243.13
		<u>1,07,582.69</u>	<u>1,10,558.43</u>	

Significant Accounting Policies, Notes on accounts and other disclosures from Note no. 1 to 43 forming part of these financial statements.

In terms of our Audit Report of even date:

For KALANI & COMPANY
Chartered Accountants
FRN - 000722C

R.L. TOSHNIWAL
Chairman

RAVINDRA KUMAR TOSHNIWAL
Managing Director

Directors
P. KUMAR
KAMAL KUMAR KACHOLIA
D.P. GARG
VIJAY MEHTA
S.B. AGARWAL
P.K. BHANDARI
VAIJAYANTI PANDIT

S. P. JHANWAR
Partner
M.No. 74414

RAKESH MEHRA
Vice Chairman

J.K. JAIN
C.F.O. & Company Secretary

Place : Mumbai
Date : 27th May, 2015

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

	Note No.	Current Year 31 ST March, 2015	(₹ in Lacs) Previous Year 31 ST March, 2014
Revenue From Operations	24		
Sale of Products & Services (Gross)		1,18,382.46	1,17,507.15
Other Operating Revenue		<u>5,182.17</u>	<u>5,568.89</u>
		1,23,564.63	1,23,076.04
Less : Excise Duty		<u>948.70</u>	<u>1,856.08</u>
I. Revenue From Operations (Net)		1,22,615.93	1,21,219.96
II. Other Income	25	1,688.59	410.45
III. Total Revenue		1,24,304.52	1,21,630.41
IV. Expenses :			
Cost Of Materials Consumed	26	62,090.88	58,210.89
Changes In Inventories of Finished Goods	27	(615.73)	(301.27)
Work-In-Progress And Stock-In Trade			
Manufacturing Expenses	28	21,321.61	20,343.49
Employee Benefits Expenses	29	18,055.34	16,088.26
Financial Costs	30	8,069.51	8,129.74
Depreciation and Amortization Exp.	31	5,939.14	5,196.39
Other Expenses	32	<u>7,998.19</u>	<u>9,158.19</u>
Total Expenses		1,22,858.94	1,16,825.69
V. Profit Before Tax (III-IV)		1,445.58	4,804.72
VI. Tax Expense :			
(1) Current Tax		854.00	1,457.73
(Net of MAT Credit of ₹ Nil Lacs (Previous Year ₹ 112.27 Lacs)			
(2) Deferred Tax		(211.34)	625.29
(3) Prior Period Tax		<u>-</u>	<u>58.93</u>
		642.66	2,141.95
VII. Profit For The Year (V-VI)		802.92	2,662.77
VIII. Earnings per Equity Share	33		
(1) Basic		5.06	16.86
(2) Diluted		4.90	16.30

Significant Accounting Policies, Notes on accounts and other disclosures from Note no. 1 to 43 forming part of these financial statements.

In terms of our Audit Report of even date:

For KALANI & COMPANY
Chartered Accountants
FRN - 000722C

R.L. TOSHNIWAL
Chairman

RAVINDRA KUMAR TOSHNIWAL
Managing Director

Directors
P. KUMAR
KAMAL KUMAR KACHOLIA
D.P. GARG
VIJAY MEHTA
S.B. AGARWAL
P.K. BHANDARI
VAIJAYANTI PANDIT

S. P. JHANWAR
Partner
M.No. 74414

RAKESH MEHRA
Vice Chairman

J.K. JAIN
C.F.O. & Company Secretary

Place : Mumbai
Date : 27th May, 2015

SIGNIFICANT ACCOUNTING POLICIES, NOTES ON ACCOUNTS AND OTHER DISCLOSURES**NOTE NO. '1' SIGNIFICANT ACCOUNTING POLICIES****A. System of Accounting and Use of Estimates (AS-1)**

The Company follows the mercantile system of accounting by following accrual concept in the preparation of accounts. The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

B. Valuation of Inventories (AS-2)

Inventories are valued at lower of cost and net realisable value. Cost is measured on First In First Out basis.

C. Cash Flow (AS-3)

Cash Flow Statement has been prepared adopting the 'Indirect method' as prescribed under Para 18 of the Accounting Standard 3 on 'Cash Flow Statement'.

D. Depreciation (AS-6)

Depreciation has been charged on Straight Line Method (SLM) based on useful life of the assets as mentioned in Schedule II of Companies Act, 2013, except in case of Plant & machinery where the useful life has been taken as ascertained by the Independent Chartered Engineer and technical experts of the Company. The useful life of the major Plant & Machinery so ascertained is ranging from 10 to 18 years on triple shift basis as against the life of 15 years given in Part C of Schedule II of The Companies Act, 2013.

Further, considering materiality of assets costing less than ₹ 5,000 are fully depreciated in the year of purchase/acquisition. The Company provides pro-rata depreciation from/to the date on which asset is acquired or put to use/ disposed off as appropriate.

E. Turnover (AS-9)

- i) Turnover is inclusive of excise duty, refund and other related realization but exclusive of value added tax charged.
- ii) Job income included in turnover is accounted for on delivery of finished goods inclusive of excise duty.

F. Benefits Receivable against Export and Its Obligation (AS-9)

Export Benefits are accounted for in the year of export at net market realizable value.

G. Fixed Assets (AS-10)

Value of gross block of fixed assets represent cost of acquisition, net of eligible CENVAT Credit but inclusive of non-refundable taxes & duties, expenditure on installations, attributable pre-operative expenses including borrowing cost and other identifiable direct expenses incurred upto the date of commencement of commercial use of the assets.

However value of gross block of fixed assets acquired upto 31.03.1985 has been stated at revalued amount as on 31.03.1986.

H. Foreign Currency Transactions (AS-11)

- i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the day of the transactions.
- ii) Monetary items denominated in foreign currency at the year end and not covered by forward exchange contracts are translated at year end rates and those covered by forward contracts are translated at the rate ruling at the date of transactions as increased or decreased by the proportionate difference between the forward rate and exchange rate on the date of transactions such difference having been recognized over the life of the contract. Foreign exchange financial instruments in hand at the year end are valued at mark to market, recognized loss, if any, adopting principle of prudence.

Any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of profit and loss.

I. Investments (AS-13)

Long term investments are carried at cost. Whereas, current investments are carried at lower of cost and net realisable value. In case of long term investments, other than temporary diminution in the value of investment is provided for.

J. Employees' Benefits (AS-15)

- i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of profit and loss for the year in which the related service is rendered.
- ii) Retirement and other long term employee benefits are recognized as an expense in the Statement of profit and loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of retirement and other long term benefits are charged to the Statement of profit and loss.

**K. Borrowing Costs (AS-16)**

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

L. Taxes on Income (AS-22)

Current tax is determined as the amount of tax payable to the Taxation Authorities in respect of taxable income for the year. Deferred tax is recognized, subject to consideration of prudence, in respect of deferred tax assets, on timing differences being difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years.

In respect of unabsorbed depreciation / carry forward of losses under the tax laws, deferred tax assets are recognized only to the extent that there is virtual certainty that future taxable income will be available against which such deferred tax assets can be realized.

M. Provision for Doubtful Debts

15% is being provided each year on amount due over a period of 6 months.

N. Except where stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

NOTE NO. '2' SHARE CAPITAL	As at		₹ in Lacs	
	31 st March, 2015		As at	31 st March, 2014
Authorized				
4,50,00,000 Equity Shares of ₹10/- each		4,500.00		4,500.00
5,00,000 3% Redeemable Preference Shares of ₹ 100/- Each		500.00		500.00
		<u>5,000.00</u>		<u>5,000.00</u>
Issued				
1,64,46,361 Equity Shares of ₹ 10/- each (Previous Year 1,55,26,361 Equity Shares of ₹ 10/- each)		1,644.64		1,552.64
1,73,000 3 % Redeemable Preference Shares of ₹100/- Each		-		173.00
		<u>1,644.64</u>		<u>1,725.64</u>
Subscribed and fully Paid				
1,64,16,361 Equity Shares of ₹ 10/- each (Previous Year 1,54,96,061 Equity Shares of ₹ 10/- each)		1,641.64		1,549.61
1,73,000 3% Redeemable Preference Shares of ₹ 100/- Each		-		173.00
		<u>1,641.64</u>		<u>1,722.61</u>
Subscribed but not fully Paid				
30,000 Equity Shares of ₹ 10/- each (Previous Year 30,300 Equity Shares of ₹ 10/- each)	3.00		3.03	
Less: Allotment Money Due				
From Directors		-		-
From Others	1.50		1.52	
	<u>1.50</u>		<u>1.52</u>	
		<u>1.50</u>		<u>1.51</u>
		<u>1,643.14</u>		<u>1,724.12</u>

2.1 Reconciliation of No. of Shares of each class of issued capital

Particulars	Shares (In Nos.)			
	As at 31.03.2015		As at 31.03.2014	
	Equity	Preference	Equity	Preference
At the beginning of the year	1,55,26,361	1,73,000	1,47,56,361	1,73,000
Issued During the year	9,20,000	-	7,70,000	-
Redeemed/bought back during the year	-	1,73,000	-	-
At the end of the year	1,64,46,361	0	1,55,26,361	1,73,000

2.2 The Board of Directors in its meeting held on 13th November, 2013 has issued 16,00,000 warrants to promoters and promoter's group on preferential basis, convertible in equal number of equity shares at the rate of ₹10/- per warrant at ₹ 41.50 including premium of ₹ 31.50 per warrant. Out of these 16,00,000 warrants, the Board of Directors has converted 1,70,000 warrants in to equal number of shares, in its meeting held on 12th February, 2014 (i.e. accounting year 2013-14). The Board in its Meeting held on 12th November, 2014 has also converted 9,20,000 warrants in equal number of shares. The balance 5,10,000 warrants were converted in equal no. of equity shares on 08th May, 2015 (i.e. accounting year 2015-16). As on date (27th May, 2015) no warrants are outstanding. The above preferential issue was made as per the SEBI (ICDR) Regulations, 2009.

2.2.1 Rights, preferences and restrictions to the shareholders

2.2.2 Equity Shares :-

All equity shareholders are having right to get dividend in proportion to paid up value of the each equity share as and when declared.

No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the company has, and has exercised, any right of lien.

2.3 Preference Shares :-

The preference shares have been redeemed on 13.05.2014

2.4 - Details of Shareholder's holding more than 5% of each class of shares issued by the Company -

Name of shareholder	As at 31 st March, 2015		As at 31 st March, 2014	
	No. of Shares	% Shares	No. of Shares	% Shares
Equity Shares				
Shri Ravindra Kumar Toshniwal	20,03,947	12.18%	17,63,947	11.36%
Shri Shaleen Toshniwal	19,82,005	12.05%	17,50,680	11.28%
Smt. Radhika Toshniwal	10,68,542	6.50%	10,28,065	6.62%
Smt. Prem Toshniwal	8,91,449	5.42%	8,51,449	5.48%
Macquarie Bank Limited	12,99,801	7.90%	12,99,801	8.37%
3% Redeemable Preference Shares				
Carreman Michel Thierry, France	-	0.00%	1,73,000	100.00%

NOTE NO. '3' RESERVES AND SURPLUS	As at		(₹ in Lacs)	
	31 st March, 2015	31 st March, 2014	As at	As at
Capital Reserve				
Opening Balance	751.72		737.82	
Adjustment during the year (Capital Subsidy) Refer note no. 3.1	<u>313.09</u>	1064.81	<u>13.89</u>	751.71
Capital Redemption Reserve				
Opening Balance	-		-	
Add: Fresh Creation (Redemption of Preference Shares)	<u>173.00</u>	173.00	<u>-</u>	-
Securities Premium Account				
Opening balance	2,507.90		2,265.35	
Add : Received During the year	<u>289.86</u>	2,797.76	<u>242.55</u>	2,507.90
General Reserve				
Opening Balance	13,634.17		12,634.17	
Add : Transfer from Surplus	<u>500.00</u>	14,134.17	<u>1,000.00</u>	13,634.17
Surplus				
Opening Balance	2,691.44		1,580.90	
Less: Depreciation (Refer Note no. 3.2)	<u>(139.80)</u>		<u>-</u>	
	2,551.64		1,580.90	
Add : Profit for the year	<u>802.92</u>		<u>2,662.77</u>	
	3,354.56		4,243.67	
Less : Allocation and Appropriations				
Proposed Dividend on Preference Shares	-		5.19	
Proposed Dividend on Equity Shares	164.31		465.34	
Tax on Proposed Dividend	33.45		79.96	
Previous year dividend & tax thereon	-		1.74	
Transfer to General Reserve	500.00		1,000.00	
Transfer to Capital Redemption Reserve (Refer Note no. 3.3)	<u>173.00</u>		<u>-</u>	
	<u>870.76</u>	2,483.80	<u>1,552.23</u>	2,691.44
		<u>20,653.54</u>		<u>19,585.22</u>



Note 3.1. Capital Subsidy received under scheme of TUFS on purchase of capital items subject to fulfilling the conditions prescribed in the scheme.

Note 3.2. Based on transitional provision provided in Note 7(b) of Schedule II of Companies Act, 2013, the carrying value of assets which has completed its useful life as on 31.03.2014 has been charged to the opening balance of retained earnings is ₹139.80 (net of deferred tax) as on that date.

Note 3.3. During the year, The Company has redeemed Preference Share Capital of ₹173.00 Lacs out of Capital Redemption Reserve.

	As at 31 st March, 2015		(₹ in Lacs) As at 31 st March, 2014
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NOTE NO. '4' MONEY RECEIVED AGAINST SHARE WARRANTS

Application money received against share warrants	52.91		148.36	
	<u>52.91</u>			<u>148.36</u>
	<u>52.91</u>			<u>148.36</u>

NOTE NO. '5' LONG TERM BORROWINGS

Term Loans (Secured)

From Financial Institutions and Banks

IDBI BANK LIMITED

Term Loan - I	-		200.00	
Fully Repaid				
Term Loan - II	593.86		617.00	
Repayable in 30 variable quarterly installments				
Term Loan - III	370.56		385.00	
Repayable in 30 variable quarterly installments				
Term Loan - IV	883.58	1,848.00	918.00	2,120.00
Repayable in 30 variable quarterly installments				

EXPORT IMPORT BANK OF INDIA

Term Loan - I	1,920.00		2,130.00	
Repayable in 23 variable quarterly installments				
Term Loan - II	2,557.50		2,809.38	
Repayable in 24 variable quarterly installments				
Term Loan - III	76.40		236.40	
Repayable in 2 variable quarterly installments				
Term Loan - IV	460.56		604.49	
Repayable in 8 variable quarterly installments				
Term Loan - V	640.00		840.00	
Repayable in 8 variable quarterly installments				
Term Loan - VI	2,781.25		3,375.00	
Repayable in 13 variable quarterly installments				
Term Loan - VII	2,284.85		2,636.36	
Repayable in 26 variable quarterly installments				
Working Capital Term Loan	685.00	11,405.56	685.00	13,316.63
Repayable in 1 quarterly installments				

	As at		(₹ in Lacs)	
	31 st March, 2015		As at 31 st March, 2014	
BANK OF BARODA				
Term Loan - I	1,470.00		2,150.00	
Repayable in 16 variable quarterly installments				
Term Loan - II	862.50		1,112.50	
Repayable in 9 variable quarterly installments				
Term Loan - III	3,987.50		4,317.50	
Repayable in 27 variable quarterly installments				
Term Loan - IV	1,760.00		1,405.61	
Repayable in 32 variable quarterly installments				
Working Capital Term Loan	<u>315.00</u>	8,395.00	-	8,985.61
Repayable in 9 equal half yearly installments				
PUNJAB NATIONAL BANK				
Term Loan - I	1,109.53		1,434.54	
Repayable in 9 variable quarterly installments				
Term Loan - II	343.95		443.95	
Repayable in 9 variable quarterly installments				
Term Loan - III	920.52		-	
Repayable in 32 variable quarterly installments				
Term Loan - IV	1,312.50		1,625.00	
Repayable in 13 variable quarterly installments				
Working Capital Term Loan	<u>1,680.00</u>	5,366.50	<u>2,100.00</u>	5,603.49
Repayable in 8 equal half yearly monthly installments				
BANK OF INDIA				
Term Loan - I	15.01		109.01	
Repayable in 1 Variable quarterly installments				
Term Loan - II	<u>613.71</u>	628.72	<u>713.72</u>	822.73
Repayable in 16 variable quarterly installments				
UNION BANK OF INDIA				
Term Loan - I	-		5.87	
Fully Repaid				
Term Loan - II	1,680.00		1,904.00	
Repayable in 20 variable quarterly installments				
Term Loan - III	1,037.90		-	
Repayable in 32 variable quarterly installments				
Working Capital Term Loan	<u>630.00</u>	3,347.90	-	1,909.87
Repayable in 9 equal half yearly installments				
AXIS BANK LIMITED				
Term Loan - I		1,250.00		1,500.00
Repayable in 12 variable quarterly installments				
Sub-Total (A)		<u>32,241.68</u>		<u>34,258.33</u>



	As at		(₹ in Lacs)
	31 st March, 2015	31 st March, 2014	As at
Less : Current Maturities			
IDBI Bank Ltd.	144.01	272.00	
Export-Import Bank of India	2,838.20	1,911.07	
Bank of Baroda	1,536.00	1,260.00	
Punjab National Bank	1,286.25	1,157.50	
Bank of India	115.01	194.00	
Union Bank of India	364.00	229.87	
Axis Bank Limited	<u>250.00</u>	<u>250.00</u>	
Sub-Total (B)	6,533.47		5,274.44
TOTAL (I) (A-B)	<u>25,708.21</u>		<u>28,983.89</u>
Fixed Deposits (Unsecured)			
From Directors	55.00	72.00	
From Others	567.00	1,281.70	
Includes ₹ 136.00 Lacs (Previous years ₹ 199.00 Lacs) from related parties	622.00	1,353.70	
Less : Current Maturities	<u>52.00</u>	<u>918.60</u>	
TOTAL (III)	570.00		435.10
Term Loans (Unsecured)			
Other Corporates	-	150.00	
	-	150.00	
Less : Current Maturities	-	<u>150.00</u>	
TOTAL (IV)	-		-
	<u>26,278.21</u>		<u>29,418.99</u>

5.1 Securities/ Guarantees**For Term Loans from Financial Institutions and Banks:**

Term Loans from Financial Institutions and Banks are secured by a joint equitable mortgage and/or hypothecation charges ranking pari-passu on immovable/movable properties, present and future of the Company subject to prior charges in favour of the Bankers on specified movable properties created and/or to be created for working capital facilities, and Term Loans of ₹ 1,848.00 Lacs are also secured by second charge on current assets.

Term Loans from Financial Institutions and Banks are guaranteed by Shri R.L. Toshniwal, Chairman and Shri Ravi Toshniwal, Managing Director in their personal capacities other than Export-Import Bank of India and IDBI Bank Ltd. Term Loans outstanding of ₹ 6,851.66 Lacs (Previous Year ₹ 8,140.85 Lacs) from Export-Import Bank of India, Term Loans outstanding of ₹ 1,680 Lacs (Previous Year ₹ 2,100 Lacs) from Punjab National Bank of India, ₹ 630 Lacs from Union Bank of India (Previous Year NIL), ₹ 315 Lacs from Bank of Baroda (Previous Year NIL) and Term Loan outstanding NIL (Previous year ₹ 200.00 Lacs) from IDBI Bank Ltd. are guaranteed by both whereas term loans outstanding of ₹ 76.40 Lacs (Previous Year ₹ 236.40 Lacs) from Export-Import Bank of India are guaranteed only by Shri R. L. Toshniwal, Chairman .

For Fixed deposits

Fixed Deposits taken by the Company are Under the provision of sec. 73(2) (a) and section 76 of Companies Act, 2013 and rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014 are unsecured. Fixed Deposits are repayable within 1 to 3 year depending upon the term of deposits.

	As at 31 st March, 2015	(₹ in Lacs) As at 31 st March, 2014
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NOTE NO. '6' DEFERRED TAX LIABILITIES

Considering accounting procedure prescribed by the Accounting Standard 22 "Taxes on Income", the following amounts have been worked out and provided in books:

Major components of deferred tax balances**Deferred Tax Liabilities**

i) Difference between accounting and tax depreciation (cumulative)	5,460.45		5,514.62
TOTAL	<u>5,460.45</u>		<u>5,514.62</u>

Deferred Tax Assets

i) Accumulated unabsorbed depreciation	-		-
ii) Provision for doubtful debts (to date)	321.74		234.13
iii) Disallowances under section 43B for non payment of expenses	532.08		430.09
iv) Other timing differences	447.91		408.37
TOTAL (i to iv)	<u>1,301.73</u>		<u>1,072.59</u>

Net Deferred Tax Liabilities

	<u>4,158.72</u>		<u>4,442.03</u>
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Net deferred tax assets of ₹283.32 Lacs has been booked during the year, out of them ₹ 211.34 Lacs has been credited to Profit & Loss Statement and ₹ 71.98 Lacs has been charged in accordance to the Note 3.2 besides current tax ₹ 854.00 Lacs as per The Income Tax Act, 1961.

NOTE NO. '7' LONG TERM PROVISIONS**Provisions for Employee benefits**

Gratuity	1,086.35		1,010.00
Less : Short Term	<u>192.21</u>	894.14	<u>148.06</u>
			861.94
Leave Encashment	231.44		191.47
Less : Short Term	<u>49.42</u>	182.02	43.99
		<u>1,076.16</u>	<u>1,009.42</u>

NOTE NO. '8' SHORT TERM BORROWINGS**A. Loans Repayable on Demand****(Cash credits and packing credits)****From Banks (Secured)**

Punjab National Bank	17,348.92		16,909.50
Union Bank of India	6,092.34		8,272.29
Bank of Baroda	3,689.08		5,055.09
Bank of India	<u>3,187.97</u>	30,318.31	<u>3,473.78</u>
			33,710.66

B. Loans from Related Parties (Unsecured)

	-		127.00
	<u>30,318.31</u>		<u>33,837.66</u>

8.1 Securities and Guarantees

For Loans repayable on demand from banks are secured by way of hypothecation (Floating charges) of Raw material, Dyes-Chemicals, Packing Materials, Stores & Spares, Stock-in-process, Finished goods, Book debts, Export Incentives and second charge on all the Fixed Assets of the Company and also guaranteed by Shri R.L. Toshniwal, Chairman and Shri Ravi Toshniwal, Managing Director in their personal capacities.



	As at 31 st March, 2015	(₹ in Lacs) As at 31 st March, 2014
NOTE NO. '9' TRADE PAYABLES		
Micro, Small & Medium Enterprises@	14.74	5.79
Acceptances	5,824.71	3,082.63
Others	8,044.34	7,541.30
	<u>13,883.79</u>	<u>10,629.72</u>

@ To the extent information received for status under the Micro, Small and Medium Enterprises Development Act, 2006.

9.1 Details of Dues to Micro Enterprises and Small Enterprises

The principal amount remaining unpaid to any supplier as at the end of the accounting year (No amount is due for more than 45 days)	14.74	5.79
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The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond appointed day during the accounting year.	Nil	Nil
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The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006	Nil	Nil
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The amount of interest accrued and remaining unpaid at the end of the accounting year.	Nil	Nil
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The amount of further interest remaining due and payable even in the succeeding years. Until such date when the interest dues as above are actually paid to the small enterprise for the purpose of Disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006	Nil	Nil
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NOTE NO. '10' OTHER CURRENT LIABILITIES

A. Current Maturities of Long Term Borrowings				
Term Loans (Secured)	6,533.48		5,274.43	
Term Loans (Unsecured)	-		150.00	
Fixed Deposit (Unsecured)	52.00	6,585.48	918.60	6,343.04
B. Interest Accrued But Not Due On Borrowings		11.41		65.01
C. Interest Accrued And Due On Borrowings		196.82		61.07
D. Other Payables				
Unclaimed Dividend	33.16		32.65	
Securities Deposits	48.27		51.96	
Statutory Liabilities	281.02		285.89	
Other Liabilities	1,070.83	1,433.28	777.90	1,148.40
		<u>8,226.99</u>		<u>7,617.52</u>

	As at 31 st March, 2015		(₹ in Lacs) As at 31 st March, 2014	
NOTE NO. '11' SHORT TERM PROVISIONS				
A. Provisions for Employee benefits				
For Gratuity	192.21		148.06	
For Leave Encashment	<u>49.42</u>	241.63	<u>43.99</u>	192.05
B. Provision for Others				
Proposed Dividend				
On Equity Shares	164.31		465.34	
On Preference Shares	-	164.31	<u>5.19</u>	470.53
Tax on Dividend				
Tax On Divided (Equity Share)	33.45		79.08	
Tax On Dividend On Preference Share	-	33.45	<u>0.88</u>	79.96
For Entry Tax (Net of payment)		574.90		570.72
For Taxation				
For Income Tax	969.75		1,642.80	
Less : Advance Tax and TDS (As per Contra)	<u>693.12</u>	<u>276.63</u>	<u>810.69</u>	832.11
		<u>1,290.92</u>		<u>2,145.37</u>

11.1 Hon'ble Rajasthan High Court has dismissed our and others writ petitions and passed final judgment dated 11.12.2014 resulting in stay vacated. SLP has been filed at Hon'ble Supreme Court and Hon'ble Supreme Court passed interim order dated 12.01.2015 granting stay of 50% of arrear of demand raised upto the date of order i.e. dated 12.01.15 under "The Rajasthan Tax on Entry of Goods into Local Area Act, 1999, a provision for ₹ 176.88 Lacs (Previous Year ₹123.02 Lacs along with interest thereon) has been made and charged to the Statement of Profit and Loss for the year in respective expenses account. The outstanding balance after making the payment during the year is ₹ 574.90 Lacs (Previous Year ₹570.72 Lacs).

11.2 Accounting Standard: -29 "Provisions, Contingent Liabilities and Contingent Assets": Movement in Provisions:

(₹ In Lacs)					
Nature of Provisions	Provision outstanding at the beginning of the year	Provision made during the year	Provision utilized during the year	Provision reversed during the year	Provision outstanding at the end of the year
Gratuity	1,010.00	507.78	431.43	-	1,086.35
Leave Encashment	191.47	73.27	33.30	-	231.44
Proposed Dividend	470.53	164.31	470.53	-	164.31
Tax on Proposed Dividend	79.97	33.45	79.97	-	33.45
Taxation	1,642.80	854.00	1,527.05	-	969.75
Entry Tax	570.72	176.88	172.70	-	574.90

NOTE NO. '12' FIXED ASSETS

(₹ in Lacs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	As at 01.04.2014	Additions	Disposals/ Adjustment	As at 31.03.2015	As at 01.04.2014	For the Year	Charged from Surplus	Deductions/ Adjustments	Up to 31.03.2015	As at 31.03.2015	As at 31.03.2014
TANGIBLE ASSETS											
Lease Hold Land	367.82	-	-	367.82	42.17	3.98	-	-	46.15	321.47	325.45
Free Hold Land	310.01	-	-	310.01	-	-	-	-	-	310.01	310.01
Buildings & Road	14,143.48	1,088.57	-	15,232.06	2,604.69	406.91	107.04	-	3,118.63	12,113.22	11,538.50
Plant & Equipment	66,173.05	3,426.72	1,264.04	68,335.73	28,058.67	4899.14	-	1,150.69	32,907.32	35,428.42	37,114.19
Building Machinery	1.38	-	-	1.38	1.31	-	-	-	1.31	0.07	0.07
Electric & Water Supply Installation	1,811.30	128.37	-	1,939.67	1,001.49	123.97	0.53	-	1,136.99	802.68	808.81
Furniture & Fixtures	1,815.91	106.99	1.72	1,221.18	622.82	131.47	(3.65)	0.58	759.06	471.12	493.09
Office Equipments	898.95	119.45	1.15	1,017.25	465.40	190.31	95.40	0.91	759.49	266.76	433.46
Vehicles	650.33	162.12	63.13	729.52	253.07	63.25	1.37	38.16	299.63	429.89	397.26
TOTAL	85,472.84	5,832.41	1,356.93	89,194.42	34,058.10	5,939.14	211.78	1,198.24	38,018.78	59,143.64	61,421.94
Previous Year	80,555.22	5,330.17	413.35	85,472.04	28,966.82	5,196.40	-	213.21	34,059.10	51,421.94	51,488.30

12.1. Buildings & Road includes ₹ 331.31 Lacs paid for acquiring 657 equity shares of M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. attached with right of ownership and possession of office building at Mumbai and ₹ 324.01 Lacs paid for acquiring a residential flat with 5 shares of Maker Tower "J" Co-operative Housing Society Ltd. Mumbai attached with right of ownership and possession.

12.2. Depreciation has been charged on Straight Line Method (SLM) based on useful life of the assets as mentioned in Schedule II of Companies Act, 2013, except in case of Plant & machinery where the useful life has been taken as ascertained by the independent Chartered Engineer and technical experts of the Company. The useful life of the Plant & Machinery so ascertained is ranging from 10 to 18 years on triple shift basis as against the life of 15 years given in Part C of Schedule II of The Companies Act, 2013. Further, considering materiality of assets costing less than ₹ 5,000 are fully depreciated in the year of purchase/acquisition. The Company provide pro-rata depreciation from/to the date on which asset is acquired or put to use/ disposed off as appropriate.

12.3. Based on transitional provision provided in Note 7(b) of Schedule II of Companies Act, 2013, the carrying value of assets which has completed its useful life as on 31.03.2014 has been charged to the opening balance of retained earnings is ₹ 139.80 Lacs (net of deferred tax) as on that date (Refer Note 3.2).

12.1 Accounting Standard 16 - "Borrowing Cost"

In terms of Accounting Policy No. 1(J) borrowing cost of ₹ NIL Lacs (Previous year ₹ NIL Lacs) have formed part of cost of relevant tangible assets.

NOTE NO. '13' CAPITAL WORK IN PROGRESS

(₹ in Lacs)

DESCRIPTION OF ASSETS	GROSS BLOCK			
	As at 01.04.2014	Additions	Capitalize During the year	As at 31.03.2015
Capital Work In Progress for				
- Buildings & Road	398.47	863.36	1,088.57	173.26
- Plant & Equipment	455.29	3,801.77	3,426.72	830.34
- Water & Electric Installation	-	128.37	128.37	-
- Land & Site Development Under Progress	-	-	-	-
TOTAL	853.76	4,793.50	4,643.66	1,003.60
Previous Year	776.75	5,086.36	5,009.34	853.76

	As at 31 st March, 2015	(₹ in Lacs) As at 31 st March, 2014
NOTE NO. '14' NON-CURRENT INVESTMENT (AT COST)		
Long Term		
I. Trade		
A) Quoted	-	-
B) Unquoted		
Investment in Associate Company (Refer Note 14.1)	30.00	30.00
3,00,000 Equity Shares of ₹10/- each of Banswara Fabrics Ltd.		
Government & other securities	0.13	0.13
National Savings Certificate (Deposited with State and Central Govt. Authorities)		
Investment in Subsidiary Company	1,453.01	1,114.22
1,24,00,000 Equity Shares of ₹10/- each of Banswara Global Limited. (Refer Note 14.2) (previous year 99,19,700 Equity Shares)		
Investment in Joint Venture Company	260.00	260.00
26,00,000 Equity Shares of ₹10 each of Treves Banswara Pvt. Ltd.		
Sub Total (I)	<u>1,743.14</u>	<u>1,404.35</u>
II. Other		
A) Quoted		
In Equity Shares	3.04	3.04
10,114 Equity Shares of ₹10/- each of Union Bank of India		
B) Unquoted		
Shares in Cooperative Bank	0.05	0.05
500 Equity Shares of ₹10/- each of New Indian Cooperative Bank Ltd.		
Ask Investment Manager Pvt. Ltd.	5.20	22.54
Real Estate Special Opportunities Portfolio - 1		
Sub Total (II)	<u>8.29</u>	<u>25.63</u>
Total (I + II)	<u>1,751.43</u>	<u>1,429.98</u>
Investments aggregate value of		
Quoted Investment		
Book Value	3.04	3.04
Market Value	15.85	13.88

Note 14.1 - Shares of Banswara Fabrics Limited was listed on Delhi Stock Exchange. Now due to the de-listing of Delhi Stock Exchange, shares of Banswara fabrics Limited have been Categorized under Unquoted Shares.

Note 14.2 - Banswara Global Limited, formerly known as Carreman Fabrics India Limited (That Company), was formed as 50:50 Joint venture between Carreman, France, and Banswara Syntex Limited (The Company). The Company purchased entire share holding from Carreman, France and That Company (BGL) became a wholly owned subsidiary of The Company w.e.f. 12th August, 2014.

Also the Banswara Syntex Limited has purchased remaining 300 shares of Banswara Global Limited from other shareholders. However, these shares will be held by these persons on behalf of Banswara Syntex Limited and Banswara Syntex Limited shall be beneficiary owner of these shares as per Section 89 of the Companies Act, 2013.



(₹ in Lacs)

	As at 31 st March, 2015	As at 31 st March, 2014
NOTE NO. '15' LONG TERM LOANS AND ADVANCES		
Unsecured, Considered good		
(a) Capital Advances	184.76	454.45
(b) Security Deposit	262.34	406.47
(Including ₹ NIL (Previous Year ₹ 80 Lacs)- -to related parties)	<u>447.10</u>	<u>860.92</u>

NOTE NO. '16' OTHER NON CURRENT ASSETS**Unsecured, Considered good****(i) Long Term Trade Receivables****(ii) Others**

MAT Credit Entitlement	379.89	680.39	
Prepaid Expenses	<u>55.63</u>	<u>68.31</u>	748.70
	<u>435.52</u>		<u>748.70</u>

Note No. 16.1 Credit in respect of Minimum Alternative Tax under Income Tax Act 1961 (MAT Credit –Entitlement) is recognized in accordance with Guidance Note issued by the Council of the Institute of Chartered Accountants of India.

NOTE NO. '17' INVENTORIES

(At lower of Cost and Net Realizable Value)

Raw Materials	11,915.27		10,463.29	
Raw Material in Transit	<u>163.52</u>	12,078.79	<u>128.42</u>	10,591.71
Stores & Spares		2,175.96		1,856.61
Works-in-Process		2,495.69		2,553.58
Finished Goods				
Yarn	5,065.69		5,020.28	
Yarn in transit	-		375.27	
Cloth (Grey)	3,483.67		2,650.77	
Cloth (Processed)	5,680.04		5,844.20	
Cloth (Grey and Processed) in transit	739.26		507.21	
Garment	1,096.78		900.40	
Garment in transit	-	16,065.44	<u>52.60</u>	15,350.73
Waste		67.45		108.53
		<u>32,883.33</u>		<u>30,461.16</u>

17.1 Inventories include stocks lying with third parties ₹ 1,425.35 Lacs (Previous Year ₹ 1,445.15 Lacs)

NOTE NO. '18' TRADE RECEIVABLE**(Unsecured)****Outstanding Exceeding Six Months (From due date)**

Considered Good	795.69		495.08	
Considered Doubtful	<u>946.59</u>		<u>688.82</u>	
	1,742.28		1,183.90	
Less: Provision for Doubtful Debts	<u>946.59</u>	795.69	<u>688.82</u>	495.08
Other Debts				
Considered Good		13,018.79		14,941.43
		<u>13,814.48</u>		<u>15,436.51</u>

	As at 31 st March, 2015		(₹ in Lacs) As at 31 st March, 2014	
NOTE NO. '19' CASH AND CASH EQUIVALENTS				
A. Cash On Hand		37.92		44.47
B. Balances with Bank				
-Current Account	450.68		2,204.67	
-Other Bank Balances	2.39		36.01	
-Bank Deposits	<u>1,032.96</u>	<u>1,486.03</u>	<u>929.02</u>	<u>3,169.70</u>
		<u>1,523.95</u>		<u>3,214.17</u>

Balances with banks in unclaimed dividend accounts	33.16		32.65
Deposit accounts with more than 12 months maturities	267.52		235.25
Deposits with banks pledged with banks against guarantees, Letter of credits etc.	680.72		527.44

Cash and Cash equivalent include restricted cash and bank balance of ₹ 713.88 Lacs (Previous Year ₹ 560.10 Lacs). The restrictions are primarily on account of cash and bank balances held as margin money deposits against guarantees, Letter of Credits and unclaimed dividends.

Deposits maintained by the Company with Banks comprise of time deposits, which can be withdrawn by the Company at any point of time without prior notice with reduced rate of interest.

NOTE NO. '20' SHORT TERM LOANS AND ADVANCES

A. TO RELATED PARTIES

B. Unsecured		-		-
Advances recoverable in cash or kind		1,431.27		1,949.68
Considered Doubtful	29.57		29.57	
Less : Provision	<u>29.57</u>	-	<u>29.57</u>	-
Loans & Advances to Employees		137.28		137.27
Prepaid Expenses		227.93		151.79
Income Tax Refundable		29.86		222.58
Income Tax Under Protest		270.59		240.30
Advance Income Tax and Tax deducted at source	693.12		810.69	
Less: Provision for Taxation (as per contra)	<u>693.12</u>	-	<u>810.69</u>	-
		<u>2,096.93</u>		<u>2,701.62</u>

NOTE NO. '21' OTHER CURRENT ASSETS

Duty Entitlement Pass Book		737.70		377.85
Other Export Receivables				
Considered Good	1,698.30		2,071.76	
Considered Doubtful	5.20		5.20	
	<u>1,703.50</u>		<u>2,076.96</u>	
Less : Provision	<u>5.20</u>	1,698.30	<u>5.20</u>	2,071.76
Claim Receivable under TUFS		799.04		639.66
Other Claim Receivables		247.67		340.40
		<u>3,482.71</u>		<u>3,429.67</u>

	As at 31 st March, 2015	(₹ in Lacs) As at 31 st March, 2014
NOTE NO. '22' CONTINGENT LIABILITIES		
1. Contingent liabilities not provided for in respect of :-		
a. Bills discounted with banks remaining outstanding		
(i) Against foreign LC	3,671.51	5,535.50
(ii) Others	1801.68	1,114.25
b. Letter of Credit established with banks :-		
(i) Revenue account	533.35	648.95
(ii) Capital account	153.87	247.90
c. Guarantees given by the bankers on behalf of the company for which FDRs ₹ 116.32 Lacs (previous year ₹ 89.82 Lacs) pledged with them.	1,089.08	815.14
d. Guarantee given by Company to Banks for loan to Banswara Global Limited [Outstanding as on 31.03.2015 ₹ 231.22 Lacs (previous year ₹ 449.88 Lacs)]	1,950.00	1,950.00
e. Claims against the company not acknowledged as debt :-		
(a) Under Tax Laws [payment made under protest ₹ 270.59 Lacs (previous year ₹ 240.30 Lacs)]	672.07	888.29
(b) By Others:		
(i) On Revenue account	7.26	6.83
(ii) On Capital account	Nil	Nil
There is no reimbursement possible on account of contingent liabilities.		

NOTE NO. '23' CAPITAL COMMITMENTS

Estimated amount of contracts remaining to be executed on Capital account ₹ 314.76 Lacs (previous year ₹ 831.70 Lacs) and export obligation against EPCG licenses ₹ 808.83 Lacs (previous year ₹ 1,059.49 Lacs).

	Current Year 31 st March, 2015	(₹ in Lacs) Previous Year 31 st March, 2014
NOTE NO. '24' REVENUE FROM OPERATIONS		
(a) Sale of products		
Yarn	49,524.12	45,157.88
Cloth	43,910.06	49,936.56
Garment	20,961.13	18,668.83
Waste	661.74	609.18
Fibre	181.27	26.26
Scrap	462.85	476.59
	<u>1,15,701.17</u>	<u>1,14,875.30</u>
(b) Sale of services		
Job Income	2681.29	2631.85
Sale of Products & Services (Gross)	<u>1,18,382.46</u>	<u>1,17,507.15</u>
(c) Other Operating Revenue		
Export Benefits		
- Focus Market Scheme/ Focus Product Scheme(FMS/ FPS)	1,250.17	647.27
-Duty Draw Back / Other Benefits	3,931.99	4,921.62
	<u>5,182.17</u>	<u>5,568.89</u>
	<u>1,23,564.63</u>	<u>1,23,076.04</u>
Less : Excise Duty	<u>948.70</u>	<u>1,856.08</u>
	<u>1,22,615.93</u>	<u>1,21,219.96</u>

24.1 The measure of Income from FMS or FPS has been change from the receipt of script to year of export during the year. The scheme of FMS/ FPS has been withdrawn w.e.f 31.03.2015 as per the Foreign Trade Policy of Govt. of India. There are certainty of receipt of pending script thus income has been booked during the year by the Company.

	Current Year 31 st March, 2015		(₹ in Lacs) Previous Year 31 st March, 2014	
NOTE NO. '25' OTHER INCOME				
Interest Income		365.82		316.96
Rental Income		6.28		5.47
Dividend Income		3.13		4.08
Profit on Sale of Tangible Assets		28.54		9.86
Exchange Rate Fluctuation		882.59		-
Forward Contract Exchange Fluctuation		156.22		-
Outstanding Liabilities no longer required, written back		50.03		-
Other Non Operating Income		195.98		74.08
		<u>1,688.59</u>		<u>410.45</u>
NOTE NO. '26' COST OF MATERIALS CONSUMED				
Raw Material Consumed				
Opening stock	10,591.71		9,931.45	
Add : Purchases	55,773.51		50,516.66	
	<u>66,365.22</u>		<u>60,448.11</u>	
Less : Closing stock	<u>12,078.80</u>		<u>10,591.71</u>	
		54,286.42		49,856.40
Dyes & Chemicals Consumed		5,112.35		4,530.30
Purchase : Cloth	1,390.65		1,502.85	
Yarn	<u>1,301.46</u>		<u>2,321.34</u>	
		2,692.11		3,824.19
		<u>62,090.88</u>		<u>58,210.89</u>
NOTE NO. '27' CHANGES IN INVENTORIES				
A. Finished Goods				
Opening Stock				
Yarn	5,395.55		4,509.88	
Cloth	6,351.41		6,117.52	
Garment	953.00		1,196.28	
	<u>12,699.96</u>		<u>11,823.68</u>	
Closing Stock				
Yarn	5,065.69		5,395.55	
Cloth	6,419.29		6,351.41	
Garment	1,096.78		953.00	
	<u>12,581.76</u>	118.20	<u>12,699.96</u>	(876.28)
B. Work-in Progress				
Opening Stock				
Yarn	1,755.72		1,751.65	
Cloth	2,650.77		3,512.52	
Garment	797.86		592.52	
	<u>5,204.35</u>		<u>5,856.69</u>	
Closing Stock				
Yarn	1,946.07		1,755.73	
Cloth	3,483.67		2,650.77	
Garment	549.62		797.86	
	<u>5,979.36</u>	(775.01)	<u>5,204.36</u>	652.33
C. Waste				
Opening Stock	108.53		31.20	
Closing Stock	<u>67.45</u>	41.08	<u>108.52</u>	(77.32)
		<u>(615.73)</u>		<u>(301.27)</u>

	Current Year		(₹ in Lacs)	
	31 st March, 2015		Previous Year 31 st March, 2014	
NOTE NO. '28' MANUFACTURING EXPENSES				
Stores & Spare Parts Consumed		4,040.67		4,006.08
Packing Material Consumed		2,079.33		1,786.95
Power		777.78		963.90
Fuels		10,049.17		9,377.34
Job Charges		2,661.63		2,905.14
Repairs to : Plant & Machinery	1,069.14		798.09	
Building	428.94		373.77	
Others	<u>202.95</u>	<u>1,701.03</u>	<u>122.87</u>	<u>1,294.73</u>
Excise Duty*		<u>12.00</u>		<u>9.35</u>
		<u>21,321.61</u>		<u>20,343.49</u>

* Excise duty on increase of stock or any amount not recoverable on sales.

NOTE NO. '29' EMPLOYEE BENEFIT EXPENSES

Salaries, Wages, Allowance, Bonus etc.	15,995.48	14,278.95
Contribution to Provident & Other Funds	1,492.43	1,320.74
Workmen & Staff Welfare Expenses	567.43	488.57
	<u>18,055.34</u>	<u>16,088.26</u>

NOTE NO. 29.1 Accounting Standard: 15 "Employee Benefits", the disclosures of Employee benefits as defined in the accounting standard are given below:

1. Defined Contribution Plan

Employer's contribution to provident fund paid ₹1,034.12 Lacs(Previous year ₹923.34 Lacs) has been recognized as expense for the year.

2. Defined Benefit Plan

Present value of gratuity and long earned leave obligation is determined based on actuarial valuation using the projected unit credit method which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. Short term earned leave encashed during the year charged to Statement of Profit & Loss.

3. Changes in present value of obligations

	Gratuity As At		Leave Encashment As At	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
(₹ In Lacs)				
I. Assumptions				
Mortality	IALM (2006-08) UIT	IALM (2006-08) UIT	IALM (2006-08) UIT	IALM (2006-08) UIT
Discount Rate	7.85%	9.10%	7.85%	9.10%
Rate of increase in compensation	4.00%	4.00%	4.00%	4.00%
Rate of return (expected) on plan assets	8.75%	8.75%	-	-
Withdrawal rates	Upto Age 45 (2%) 46 & above (1%)	Upto Age 45 (2%) 46 & above (1%)	Upto Age 45 (2%) 46 & above (1%)	Upto Age 45 (2%) 46 & above (1%)
Expected average remaining service (years)	30.97	31.02	36.00	35.54
II. Changes in Present Value of Obligations (PVO)				
PVO at beginning of period	1156	1053	191	167
Interest Cost	96	76	16	12
Current Service Cost	271	207	95	66
Benefits paid	(197)	(212)	(33)	(29)
Actuarial (gain)/loss on obligation	155	31	(37)	(24)
PVO at end of period	1481	1156	231	191

(₹ In Lacs)

	Gratuity As At		Leave Encashment As At	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
III. Changes in fair value of plan assets				
Fair Value of Plan Assets at beginning of period	-	-	-	-
Adjustment to Opening Plan Assets	-	-	-	-
Expected Return on Plan Assets	23	7	-	-
Contributions	431	362	33	29
Benefit Paid	(197)	(212)	(33)	(29)
Actuarial gain/(loss) on plan assets	(8)	(11)	-	-
Fair Value of Plan Assets at end of period	395	146	-	-
IV. Fair Value of Plan Assets				
Fair Value of Plan Assets at beginning of period	-	-	-	-
Adjustment to Opening Plan Assets	-	-	-	-
Actual Return on Plan Asset	15	(4)	-	-
Contributions	431	362	33	29
Benefit Paid	(197)	(212)	(33)	(29)
Fair Value of Plan Assets at end of period	395	146	-	-
Funded Status	(1,086)	(1010)	(231)	(191)
Excess of actual over estimated return on Plan Assets	(8)	(11)	-	-
V. Actuarial Gain/(Loss) Recognized				
Actuarial Gain/(Loss) for the period (Obligation)	(155)	(31)	37	24
Actuarial Gain/(Loss) for the period (Plan Assets)	(8)	(11)	-	-
Total Gain/(Loss) for the period	(163)	(42)	37	24
Actuarial Gain/(Loss) recognized for the period	(163)	(42)	37	24
Unrecognized Actuarial Gain/(Loss) at end of period	-	-	-	-
VI. Amounts to be recognized in the Balance Sheet and statement of profit & loss account				
PVO at end of period	1481	1156	231	191
Fair Value of Plan Assets at end of period	395	146	-	-
Funded Status	(1,086)	(1,010)	(231)	(191)
Unrecognized Actuarial Gain/(Loss)	-	-	-	-
Net Asset/(Liability) recognized in the balance sheet	(1,086)	(1,010)	(231)	(191)
VII. Expense recognized in the Statement of Profit and Loss				
Current Service Cost	271	207	95	66
Interest Cost	96	76	16	12
Expected Return on Plan Assets	(23)	(7)	-	-
Net Actuarial (Gain)/Loss recognized for the period	163	42	(37)	(24)
Expense recognized in the statement of P&L A/C	508	319	73	54
VIII. Movements in the liability recognized in Balance Sheet				
Opening Net Liability	1010	1053	191	167
Expenses as above	508	319	73	54
Benefits paid	(431)	(362)	(33)	(29)
Closing Net Liability	1086	1010	231	191
IX. Experience Analysis - Liabilities				
Actuarial (Gain)/Loss due to change in bases	173	(50)	22	(10)
Experience (Gain) / Loss due to Change in Experience	(18)	82	(60)	(13)
Total	155	31	(37)	(24)
Experience Analysis - Plan Assets				
Experience (Gain) / Loss due to Change in Plan Assets	8	11	-	-
X. Schedule VI Details				
Current Liability	192	148	49	44
Non-Current Liability	1,289	1,008	182	147
Includes ₹ 394.59 Lacs invested in L.I.C./ Trust Fund.				



	(₹ in Lacs)	
	Current Year 31 st March, 2015	Previous Year 31 st March, 2014
NOTE NO. '30' FINANCE COST		
Interest Expense*	7,430.55	7,464.61
Other Borrowing Cost	<u>638.96</u>	<u>665.13</u>
	<u>8,069.51</u>	<u>8,129.74</u>

* Net of subsidy of ₹ 1,051.15 Lacs (Previous Year ₹ 1,033.11 lacs) under Technology Upgradation Fund Scheme

NOTE NO. '31' DEPRECIATION AND AMORTISATION EXPENSES

Leasehold Land Written Off	3.98		3.99	
Depreciation	<u>5,935.16</u>	<u>5,939.14</u>	<u>5,192.40</u>	<u>5,196.39</u>
		<u>5,939.14</u>		<u>5,196.39</u>

NOTE NO. '32' OTHER EXPENSES**Administrative Expenses**

Rent	113.68		111.21	
Rates and Taxes	357.40		287.69	
Insurance Charges	68.34		63.16	
Payment to Auditors				
As Auditors -Fees	10.63		8.50	
-Expenses	2.30		2.08	
In other capacity				
-Tax Audit Fees	2.13		1.70	
-Certification	14.42		6.34	
-Taxation Matters	6.70		1.35	
Director's Fees	14.35		4.80	
Travelling Expenses	156.26		152.78	
Director's Travelling Expenses	11.20		11.24	
Foreign Travelling Expenses	236.70		236.25	
Communication Expenses	174.14		165.01	
Legal & Professional Expenses	223.52		327.21	
Charity & Donation	15.75		24.99	
Exchange Rate Fluctuation	-		422.07	
Loss On Sale of Tangible Assets	19.27		53.83	
Expenses on Corporate Social Responsibility (CSR) *	15.81		4.97	
Miscellaneous Expenses	<u>855.80</u>	<u>2,298.40</u>	<u>1,583.86</u>	3,469.04

Selling Expenses

Commission to Selling Agents	1,744.74		2,019.61	
Brokerage and Discounts	351.24		346.56	
Freight, Octroi and Forwarding Charges	2,810.43		2,535.93	
Claims	369.04		414.48	
Advertisements	17.50		31.39	
Provision for Doubtful Debts	261.34		179.48	
Others	145.50		161.70	
		<u>5,699.79</u>		<u>5,689.15</u>
		<u>7,998.19</u>		<u>9,158.19</u>

		Current Year 31 st March, 2015	(₹ In Lacs) Previous Year 31 st March, 2014
NOTE NO. '33' EARNINGS PER SHARE			
a) Amount used as the numerator profit after tax, dividend on preference shares and tax thereon	₹ In Lacs	802.92	2,656.70
b) Weighted average number of equity shares used as the denominator in computing basic earning per share.	Nos.	1,58,64,238	1,57,59,951
Add: Potential no. of equity shares that could arise on conversion of warrants into equity shares,	Nos.	5,10,000	5,40,658
Weighted average number of shares used in computing Diluted Earning per Share	Nos.	1,63,74,238	1,63,00,608
c) Nominal value per share	₹	10.00	10.00
d) Earnings Per Share:			
- Basic	₹	5.06	16.86
- Diluted	₹	4.90	16.30

Note No. '34' Accounting Standard 17 - "Segment Reporting"

The Company is engaged in production of textile products having integrated working and power generation. For management purposes, Company is organized into major operating activity of the textile products. The company has no activity outside India except export of textile products manufactured in India. Thereby no geographical segment and no segment wise information are reported.

Note No. '35' Accounting Standard 18 - "Related Party Disclosure"

The company has identified all the related parties as per details given below:

1. Relationship:

a) Subsidiary, Joint Venture and Associate concerns

Banswara Global Limited (formerly known as Carreman Fabrics India Ltd.)
 Treves Banswara Pvt. Ltd.
 Banswara Fabrics Ltd.

b) Key Management Personnel and Their Enterprises:

Shri R.L.Toshniwal
 Shri Ravindra Kumar Toshniwal
 Shri Rakesh Mehra
 Shri Shaleen Toshniwal
 Shri J.K. Jain

c) Enterprises where Key Management Personnel has control /interest:

Dhruv Impex
 Mehra International
 Lawson Trading Co. Pvt. Ltd.
 Niraj Trading Pvt. Ltd.
 Shaleen Syntex Ltd.
 Moonline Trading Co. Pvt. Ltd.
 Speed Shore Trading Co. Pvt. Ltd.
 Toshniwal Trust
 APM Industries Ltd.
 Lawson Corporation
 RR Toshniwal Enterprises
 Excel Pack Limited
 Shaleen Synthetics

d) Relatives of Key Management Personnel and their Enterprises where transactions have taken place

Shri Rameshwar Lal Ravindra Kumar Toshniwal HUF

Shri Ravindra Kumar Toshniwal HUF

Shri Dhruv Toshniwal

Shri Udit Toshniwal

Smt. Prem Toshniwal

Smt. Navneeta Mehra

Smt. Radhika Toshniwal

Smt. Sonal Toshniwal

Smt. Kavita Soni

Ms. Diya Toshniwal

Smt. Sushila Devi Jain

Smt. Anita Jain

Shri Garvit Jain

Shri J.K. Jain HUF

Note: Related party relationship is as identified by the Company and relied upon by the Auditors.

2. Transactions carried out with related parties referred in 1 above, in ordinary course of business:

(₹ In Lacs)

Nature of transaction	Related Parties							
	Referred in 1(a) above		Referred in 1(b) above		Referred in 1(c) above		Referred in 1(d) above	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
SALES								
Cloth	332.95	363.84	-	-	-	-	-	-
Yarn	58.80	3.09	-	-	-	-	-	-
Fiber	108.54	-	-	-	-	-	-	-
Store	2.62	-	-	-	-	-	-	-
PURCHASE								
Cloth	600.82	758.97	-	-	-	-	-	-
Yarn	-	0.11	-	-	-	-	-	-
Machine	6.22	97.12	-	-	-	-	-	-
Other	-	11.70	-	-	-	-	-	-
JOB CHARGES								
Weaving	866.66	805.65	-	-	-	-	-	-
Mending	-	5.48	-	-	-	-	-	-
Lamination	-	0.24	-	-	-	-	-	-
EXPENSES								
Rent	12.13	7.42	-	-	1.80	2.40	5.40	7.20
Remuneration	-	-	313.47	507.28	-	-	-	-
Interest	3.10	27.39	6.97	9.52	3.71	24.06	15.03	30.08
Salary	-	-	37.22	-	-	-	34.23	24.21
INCOMES								
Rent	0.22	0.22	-	-	-	-	-	-
Job Charges	63.03	98.55	-	-	-	-	-	-
Supervision Charges	13.48	13.48	-	-	-	-	-	-
Interest	-	-	-	-	-	-	-	-
Other	-	4.88	-	-	-	-	-	-
FINANCE								
Fixed Deposit Accepted	-	-	55.00	-	-	-	111.00	13.00
Fixed Deposit Repayment	-	-	72.00	-	27.00	168.00	224.60	18.00
OUTSTANDING								
Fixed Deposits	-	-	55.00	72.00	-	27.00	111.00	199.00
Inter Corporate Deposits	-	100.00	-	-	-	-	-	-
Amount Receivable	68.26	-	-	-	-	-	0.93	0.89
Amount Payable	286.19	153.69	-	-	-	-	-	-
Property Deposit	-	-	-	-	-	20.00	-	60.00
Capital Contribution	1743.01	1404.22	-	-	-	-	-	-

In respect of the outstanding balance recoverable as at 31st March, 2015 no provision for doubtful debts is required to be made. During the year, there were no amounts written off or written back from such parties.

Note No. '36' Financial and Derivative Instruments

Company has entered into following foreign exchange financial instruments

- a) The company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments on forecasted transactions as approved by the Board of Directors. The company does not use forward contracts for speculation purpose.

Outstanding forward exchange financial instruments entered into by the company for hedging of export/import transaction:

As at	No. of Contracts	US Dollar Equivalent (In Lacs)	INR Equivalent (In Lacs)
31.03.2015	20	145.78	9,507.62
31.03.2014	21	136.58	8,671.41

- b) Foreign Currency exposure that are not hedged by financial instruments or forward contracts as at 31st march, 2015 amounts to US \$ 135.91 Lacs equivalent to ₹ 8,096.36 Lacs (Previous year US \$ 132.52 Lacs equivalent to ₹ 7,557.69 Lacs)

Note No. '37' Accounting Standard 27 "Financial Report of interest in Joint Venture"

The Company has a joint venture agreement with Treves S.A. France has 50% ownership interest in the jointly controlled entity Treves Banswara Pvt. Ltd.

The above Joint Venture Company is incorporated in India. The company's share of assets and liabilities as on 31st March, 2015 and income and expenses for the year ended on that date in respect of joint venture entities as per audited Financial Statements is given below:

	31.03.2015	(₹ In Lacs) 31.03.2014
A. Assets		
Long Term Assets	249.37	297.73
Current Assets	274.76	262.04
Total (A)	524.12	559.77
B. Liabilities		
Long Term Liabilities	8.76	4.89
Current Liabilities	310.37	281.93
Total (B)	319.13	286.82
C. Contingent Liability	Nil	Nil
D. Capital Commitments	Nil	Nil
E. Incomes	632.32	645.16
F. Expenditures	700.27	757.15

Note No. '38' Accounting Standard: - 28 "Impairment of Assets":

The Company assessed potential generation of economic benefits from its business units and is of the view that assets employed in continuing businesses are capable of generating adequate returns over their useful lives in the usual course of business, there is no indication to the contrary and accordingly the management is of the view that no impairment provision is called for in these accounts.

Note No. '39' Value of Imports on CIF basis: -

(i) Raw Material	6,246.30	3,832.12
(ii) Dyes & Chemicals	62.69	111.99
(iii) Components & Spare Parts	1,369.68	1,173.56
(iv) Capital goods	1,567.45	1,523.89

Note No. '40' Value of Raw Materials, Components & Spare parts consumed:-

	Amount (₹ In Lacs)		Percentage (%)	
	2014-15	2013-14	2014-15	2013-14
(a) Raw Materials				
(i) Imported	5,914.53	3,160.87	10.90	6.34
(ii) Indigenous	48,371.90	46,695.53	89.10	93.66
	<u>54,286.41</u>	<u>49,856.40</u>	<u>100.00</u>	<u>100.00</u>
(b) Components & Spare				
(i) Imported	1,032.35	1,016.28	27.62	25.37
(ii) Indigenous	2,705.82	2,989.80	72.38	74.63
	<u>3,738.17</u>	<u>4,006.08</u>	<u>100.00</u>	<u>100.00</u>
(c) Dyes & Chemicals: -				
(i) Imported	55.20	172.98	1.08	3.82
(ii) Indigenous	5,057.16	4,357.32	98.92	96.18
	<u>5,112.36</u>	<u>4,530.30</u>	<u>100.00</u>	<u>100.00</u>
(d) Expenses in foreign currency (in respect of): -				
(i) Professional & Consultancy Charges		₹ 52.55 Lacs (Previous Year ₹ 109.01 Lacs)		
(ii) Others		₹ 1,968.11 Lacs (Previous Year ₹ 2,402.66 Lacs)		
(e) Earning in Foreign Currency (in respect of): -				
Exports of goods on FOB basis		₹ 45,676.79 Lacs (Previous year ₹ 52,401.66 Lacs)		
Other Realization		₹ 1,114.97 Lacs (Previous Year ₹ 1,789.77 Lacs)		

Note No. '41' Details Regarding remittance of Dividend in Foreign Currency:-

Particulars	Current Year 31 st March, 2015	Previous Year 31 st March, 2014
Total No. of Non-resident shareholders		
Equity Shares	4	4
Preference Shares	1	1
Amount of Dividend remitted in Foreign Currency (In ₹)		
-Final Dividend (2013-14)		
On 11740 equity Shares	35,220	17,610
-Final Dividend (2013-14)		
On 173000 Preference Shares	5,19,000	5,19,000

Note No. '42' All assets and liabilities are presented as Current or Non-current as per the criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization, the Company has ascertained its operating cycle less than 12 months, accordingly 12 months period has been considered for the purpose of Current/Non current classification of assets and liabilities.

Note No. '43' The previous year figures have been regrouped/ reclassified wherever it found necessary to correspond with the current year's classification/disclosure. Accordingly amounts and other disclosures for the preceding year are included as an integral part of the current year's financial statements and are to be read in relation to the amounts and other disclosures relating to current year.

In terms of our Audit Report of even date.

For KALANI & COMPANY
Chartered Accountants
FRN - 000722C

R.L. TOSHNIWAL
Chairman

RAVINDRA KUMAR TOSHNIWAL
Managing Director

Directors
P. KUMAR
KAMAL KUMAR KACHOLIA
D.P. GARG
VIJAY MEHTA
S.B. AGARWAL
P.K. BHANDARI
VALJAYANTI PANDIT

S. P. JHANWAR
Partner
M.No. 74414

RAKESH MEHRA
Vice Chairman

J.K. JAIN
C.F.O. & Company Secretary

Place : Mumbai
Date : 27th May, 2015

Cash Flow Statement For The Year Ended 31st March, 2015

	2014-15		(₹ In Lacs) 2013-14	
A) Cash Flow From Operating Activities				
Net Profit After tax as per Statement of Profit and Loss		802.92		2662.77
Adjustment for				
Provision for Taxation and Deferred Tax liabilities		642.66		2,141.95
Net profit before tax and after extra ordinary items		1,445.58		4,804.72
Adjusted for				
Depreciation	5,939.14		5,196.39	
Loss/(Profit) on Sale of fixed assets (net)	28.42		66.23	
Interest paid	8,069.51		8,129.74	
Rent received	(6.28)		(5.47)	
Dividend received	(3.13)		(4.08)	
Extraordinary Items	-	14,027.66	-	13,382.81
Operating profit before working capital changes		15,473.24		18,187.53
Adjusted for				
Increase in trade & other receivable	(2,630.99)		649.67	
Increase in inventories	2,422.17		1,024.43	
Increase/(-)Decrease in trade payable	(3,112.63)	(3,321.45)	2,363.09	4,037.19
Cash generated from operations		18,794.69		14,150.34
Net Tax Inflow / (-)Outflow		863.16		709.09
Net cash from operating activities (A)		17,931.53		13,441.25
B) Cash Flow From Investing Activities				
Increase(-)/Decrease (+) in capital work-in-progress		119.85		(98.91)
Purchase of fixed assets		(4,719.31)		(5,316.28)
Purchase of investment		(321.45)		(494.99)
Sale of Fixed assets		131.37		133.91
Rent received		6.28		5.47
Dividend received		3.13		4.08
Net cash used in investing activities (B)		4,780.13		(5,766.72)
C) Cash Flow From Financing Activities				
Proceeds from issue of Share Capital & Application Money		286.43		467.90
Redemption of Preference Share Capital		(173.00)		-
Proceeds from long term borrowings		3,257.81		4,675.96
Repayment of long term borrowings		(5,274.46)		(4,561.58)
Interest paid		(7,987.37)		(8,293.45)
Increase/(Decrease) in bank borrowings		(3,392.35)		1,941.97
Proceeds from unsecured loans		(731.70)		104.10
Repayment of unsecured loans		(150.00)		-
Repayment of Unsecured loans		(127.00)		(168.00)
Dividend and tax thereon Paid		(549.98)		(267.75)
Net cash from financing activities (C)		(14,841.62)		(6,100.85)
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)		1,690.22		1,573.68
Opening balance of cash and cash equivalents		3,214.17		1,640.48
Closing balance of cash and cash equivalents		1,523.95		3,214.17

In terms of our Audit Report of even date:

For KALANI & COMPANY
Chartered Accountants
FRN - 000722C

S. P. JHANWAR
Partner
M.No. 74414

Place : Mumbai
Date : 27th May, 2015

R.L. TOSHNIWAL
Chairman

RAKESH MEHRA
Vice Chairman

J.K. JAIN
C.F.O. & Company Secretary

RAVINDRA KUMAR TOSHNIWAL
Managing Director

Directors
P. KUMAR
KAMAL KUMAR KACHOLIA
D.P. GARG
VIJAY MEHTA
S.B. AGARWAL
P.K. SHANDARI
VAIJAYANTI PANDIT

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS,
BANSWARA SYNTEX LIMITED**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of BANSWARA SYNTEX LIMITED, ("the Company"), its subsidiaries (the Company and its subsidiaries constitute "the Group"), its associate and its joint venture company, comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Management is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associate and its joint venture company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective board of directors of the companies included in the group and of its associates and its joint venture company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group, its associate and its joint venture company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are

appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

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

Other Matters

We did not audit the financial statements of the Joint Venture Company "Trevas Banswara Private Limited" whose financial statements reflect total assets (net) of ₹ 524.12 Lacs as at 31st March, 2015, total revenues of ₹ 632.59 lacs as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of ₹ 33.97 lacs for the year ended 31st March, 2015, as considered in the consolidated financial statements, in respect of Joint Venture whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this Jointly Venture and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid Joint Venture is based solely on the reports of the other auditors. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditor's reports of the group, its associate and its Joint Venture Company, incorporated in India (hereinafter referred to as 'Consolidated Group' for this reporting), we give in the Annexure, 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, to the extent applicable, 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 of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

- (c) The Consolidated Balance Sheet, the Consolidated Profit and Loss Statement, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Company as on 31st March, 2015 taken on record by the Board of Directors of the Company and based on our reports of the subsidiary company / associate and the Reports of the other statutory auditor of Joint Venture company, none of the directors of the Group companies and Joint Venture is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion

and to the best of our information and according to the explanations given to us:

- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associate and its Joint Venture company (Refer Note 23 to the consolidated financial statements).
- ii. The Company has made provisions in the consolidated financial statements where ever required, as under the applicable law or accounting standards, for material foreseeable losses on long-term contracts including derivative contracts that relates to the Group, its associate and its Joint Venture company.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group, its associate and its Joint Venture Company.

For KALANI & COMPANY
Chartered Accountants
FRN – 000722C

S.P. JHANWAR
Partner
M.No. 074414

Place : Mumbai
Dated : 27th May, 2015

ANNEXURE TO AUDITOR'S REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March, 2015 (the Group, its associate and its Joint Venture company hereinafter referred to as 'Consolidated Group')

- (i) (a) The Consolidated Group has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Consolidated Group has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner, by the management every year, in accordance with this programme, fixed assets of the company have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) (a) (a) The Inventory has been physically verified during the year by the management of Consolidated Group. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management of Consolidated Group are reasonable and adequate in relation to the size of the respective company and the nature of its business.
- (c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) The Consolidated Group has not granted any loan to the companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control

system commensurate with the size of the Consolidated Group and the nature of its business with regard to purchase of fixed assets and inventory and with regard to sale of goods.

We have not observed any continuing failure to correct major weakness in the internal control system during the course of the audit.

- (v) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of the sections 73 to 76 of the act and the Companies (Acceptance of Deposits) Rules, 2014 with regard to the deposits accepted from the public. To the best of our knowledge and according to the information and explanations given to us, no order on the Company under aforesaid section has been passed by the Company Law Board, National Company Law Tribunal (NCLT) or Reserve Bank of India or any court or tribunal.
- (vi) (i) According to the information and explanations given to us, the Central Government has prescribed under Section 148 (1) of the Act, the maintenance of cost records in respect of its products manufactured by the Company. We have broadly reviewed the books of accounts maintained and in our opinion; the prescribed accounts and records have prima facie been made and maintained by the Company. We have not, however, 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 Consolidated Group, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Consolidated Group with the appropriate authorities.



According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material dues of Sales tax, wealth tax, duty of excise, VAT and cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to the information and explanations given to us, the following dues of service tax, custom duty and income tax have not been deposited by the company on account of disputes:

Nature of Statute	Nature of Dues	Amount (₹)	Period to which the Amount relates	Forum where dispute is pending
Finance Act, 1994	Service Tax	23,43,538/-	2006-07 to 2006-09	CESTAT, New Delhi
Finance Act, 1994	Service Tax	55,93,510/-	2010-11	Comm. Appeal, Jaipur
Custom Act, 1962	Custom Duty	1,19,77,371/-	2012	CESTAT, Ahmedabad
Custom Act, 1962	Custom Duty	45,000/-	2013	CESTAT, Ahmedabad
Custom Act, 1962	Custom Duty	80,230/-	1995	High Court, Mumbai
Income tax Act, 1961	Income Tax	4,84,490/-	2011-12	CIT (Appeals), Udaipur

- (c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.

- (viii) The Group and its associate does not have any accumulated losses at the end of the financial year and has not incurred

cash losses in the financial year and in the immediately preceding financial year. The Joint Venture Company has not been in existence for more than 5 years. Hence reporting on accumulated losses at the end of financial year does not arise. The Joint Venture Company has incurred cash losses during the year and in immediately preceding financial year.

- (ix) In our opinion and according to the information and explanation given to us, the Consolidated Group (wherever applicable) has not defaulted in repayment of dues to any financial institution or bank.
- (x) According to information & explanation given to us, the company has given guarantee for ₹1,950 lacs (outstanding was ₹231.22 lacs as on 31st March, 2015) for loans taken by Banswara Global Limited, a wholly owned subsidiary company. The term and conditions of such guarantee are not prejudicial to the interest of the company. Except above Consolidated Group has not given any guarantee for loan taken by others from banks or financial institutions.
- (xi) In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were obtained, other than temporary deployment pending application.
- (xii) To the best of our knowledge and according to the information and explanations given to us, no fraud on or by the Consolidated Group noticed or reported during the year.

For KALANI & COMPANY
Chartered Accountants
FRN – 000722C

S.P. JHANWAR
Partner
M.No. 074414

Place : Mumbai
Date : 27th May, 2015

CONSOLIDATED BALANCE SHEET**AS AT 31ST MARCH, 2015**

			As at	(₹ in Lacs)
	Note No.		31 ST March, 2015	As at 31 ST March, 2014
EQUITY AND LIABILITIES				
Shareholders' Funds				
Share Capital	3	1,643.14	1,724.12	
Reserves & Surplus	4	20,421.01	19,430.57	
Money received against share warrants	5	<u>52.91</u>	<u>22,117.06</u>	21,303.05
Minority Interest			-	<u>148.36</u> 259.56
Non-Current Liabilities				
(a) Long Term Borrowings	6	26,278.21	29,475.37	
(b) Deferred Tax Liabilities (Net)	7	4,158.03	4,481.32	
(c) Long Term Provisions	8	<u>1,098.92</u>	<u>31,535.16</u>	<u>1,024.10</u> 34,980.79
Current Liabilities				
(a) Short Term Borrowings	9	30,318.31	33,737.66	
(b) Trade Payables	10	13,889.66	10,581.82	
(c) Other Current Liabilities	11	8,642.08	8,221.84	
(d) Short Term Provisions	12	<u>1,308.01</u>	<u>54,158.06</u>	<u>2,149.37</u> 54,690.69
			<u>1,07,810.28</u>	<u>1,11,234.09</u>
ASSETS				
Non Current Assets				
(a) Fixed Assets				
(i) Fixed Assets	13	51,471.38	53,032.16	
(ii) Capital work-in-progress	14	1,003.59	863.69	
(b) Non-Current investments	15	91.74	100.75	
(c) Long-term Loans and Advances	16	447.65	862.04	
(d) Other non-Current Assets	17	<u>506.20</u>	<u>53,520.56</u>	<u>749.00</u> 55,607.64
Current Assets				
(a) Inventories	18	32,950.32	30,504.08	
(b) Trade Receivables	19	13,923.10	15,512.66	
(c) Cash and Cash Equivalents	20	1,742.95	3,321.37	
(d) Short Term Loans and Advances	21	2,179.58	2,839.45	
(e) Other Current Assets	22	<u>3,493.77</u>	<u>54,289.72</u>	<u>3,448.89</u> 55,626.45
			<u>1,07,810.28</u>	<u>1,11,234.09</u>

Significant Accounting Policies, Notes on accounts and other disclosures from Note no. 1 to 40 forming part of these financial statements.

In terms of our Audit Report of even date:

For KALANI & COMPANY
Chartered Accountants
FRN - 000722C

R.L. TOSHNIWAL
Chairman

RAVINDRA KUMAR TOSHNIWAL
Managing Director

Directors
P. KUMAR
KAMAL KUMAR KACHOLIA
D.P. GARG
VIJAY MEHTA
S.B. AGARWAL
P.K. BHANDARI
VAIJAYANTI PANDIT

S. P. JHANWAR
Partner
M.No. 74414

RAKESH MEHRA
Vice Chairman

J.K. JAIN
C.F.O. & Company Secretary

Place : Mumbai
Date : 27th May, 2015



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

	Note No.	Current Year 31 ST March, 2015	(₹ in Lacs) Previous Year 31 ST March, 2014
Revenue From Operations	25		
Sale of Products & Services (Gross)		1,18,866.37	1,17,864.38
Other Operating Revenue		5,182.16	5,568.89
		<u>1,24,048.53</u>	<u>1,23,433.28</u>
Less : Excise Duty		988.75	1,896.73
I. Revenue From Operations (Net)		1,23,059.78	1,21,536.54
II. Other Income	26	1,699.99	416.92
III Total Revenue		1,24,759.77	1,21,953.47
IV. Expenses :			
Cost of Materials Consumed	27	62,348.93	58,454.69
Purchase of Stock-in-Trade	28	0.87	-
Changes In Inventories Of Finished Goods, Work-In-Progress And Stock-In Trade	29	(631.07)	(299.20)
Manufacturing Expenses	30	20,785.12	20,114.56
Employee Benefits Expenses	31	18,354.93	16,229.61
Financial Costs	32	8,095.74	8,147.61
Depreciation and Amortization Exp.	33	6,255.43	5,369.15
Other Expenses	34	8,107.98	9,234.22
Total Expenses		1,23,317.93	1,17,250.64
V. Profit Before Tax (III-IV)		1,441.84	4,702.83
VI. Tax Expense :			
(1) Current Tax		890.11	1,457.73
(Net of MAT Credit of ₹ Nil Lacs (Previous Year ₹ 112.27 Lacs)			
(2) Deferred Tax		(251.30)	602.86
(3) Prior Period Tax		-	58.93
		<u>638.81</u>	<u>2,119.52</u>
VII. Profit for the year (before adjustment for Minority Interest) (V-VI)		803.03	2,583.31
Add. Share of (Profit) / Loss transferred (to) / from Minority Interest		-	(4.68)
VIII. Net Profit for the year (after adjustment for Minority Interest)		803.03	2,587.99
VIII. Earnings per equity share	35		
(1) Basic		5.06	16.42
(2) Diluted		4.90	15.88

Significant Accounting Policies, Notes on accounts and other disclosures from Note no. 1 to 40 forming part of these financial statements.

In terms of our Audit Report of even date:

For KALANI & COMPANY
Chartered Accountants
FRN - 000722C

R.L. TOSHNIWAL
Chairman

RAVINDRA KUMAR TOSHNIWAL
Managing Director

Directors
P. KUMAR
KAMAL KUMAR KACHOLIA
D.P. GARG
VIJAY MEHTA
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P.K. BHANDARI
VAIJAYANTI PANDIT

S. P. JHANWAR
Partner
M.No. 74414

RAKESH MEHRA
Vice Chairman

J.K. JAIN
C.F.O. & Company Secretary

Place : Mumbai
Date : 27th May, 2015

SIGNIFICANT ACCOUNTING POLICIES, NOTES ON ACCOUNTS AND OTHER DISCLOSURES

NOTE NO. '1' PRINCIPLES OF CONSOLIDATION

1. The consolidated financial statements relates to Banswara Syntex Limited (the Group) and its Subsidiary Group, Associate and Joint Ventures. The Consolidated Financial Statements have been prepared on the following basis:
 - a. The Financial Statements of the Group and its wholly owned subsidiary Company are combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard 21 "Consolidated Financial Statements".
 - b. Interest in joint ventures has been accounted by using the proportionate consolidation method as per Accounting Standard 27 "Financial Reporting of Interest in Joint Ventures".
 - c. The difference between the cost of investment in subsidiary, over the net assets at the time of acquisition of shares in the subsidiary is adjusted in the financial statements against the General Reserve.
 - d. Investment in associate companies has been accounted under the equity method as per Accounting Standard 23 "Accounting for Investment in Associates in Consolidated Financial Statements".
 - e. The Group accounts for its share in change in the net assets of the associates, post-acquisition, after eliminating unrealized profit and losses resulting from transaction between the group and its associates to the extent of its shares, through its statement of profit and loss to the extent such change is attributable to the associate's profit or loss through its reserves for the balance based on available information.
 - f. As far as possible, the Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other event in similar circumstances and are presented in the same manner as the Companies separate financial statements.
2. Investments other than in subsidiaries and associates have been accounted as per Accounting Standard 13 on "Accounting for Investments".
3. The subsidiary, joint venture entity and associates which alongwith Banswara Syntex Limited, the parent, constitute the Group considered in the preparation of these Consolidated Financial Statements are:

Name of the Entity	Status	Country of Incorporation	% Shareholding
Banswara Fabrics Limited	Associate	India	37.50%
Banswara Global Limited (Formerly Known as Carreman Fabrics India Limited)	Subsidiary	India	100.00%
Treves Banswara Private Limited	Joint Venture	India	50.00%

NOTE NO. '2' SIGNIFICANT ACCOUNTING POLICIES

A. System of Accounting and Use of Estimates (AS-1)

The Group follows the mercantile system of accounting by following accrual concept in the preparation of accounts. The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

B. Valuation of Inventories (AS-2)

Inventories are valued at lower of cost and net realisable value. Cost is measured on First In First Out basis.

C. Cash Flow (AS-3)

Cash Flow Statement has been prepared adopting the 'Indirect method' as prescribed under Para 18 of the Accounting Standard - 3 on 'Cash Flow Statement'.

D. Depreciation (AS-6)

Depreciation has been charged on Straight Line Method (SLM) based on useful life of the assets as mentioned in Schedule II of Companies Act, 2013, except in case of Plant & machinery where the useful life has been taken as ascertained by the Independent Chartered Engineer and technical experts of the Company. The useful life of the major Plant & Machinery so ascertained is ranging from 10 to 18 years on triple shift basis as against the life of 15 years given in Part C of Schedule II of The Companies Act, 2013.



Further, considering materiality of assets costing less than ₹5,000 are fully depreciated in the year of purchase/acquisition. The Company provide pro-rata depreciation from/to the date on which asset is acquired or put to use/ disposed off as appropriate.

E. Turnover (AS-9)

- i) Turnover is inclusive of excise duty, refund and other related realization but exclusive of value added tax charged.
- ii) Job income included in turnover is accounted for on delivery of finished goods inclusive of excise duty.

F. Benefits Receivable against Export and Its Obligation (AS-9)

Export Benefits are accounted for in the year of export at net market realizable value.

G. Fixed Assets (AS-10)

Value of gross block of fixed assets represent cost of acquisition, net of eligible CENVAT Credit but inclusive of non-refundable taxes & duties, expenditure on installations, attributable pre-operative expenses including borrowing cost and other identifiable direct expenses incurred upto the date of commencement of commercial use of the assets.

However value of gross block of fixed assets acquired upto 31.03.1985 has been stated at revalued amount as on 31.03.1986.

H. Foreign Currency Transactions (AS-11)

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the day of the transactions.

Monitory items denominated in foreign currency at the year end and not covered by forward exchange contracts are translated at year end rates and those covered by forward contracts are translated at the rate ruling at the date of transactions as increased or decreased by the proportionate difference between the forward rate and exchange rate on the date of transactions such difference having been recognized over the life of the contract. Foreign exchange financial instruments in hand at the year end are valued at mark to market, recognized loss, if any, adopting principle of prudence.

Any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of profit and loss.

I. Investments (AS-13)

Long term investments are carried at cost, whereas, current investments are carried at lower of cost and net realisable value. In case of long term investments, other than temporary diminution in the value of investment is provided for.

J. Employees' Benefits (AS-15)

- i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of profit and loss for the year in which the related service is rendered.
- ii) Retirement and other long term employee benefits are recognized as an expense in the Statement of profit and loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of retirement and other long term benefits are charged to the Statement of profit and loss.

K. Borrowing Costs (AS-16)

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

L. Taxes on Income (AS-22)

Current tax is determined as the amount of tax payable to the Taxation Authorities in respect of taxable income for the year.

Deferred tax is recognized, subject to consideration of prudence, in respect of deferred tax assets, on timing differences being difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years.

In respect of unabsorbed depreciation / carry forward of losses under the tax laws, deferred tax assets are recognized only to the extent that there is virtual certainty that future taxable income will be available against which such deferred tax assets can be realized.

M. Provision for Doubtful Debts

15% is being provided each year on amount due over a period of 6 months.

N. Except where stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

NOTE NO. '3' SHARE CAPITAL	As at		(₹ in Lacs)	
	31 st March, 2015		As at 31 st March, 2014	
Authorized				
4,50,00,000 Equity Shares of ₹ 10/- each		4,500.00		4,500.00
5,00,000 3% Redeemable Preference Shares of ₹ 100/- Each		500.00		500.00
		<u>5,000.00</u>		<u>5,000.00</u>
Issued				
1,64,46,361 Equity Shares of ₹ 10/- each (Previous Year 1,55,26,361 Equity Shares of ₹ 10/- each)		1,644.64		1,552.64
1,73,000 3 % Redeemable Preference Shares of ₹ 100/- Each		-		173.00
		<u>1,644.64</u>		<u>1,725.64</u>
Subscribed and fully Paid				
1,64,16,361 Equity Shares of ₹ 10/- each (Previous Year 1,54,96,061 Equity Shares of ₹ 10/- each)		1,641.64		1,549.61
1,73,000 3% Redeemable Preference Shares of ₹ 100/- Each		-		173.00
		<u>1,641.64</u>		<u>1,722.61</u>
Subscribed but not fully Paid				
30,000 Equity Shares of ₹ 10/- each (Previous Year 30,300 Equity Shares of ₹ 10/- each)	3.00		3.03	
Less: Allotment Money Due				
From Directors		-		-
From Others		<u>1.50</u>		<u>1.52</u>
		1.50		1.51
		<u>1,643.14</u>		<u>1,724.12</u>

3.1 Reconciliation of No. of Shares of each class of issued capital

Particulars	As at 31.03.2015		As at 31.03.2014	
	Equity	Preference	Equity	Preference
At the beginning of the year	1,55,26,361	1,73,000	1,47,56,361	1,73,000
Issued During the year	9,20,000	-	7,70,000	-
Redeemed/bought back during the year	-	1,73,000	-	-
At the end of the year	1,64,46,361	-	1,55,26,361	1,73,000

3.2 The Board of Directors in its meeting held on 13th November, 2013 has issued 16,00,000 warrants to promoters and promoter's group on preferential basis, convertible in equal number of equity shares at the rate of ₹ 10/- per warrant at ₹ 41.50/- including premium of ₹ 31.50/- per warrant. Out of these 16,00,000 warrants, the Board of Directors has converted 1,70,000 warrants in to equal number of shares, in its meeting held on 12th February, 2014 (i.e. accounting year 2013-14). The Board in its Meeting held on 12th November, 2014 has also converted 9,20,000 warrants in equal number of shares. The balance 5,10,000 warrants were converted in equal of equity shares on 08th May, 2015 (i.e. accounting year 2015-16). As on date (27th May, 2015) no warrants are outstanding. The above preferential issue was made as per the SEBI (ICDR) Regulations, 2009.

3.2.1 Rights, preferences and restrictions to the shareholders

3.2.2 Equity Shares :-

All equity shareholders are having right to get dividend in proportion to paid up value of the each equity share as and when declared.

No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the company has, and has exercised, any right of lien.

3.3 Preference Shares :- The preference shares have been redeemed on 13.05.2014

3.4 Details of Shareholder's holding more than 5% of each class of shares issued by the Company -



Name of shareholder	As at 31 st March, 2015		As at 31 st March, 2014	
	No. of Shares	% Shares	No. of Shares	% Shares
Equity Shares				
Shri Ravindra Kumar Toshniwal	20,03,947	12.18%	17,63,947	11.36%
Shri Shaleen Toshniwal	19,82,005	12.05%	17,50,680	11.28%
Smt. Radhika Toshniwal	10,68,542	6.50%	10,28,065	6.62%
Smt. Prem Toshniwal	8,91,449	5.42%	8,51,449	5.48%
Macquarie Bank Limited	12,99,801	7.90%	12,99,801	8.37%
3% Redeemable Preference Shares				
Carreman Michel Thierry, France	-	0.00%	1,73,000	100.00%

NOTE NO. '4' RESERVES AND SURPLUS	As at		(₹ in Lacs)	
	31 st March, 2015		31 st March, 2014	As at
Capital Reserve				
Opening Balance	751.72		737.82	
Adjustment during the year (Capital Subsidy) Refer Note no. 4.1	<u>313.09</u>	1,064.81	<u>13.89</u>	751.72
Capital Redemption Reserve				
Opening Balance	-		-	
Add: Fresh Creation (Redemption of Preference Shares)	<u>173.00</u>	173.00	<u>-</u>	-
Securities Premium Account				
Opening balance	2,507.90		2,265.36	
Add : Received During the year	<u>289.86</u>	2,797.76	<u>242.54</u>	2,507.90
General Reserve				
Opening Balance	13,576.78		12,634.17	
Add: Adjustment during the year	(79.24)		(57.39)	
Add: Transfer from Surplus	<u>500.00</u>	13,997.54	<u>1,000.00</u>	13,576.78
Surplus				
Opening Balance	2,594.17		1,546.50	
Less: Depreciation (Refer Note no. 4.2)	<u>(146.87)</u>		<u>-</u>	
	2,447.30		1,546.50	
Add : Profit for the year	803.03		2,588.04	
Add : Share of Banswara Fabrics Limited	8.33		11.86	
	<u>3,258.66</u>		<u>4,146.40</u>	
Less : Allocation and Appropriations				
Proposed Dividend on Preference Shares	-		5.19	
Proposed Dividend on Equity Shares	164.31		465.34	
Tax on Proposed Dividend	33.45		79.96	
Previous year dividend & tax thereon	-		1.74	
Transfer to General Reserve	500.00		1,000.00	
Transfer to Capital Redemption Reserve(Refer Note no.4.3)	<u>173.00</u>		<u>-</u>	
	<u>870.76</u>	2,387.90	<u>1,552.23</u>	2,594.17
		<u>20,421.01</u>		<u>19,430.57</u>

Note 4.1. Capital Subsidy received under scheme of TUFS on purchase of capital items subject to fulfilling the conditions prescribed in the scheme.

Note 4.2. Based on transitional provision provided in Note 7(b) of Schedule II of Companies Act, 2013, the carrying value of assets which has completed its useful life as on 31.03.2014 has been charged to the opening balance of retained earnings is ₹146.87 (net of deferred tax) as on that date.

Note 4.3. During the year, The Company has redeemed Preference Share Capital of ₹ 173.00 Lacs out of Capital Redemption Reserve.

	As at 31 st March, 2015		(₹ in Lacs) As at 31 st March, 2014	
NOTE NO. '5' MONEY RECEIVED AGAINST SHARE WARRANTS				
Application money received against share warrants	52.91		148.36	
		<u>52.91</u>		<u>148.36</u>
		<u>52.91</u>		<u>148.36</u>

NOTE NO. '6' LONG TERM BORROWINGS**Term Loans (Secured)****From Financial Institutions and Banks****IDBI BANK LIMITED**

Term Loan - I	-		200.00	
Fully Repaid				
Term Loan - II	593.86		617.00	
Repayable in 30 variable quarterly installments				
Term Loan - III	370.56		385.00	
Repayable in 30 variable quarterly installments				
Term Loan - IV	<u>883.58</u>	<u>1,848.00</u>	<u>918.00</u>	2,120.00
Repayable in 30 variable quarterly installments				

EXPORT IMPORT BANK OF INDIA

Term Loan - I	1,920.00		2,130.00	
Repayable in 23 variable quarterly installments				
Term Loan - II	2,557.50		2,809.38	
Repayable in 24 variable quarterly installments				
Term Loan - III	76.40		236.40	
Repayable in 2 variable quarterly installments				
Term Loan - IV	460.56		604.49	
Repayable in 8 variable quarterly installments				
Term Loan - V	640.00		840.00	
Repayable in 8 variable quarterly installments				
Term Loan - VI	2,781.25		3,375.00	
Repayable in 13 variable quarterly installments				
Term Loan - VII	2,284.85		2,636.36	
Repayable in 26 variable quarterly installments				
Working Capital Term Loan	<u>685.00</u>	<u>11,405.56</u>	<u>685.00</u>	13,316.63
Repayable in 1 quarterly installments				

BANK OF BARODA

Term Loan - I	1,470.00		2,150.00	
Repayable in 16 variable quarterly installments				
Term Loan - II	862.50		1,112.50	
Repayable in 9 variable quarterly installments				
Term Loan - III	3,987.50		4,317.50	
Repayable in 27 variable quarterly installments				
Term Loan - IV	1,760.00		1,405.61	
Repayable in 32 variable quarterly installments				
Working Capital Term Loan	315.00		155.50	
Repayable in 9 equal half yearly installments				
BGL Term Loan	<u>81.45</u>	<u>8,476.45</u>	-	9,141.11
Repayable in 3 variable quarterly installments				



	As at		(₹ in Lacs)	
	31 st March, 2015		As at 31 st March, 2014	
PUNJAB NATIONAL BANK				
Term Loan - I	1,109.53		1,434.54	
Repayable in 9 variable quarterly installments				
Term Loan - II	343.95		443.95	
Repayable in 9 variable quarterly installments				
Term Loan - III	920.52		1,625.00	
Repayable in 32 variable quarterly installments				
Term Loan - IV	1,312.50		2,100.00	
Repayable in 13 variable quarterly installments				
Working Capital Term Loan	1,680.00		294.38	
Repayable in 8 equal half yearly monthly installments				
BGL Term Loan	<u>149.77</u>	5,516.27	<u>-</u>	5,897.87
Repayable in 3 variable quarterly installments				
BANK OF INDIA				
Term Loan - I	15.01		109.01	
Repayable in 1 Variable quarterly installments				
Term Loan - II	<u>613.71</u>	628.72	<u>713.72</u>	822.73
Repayable in 16 variable quarterly installments				
UNION BANK OF INDIA				
Term Loan - I	-		5.87	
Fully Repaid				
Term Loan - II	1,680.00		1,904.00	
Repayable in 20 variable quarterly installments				
Term Loan - III	1,037.90		-	
Repayable in 32 variable quarterly installments				
Working Capital Term Loan	<u>630.00</u>	3,347.90	<u>-</u>	1,909.87
Repayable in 9 equal half yearly installments				
AXIS BANK LIMITED				
Term Loan - I		1,250.00		1,500.00
Repayable in 12 variable quarterly installments				
Sub-Total (A)		<u>32,472.90</u>		<u>34,708.21</u>
Less : Current Maturities				
IDBI Bank Ltd.	144.01		272.00	
Export-Import Bank of India	2,838.20		1,911.07	
Bank of Baroda	1,617.45		1,359.12	
Punjab National Bank	1,436.02		1,451.88	
Bank of India	115.01		194.00	
Union Bank of India	364.00		229.87	
Axis Bank Limited	<u>250.00</u>		<u>250.00</u>	
Sub-Total (B)		6,764.69		5,667.94
TOTAL (I) (A-B)		<u>25,708.21</u>		<u>29,040.27</u>

	As at 31 st March, 2015	(₹ in Lacs) As at 31 st March, 2014
Fixed Deposits (Unsecured)		
From Directors	55.00	72.00
From Others	567.00	1,281.70
Includes ₹ 136.00 Lacs (Previous years ₹ 199.00 Lacs) from related parties	622.00	1,353.70
Less : Current Maturities	<u>52.00</u>	<u>918.60</u>
TOTAL (III)	570.00	435.10
Term Loans (Unsecured)		
Other Corporates	-	150.00
	-	150.00
Less : Current Maturities	-	<u>150.00</u>
TOTAL (IV)	-	-
	<u>26,278.21</u>	<u>29,475.37</u>

6.1 Securities / Guarantees

For Term Loans from Financial Institutions and Banks:

BANSWARA SYNTEX LIMITED

For Term Loan

Term Loans from Financial Institutions and Banks are secured by a joint equitable mortgage and/or hypothecation charges ranking pari-passu on immovable/movable properties, present and future of the Company subject to prior charges in favour of the Bankers on specified movable properties created and/or to be created for working capital facilities, and Term Loans of ₹ 1,848.00 Lacs are also secured by second charge on current assets.

Term Loans from Financial Institutions and Banks are guaranteed by Shri R.L. Toshniwal, Chairman and Shri Ravi Toshniwal, Managing Director in their personal capacities other than Export-Import Bank of India and IDBI Bank Ltd. Term Loans outstanding of ₹ 6,851.66 Lacs (Previous Year 8,140.85 Lacs) from Export-Import Bank of India, Term Loans outstanding of ₹ 1,680 Lacs (Previous Year ₹ 2,100 Lacs) from Punjab National Bank of India, ₹ 630 Lacs from Union Bank of India (Previous Year NIL), ₹ 315 Lacs from Bank of Baroda (Previous Year NIL) and Term Loan outstanding NIL (Previous year ₹ 200.00 Lacs) from IDBI Bank Ltd. are guaranteed by both whereas term loans outstanding of ₹ 76.40 Lacs (Previous Year 236.40 Lacs) from Export-Import Bank of India are guaranteed only by Shri R. L. Toshniwal, Chairman.

BANSWARA GLOBAL LIMITED

Term Loans are secured by Joint Equitable Mortgage and / or Hypothecation charges ranking Pari passu with each other bank on immovable/movable properties, both present & future, it is further secured by corporate guarantees by joint venturers Banswara Syntex Limited;

- (i) Term Loan from Punjab National Bank is secured by Hypothecation of Plant & Machinery, equipment / accessories, looms, spares etc. and movable property of the company; and,
- (ii) Term Loan from Bank of Baroda is secured by way of hypothecation of Plant and Machinery viz. Picanol Looms, Benninger warping machines, Knotting machines etc. and it is further secured by present and future stock of raw materials, work-in-progress, semi-finished goods, finished goods, packing materials and stores etc.

For Fixed deposits

Fixed Deposits taken by the Company are Under the provision of sec. 73(2) (a) and section 76 of Companies Act, 2013 and rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014 are unsecured. Fixed Deposits are repayable within 1 to 3 year depending upon the term of deposits.



	As at 31 st March, 2015	(₹ in Lacs) As at 31 st March, 2014
NOTE NO. '7' DEFERRED TAX LIABILITIES		
Major components of deferred tax balances		
Deferred Tax Liabilities		
i) Difference between accounting and tax depreciation (cumulative)	5,469.42	5,561.85
TOTAL	<u>5,469.42</u>	<u>5,561.85</u>

Deferred Tax Assets

i) Accumulated unabsorbed depreciation	-	-
ii) Provision for doubtful debts (to date)	321.74	234.13
iii) Disallowances under section 43B for non payment of expenses	541.74	438.03
iv) Other timing differences	447.91	408.37
TOTAL (i to iv)	<u>1,311.39</u>	<u>1,080.53</u>
Net Deferred Tax Liabilities	<u>4,158.03</u>	<u>4,481.32</u>

Net deferred tax assets of ₹ 323.28 Lacs has been booked during the year, out of them ₹ 251.30 Lacs has been credited to Profit & Loss Statement and ₹ 71.98 Lacs has been charged in accordance to the Note 4.2 besides current tax ₹ 890.11 Lacs as per The Income Tax Act, 1961.

NOTE NO. '8' LONG TERM PROVISIONS**Provisions for Employee benefits**

Gratuity	1,103.77	1,024.17
Less : Short Term	<u>192.85</u>	<u>151.69</u>
Leave Encashment	237.64	195.80
Less : Short Term	<u>49.64</u>	<u>44.18</u>
	<u>1,098.92</u>	<u>1,024.10</u>

NOTE NO. '9' SHORT TERM BORROWINGS**A. Loans Repayable on Demand****(Cash credits and packing credits)****From Banks (Secured)**

Punjab National Bank	17,348.92	16,909.50
Union Bank of India	6,092.34	8,272.29
Bank of Baroda	3,689.08	5,055.09
Bank of India	<u>3,187.97</u>	<u>3,473.78</u>

B. Loans from Related Parties (Unsecured)

	-	27.00
	<u>30,318.31</u>	<u>33,737.66</u>

9.1 Securities and Guarantees

For Loans repayable on demand from banks are secured by way of hypothecation (Floating charges) of Raw material, Dyes-Chemicals, Packing Materials, Stores & Spares, Stock-in-process, Finished goods, Book debts, Export Incentives and second charge on all the Fixed Assets of the Company and also guaranteed by Shri R.L. Toshniwal, Chairman and Shri Ravi Toshniwal, Managing Director in their personal capacities.

	(₹ in Lacs)	
	As at	As at
NOTE NO. '10' TRADE PAYABLES	31st March, 2015	31st March, 2014
Micro, Small & Medium Enterprises@	14.74	5.79
Acceptances	5,824.71	3,082.63
Others	8,050.21	7,493.40
	<u>13,889.66</u>	<u>10,581.82</u>

@ To the extent information received for status under the Micro, Small and Medium Enterprises Development Act, 2006.

10.1 Details of Dues to Micro Enterprises and Small Enterprises

The principal amount remaining unpaid to any supplier as at the end of the accounting year (No amount is due for more than 45 days)

14.74	5.79
-------	------

The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond appointed day during the accounting year.

Nil	Nil
-----	-----

The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.

Nil	Nil
-----	-----

The amount of interest accrued and remaining unpaid at the end of the accounting year.

Nil	Nil
-----	-----

The amount of further interest remaining due and payable even in the succeeding years. Until such date when the interest dues as above are actually paid to the small enterprise for the purpose of Disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006

Nil	Nil
-----	-----

NOTE NO. '11' OTHER CURRENT LIABILITIES

A. Current Maturities of Long Term Borrowings

Term Loans (Secured)	6,764.70	5,667.94	
Term Loans (Unsecured)	-	150.00	
Fixed Deposit (Unsecured)	<u>52.00</u>	<u>918.60</u>	6,736.54

B. Interest Accrued But Not Due On Borrowings

11.41	65.01
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C. Interest Accrued And Due On Borrowings

196.82	61.08
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D. Other Payables

Unclaimed Dividend	33.16	32.65	
Securities Deposits	48.27	51.96	
Statutory Liabilities	295.21	294.63	
Other Liabilities	<u>1,240.51</u>	<u>979.96</u>	1,359.20
	<u>8,642.08</u>	<u>8,221.84</u>	



(₹ in Lacs)

As at
31st March, 2015As at
31st March, 2014**NOTE NO. '12' SHORT TERM PROVISIONS****A. Provisions for Employee benefits**

For Gratuity	192.85		151.69	
For Leave Encashment	<u>49.64</u>	242.49	<u>44.18</u>	195.88

B. Provision for Others

Proposed Dividend				
On Equity Shares	164.31		465.34	
On Preference Shares	-	164.31	<u>5.19</u>	470.53
Tax on Dividend				
Tax On Divided (Equity Share)	33.45		79.08	
Tax On Dividend On Preference Share	-	33.45	<u>0.88</u>	79.96
For Entry Tax (Net of payment)		574.90		570.72
For Taxation				
For Income Tax	985.98		1,642.97	
Less : Advance Tax and TDS (As per Contra)	<u>693.12</u>	<u>292.86</u>	<u>810.69</u>	832.28
		<u>1,308.01</u>		<u>2,149.37</u>

12.1 Hon'ble Rajasthan High Court has dismissed our and others writ petitions and passed final judgment dated 11.12.2014 resulting in stay vacated. SLP has been filed at Hon'ble Supreme Court and Hon'ble Supreme Court passed interim order dated 12.01.2015 granting stay of 50% of arrear of demand raised upto the date of order i.e. dated 12.01.15 under "The Rajasthan Tax on Entry of Goods into Local Area Act, 1999, a provision for ₹ 176.88 Lacs (Previous Year ₹ 123.02 Lacs along with interest thereon) has been made and charged to the Statement of Profit and Loss for the year in respective expenses account. The outstanding balance after making the payment during the year is ₹ 574.90 Lacs (Previous Year ₹ 570.72 Lacs).

12.2 Accounting Standard: -29 "Provisions, Contingent Liabilities and Contingent Assets": Movement in Provisions:

(₹ in Lacs)

Nature of Provisions	Provision outstanding at the beginning of the year	Provision made during the year	Provision utilized during the year	Provision reversed during the year	Provision outstanding at the end of the year
Gratuity	1,024.18	516.41	436.82	-	1,103.77
Leave Encashment	195.80	75.84	34.00	-	237.64
Proposed Dividend	470.53	-	470.53	-	-
Tax on Proposed Dividend	79.97	-	79.97	-	-
Taxation	1,642.97	865.11	1,547.10	-	960.98
Entry Tax	570.72	176.88	172.70	-	574.90

NOTE NO. '13' FIXED ASSETS

(₹ in Lacs)

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	As at 01.04.2014	Additions	Disposals/ Adjustment	As at 31.03.2015	As at 01.04.2014	For the Year	Charged from Surplus	Deductions/ Adjustments	Up to 31.03.2015	As at 31.03.2015	As at 31.03.2014
TANGIBLE ASSETS											
Lease Hold Land	424.93	-	-	424.93	50.58	5.42	-	-	55.98	368.95	374.37
Free Hold Land	310.01	-	-	310.01	-	-	-	-	-	310.01	310.01
Buildings & Road	14,871.88	1,065.95	-	15,937.83	2,745.88	428.42	107.04	-	3,281.31	12,656.50	12,124.41
Plant & Equipment	68,524.12	3,466.58	1,276.81	71,713.81	31,578.58	5,251.89	-	1,150.88	35,879.70	36,034.86	37,943.53
Building Machinery	1.38	-	-	1.38	1.31	-	-	-	1.31	0.07	0.07
Electric & Water Supply Installation	1,927.02	128.16	-	2,055.18	1,038.08	148.98	0.53	-	1,189.55	865.63	868.98
Furniture & Fixtures	1,185.33	10.40	2.00	1,293.73	648.35	140.58	(3.55)	0.60	784.69	509.04	538.98
Office Equipments	820.58	122.12	1.15	1,041.53	478.63	193.98	99.28	0.81	771.64	278.49	441.83
Vehicles	666.88	162.88	83.62	746.24	281.12	84.30	4.67	38.27	311.81	434.43	405.88
INTANGIBLE ASSETS											
Software	5.85	-	-	5.85	1.80	1.04	-	-	3.34	2.21	4.08
TOTAL	89,837.72	5,086.11	1,363.67	93,566.16	36,863.97	6,256.24	218.85	1,180.37	42,088.79	51,471.38	53,032.16
Previous Year	80,555.22	9,698.58	414.09	89,837.72	29,066.92	7,958.26	-	213.21	38,803.97	53,032.16	51,488.30

13.1. Buildings & Road includes ₹331.31 Lacs paid for acquiring 657 equity shares of M/s Rastogi Estate & Construction Co. (Pvt.) Ltd. attached with right of ownership and possession of office building at Mumbai and ₹324.01 Lacs paid for acquiring a residential flat with 5 shares of Maker Tower "J" Co-operative Housing Society Ltd. Mumbai attached with right of ownership and possession.

13.2. Depreciation has been charged on Straight Line Method (SLM) based on useful life of the assets as mentioned in Schedule II of Companies Act, 2013, except in case of Plant & machinery where the useful life has been taken as ascertained by the Independent Chartered Engineer and technical experts of the Company. The useful life of the Plant & Machinery so ascertained is ranging from 10 to 18 years on triple shift basis as against the life of 15 years given in Part C of Schedule II of The Companies Act, 2013. Further, considering materiality of assets costing less than ₹5,000 are fully depreciated in the year of purchase/acquisition. The Company provide pro-rata depreciation from/to the date on which asset is acquired or put to use/ disposed off as appropriate.

13.3. Based on transitional provision provided in Note 7(b) of Schedule II of Companies Act, 2013, the carrying value of assets which has completed its useful life as on 31.03.2014 has been charged to the opening balance of retained earnings is ₹ 146.87 Lacs (net of deferred tax) as on that date (Refer Note 4.2)

13.4 Accounting Standard 16 - "Borrowing Cost"

In terms of Accounting Policy No. 1(J) borrowing cost of ₹ NIL Lacs (Previous year ₹ NIL Lacs) have formed part of cost of relevant tangible assets.

NOTE NO. '14' CAPITAL WORK IN PROGRESS

(₹ in Lacs)

DESCRIPTION OF ASSETS	GROSS BLOCK			
	As at 01.04.2014	Additions During the year	Capitalize During the year	As at 31.03.2015
Capital Work In Progress for				
- Buildings & Road	408.41	863.36	1,097.17	174.60
- Plant & Equipment	455.28	3,801.77	3,428.06	828.99
- Water & Electric Installation	-	128.37	128.37	-
- Land & Site Development Under Progress	-	-	-	-
TOTAL	863.69	4,793.50	4,653.60	1,003.59
Previous Year	776.74	5,001.04	4,914.09	863.69



	As at 31 st March, 2015	(₹ in Lacs) As at 31 st March, 2014
NOTE NO. '15' NON-CURRENT INVESTMENT (AT COST)		
Long Term		
I. Trade		
A) Quoted	-	-
B) Unquoted		
Investment in Associate Company	83.32	74.99
(Valued at net equity method with reference to note no.1 (f))		
3,00,000 Equity Shares of ₹ 10/- each of Banswara Fabrics Ltd.		
Government & other securities	0.13	0.13
National Savings Certificate (Deposited with State and Central Govt. Authorities)		
Sub Total (I)	<u>83.45</u>	<u>75.12</u>
II. Other		
A) Quoted		
In Equity Shares	3.04	3.04
10,114 Equity Shares of ₹ 10/- each of Union Bank of India		
B) Unquoted		
Shares in Cooperative Bank	0.05	0.05
500 Equity Shares of ₹ 10/- each of New Indian Cooperative Bank Ltd.		
Ask Investment Manager Pvt. Ltd. Real Estate Special Opportunities Portfolio - 1	5.20	22.54
Sub Total (II)	<u>8.29</u>	<u>25.63</u>
Total (I + II)	<u>91.74</u>	<u>100.75</u>

Investments aggregate value of**Quoted Investment**

Book Value	3.04	3.04
Market Value	15.85	13.88

Note 15.1 - Shares of Banswara Fabrics Limited was listed on Delhi Stock Exchange. Now due to the de-listing of Delhi Stock Exchange, shares of Banswara fabrics Limited have been catorized under Unquoted Shares.

Note 15.2 - Banswara Global Limited, formerly known as Carreman Fabrics India Limited (That Company), was formed as 50:50 Joint venture between Carreman, France, and Banswara Syntex Limited (The Company). The Company purchased entire share holding from Carreman, France and That Company (BGL) became a wholly owned subsidiary of The Company w.e.f. 12th August, 2014. Also the Banswara Syntex Limited has purchased remaining 300 shares of Banswara Global Limited from other shareholders. However, these shares will be held by these persons on behalf of Banswara Syntex Limited and Banswara Syntex Limited shall be beneficiary owner of these shares as per Section 89 of the Companies Act, 2013.

NOTE NO. '16' LONG TERM LOANS AND ADVANCES**Unsecured, Considered good**

(a) Capital Advances	184.76	454.45
(b) Security Deposit	262.89	407.42
(Including ₹ NIL (Previous Year ₹ 80 Lacs)- -to related parties)	-	0.17
	<u>447.65</u>	<u>862.04</u>

	As at		(₹ in Lacs)	
	31 st March, 2015		As at 31 st March, 2014	
NOTE NO. '17' OTHER NON CURRENT ASSETS				
Unsecured, Considered good				
(i) Long Term Trade Receivables		-		-
(ii) Others				
MAT Credit Entitlement	379.89		680.39	
CENVAT Receivable	70.22			
Loan to Staff	0.16			
Advance Tax and Tax Deducted at Source	0.15			
Preliminary expenses written off	0.15		0.30	
Prepaid Expenses	<u>55.63</u>	<u>506.20</u>	<u>68.31</u>	<u>749.00</u>
		<u>506.20</u>		<u>749.00</u>

Note No. 17.1 Credit in respect of Minimum Alternative Tax under Income Tax Act 1961 (MAT Credit-Entitlement) is recognized

NOTE NO. '18' INVENTORIES

(At lower of Cost and Net Realizable Value)

Raw Materials	11,926.36		10,480.82	
Raw Material in Transit	<u>163.52</u>	12,089.88	<u>128.42</u>	10,609.24
Stores & Spares		2,197.08		1,862.56
Works-in-Process		2,495.69		2,553.58
Finished Goods				
Yarn	5,065.69		5,020.28	
Yarn in transit	-		375.27	
Cloth (Grey)	3,483.67		2,644.96	
Cloth (Processed)	5,686.87		5,844.20	
Laminated Fabrics, Cut panel and Embossed Panel	26.94		19.44	
Cloth (Grey and Processed) in transit	739.26		513.02	
Garment	1,096.78		900.40	
Garment in transit	-	16,099.21	<u>52.60</u>	15,370.17
Waste		<u>68.46</u>		108.53
		<u>32,950.32</u>		<u>30,504.08</u>

18.1 Inventories include stocks lying with third parties ₹ 1,425.35 Lacs (Previous Year ₹ 1,445.15 Lacs)

NOTE NO. '19' TRADE RECEIVABLE

(Unsecured)

Outstanding Exceeding Six Months (From due date)

Considered Good	797.66		495.08	
Considered Doubtful	<u>946.59</u>		<u>688.82</u>	
	1,744.25		1,183.90	
Less: Provision for Doubtful Debts	<u>946.59</u>	797.66	<u>688.82</u>	495.08
Other Debts				
Considered Good		<u>13,125.44</u>		15,017.58
		<u>13,923.10</u>		<u>15,512.66</u>



	As at		(₹ in Lacs)	
	31 st March, 2015		As at 31 st March, 2014	
NOTE NO. '20' CASH AND CASH EQUIVALENTS				
A. Cash On Hand		38.88		45.78
B. Balances with Bank				
-Current Account	635.36		2267.32	
-Other Bank Balances	2.39		39.45	
-Bank Deposits	<u>1,066.31</u>	<u>1,704.07</u>	<u>968.82</u>	<u>3,275.59</u>
		<u>1,742.95</u>		<u>3,321.37</u>

Balances with banks in unclaimed dividend accounts	33.16			32.65
Deposit accounts with more than 12 months maturities	298.60			274.05
Deposits with banks pledged with banks against guarantees, Letter of credits etc.	711.80			558.52

Cash and Cash equivalent include restricted cash and bank balance of ₹ 744.96 Lacs (Previous Year ₹ 591.17 Lacs). The restrictions are primarily on account of cash and bank balances held as margin money deposits against guarantees, Letter of Credits and unclaimed dividends.

Deposits maintained by the Company with Banks comprise of time deposits, which can be withdrawn by the Company at any point of time without prior notice with reduced rate of interest.

NOTE NO. '21' SHORT TERM LOANS AND ADVANCES

A. TO RELATED PARTIES		-		-
B. UNSECURED				
Advances recoverable in cash or kind		1,458.59		2,036.24
Considered Doubtful	29.57		29.57	
Less : Provision	<u>29.57</u>	-	<u>29.57</u>	-
Loans & Advances to Employees		137.89		138.02
Security Deposits		1.13		-
Prepaid Expenses		232.04		152.76
Income Tax Refundable		79.27		251.75
FBT Refundable		0.06		-
Income Tax Under Protest		270.59		240.30
Advance Income Tax and Tax deducted at source	693.12		831.07	
Less: Provision for Taxation (as per contra)	<u>693.12</u>	-	<u>810.69</u>	<u>20.38</u>
		<u>2,179.58</u>		<u>2,839.45</u>

NOTE NO. '22' OTHER CURRENT ASSETS

Duty Entitlement Pass Book		737.70		377.85
Other Export Receivables				
Considered Good	1,698.30		2,071.76	
Considered Doubtful	<u>5.20</u>		<u>5.20</u>	
	<u>1,703.50</u>		<u>2,076.96</u>	
Less : Provision	<u>5.20</u>	<u>1,698.30</u>	<u>5.20</u>	<u>2,071.76</u>
Claim Receivable under TUFS		809.95		658.73
Other Claim Receivables		247.67		340.40
Preliminary Expenses to the extent not amortised		0.15		0.15
		<u>3,493.77</u>		<u>3,448.89</u>

	As at 31 st March, 2015	(₹ in Lacs) As at 31 st March, 2014
NOTE NO. '23' CONTINGENT LIABILITIES		
1. Contingent liabilities not provided for in respect of: -		
a. Bills discounted with banks remaining outstanding		
(i) Against foreign LC	3,671.51	5535.50
(ii) Others	1,801.68	1,114.25
b. Letter of Credit established with banks :-		
(i) Revenue account	533.35	648.95
(ii) Capital account	153.87	247.90
c. Guarantees given by the bankers on behalf of the group for which FDRs ₹ 116.32 Lacs (previous year ₹ 89.82 Lacs) pledged with them.	1,089.08	815.14
d. Guarantee given by Group to Banks for loan to Banswara Global Limited [Outstanding as on 31.03.2015 ₹ 231.22 Lacs (previous year ₹ 449.88 Lacs)]	1,950.00	1,950.00
e. Claims against the group not acknowledged as debt: -		
(a) Under Tax Laws [payment made under protest ₹ 270.59 Lacs (previous year ₹ 240.30 Lacs)]	672.07	888.29
(b) By Others:		
(i) On Revenue account	7.26	6.83
(ii) On Capital account	Nil	Nil
There is no reimbursement possible on account of contingent liabilities.		

NOTE NO. '24' CAPITAL COMMITMENTS

Estimated amount of contracts remaining to be executed on Capital account ₹ 314.76 Lacs (previous year ₹ 831.70 Lacs) and export obligation against EPCG licenses ₹ 808.83 Lacs (previous year ₹ 1059.49).

NOTE NO. '25' REVENUE FROM OPERATIONS

(a) Sale of products			
Yarn	49,524.12	45,157.88	
Laminated Fabric & Cut Panel	347.18	361.42	
Cloth	44,201.65	49,936.41	
Garment	20,961.13	18,668.83	
Waste	661.74	609.18	
Fibre	72.73	26.26	
Scrap	<u>463.67</u>	<u>478.03</u>	1,15,238.01
(b) Sale of services			
Job Income	<u>2,634.15</u>		<u>2,626.37</u>
Sale of Products & Services (Gross)	1,18,866.37		1,17,864.38
(c) Other Operating Revenue			
Export Benefits :			
- Focus Market Scheme/			
Focus Product Scheme (FMS/ FPS)	1,250.17	647.27	
- Duty Draw Back / Other Benefits	<u>3,931.99</u>	<u>4,921.62</u>	
	<u>5,182.16</u>		<u>5,568.89</u>
	<u>1,24,048.53</u>		<u>1,23,433.28</u>
Less : Excise Duty	<u>988.75</u>		<u>1,896.73</u>
	<u>1,23,059.78</u>		<u>1,21,536.54</u>



	Current Year		(₹ in Lacs)	
	31 st March, 2015		Previous Year 31 st March, 2014	
NOTE NO. '26' OTHER INCOME				
Interest Income		369.90		321.74
Rental Income		9.75		6.84
Dividend Income		3.13		4.08
Profit on Sale of Tangible Assets		28.55		9.86
Service Tax set off earlier years		3.57		-
Outstanding Liabilities no longer required, written back		50.03		-
Exchange Rate Fluctuation		882.64		-
Forward Contract Exchange Fluctuation		156.22		-
Other Non Operating Income		196.20		74.40
		<u>1,699.99</u>		<u>416.92</u>
NOTE NO. '27' COST OF MATERIALS CONSUMED				
Raw Material Consumed				
Opening stock	10,616.05		9,941.35	
Add :Purchases	<u>56,018.31</u>		<u>50,768.09</u>	
	66,634.36		60,709.44	
Less : Closing stock	<u>12,089.89</u>	54,544.47	<u>10,609.24</u>	50,100.20
Dyes & Chemicals Consumed		5,112.35		4,530.30
Purchase : Cloth	1,390.65		1,502.85	
Yarn	<u>1,301.46</u>	<u>2,692.11</u>	<u>2,321.34</u>	3,824.19
		<u>62,348.93</u>		<u>58,454.69</u>
NOTE NO. '28' PURCHASE OF STOCK IN TRADE				
Cloth	0.87			
		<u>0.87</u>		<u>-</u>
NOTE NO. '29' CHANGES IN INVENTORIES				
A. Finished Goods				
Opening Stock				
Yarn	5,395.55		4,509.88	
Laminated Fabric, Cut panel etc	19.44		21.51	
Cloth	6,351.41		6,117.52	
Garment	<u>953.00</u>		<u>1,196.28</u>	
	12,719.40		11,845.19	
Closing Stock				
Yarn	5,065.69		5,395.55	
Cloth	26.94		6,351.41	
Laminated Fabric, Cut panel etc	6,426.12		19.44	
Garment	<u>1,096.78</u>		<u>953.00</u>	
	12,615.53	103.87	12,719.40	(874.21)
B. Work-in Progress				
Opening Stock				
Yarn	1,755.72		1,751.65	
Cloth	2,650.77		3,512.52	
Garment	<u>797.86</u>		<u>592.52</u>	
	5,204.35		5,856.69	
Closing Stock				
Yarn	1,946.07		1,755.73	
Cloth	3,483.67		2,650.77	
Garment	<u>549.62</u>		<u>797.86</u>	
	5,979.36	(775.01)	5,204.36	652.33
C. Waste				
Opening Stock	108.53		31.20	
Closing Stock	<u>68.46</u>	<u>40.07</u>	<u>108.52</u>	<u>(77.32)</u>
		<u>(631.07)</u>		<u>(299.20)</u>

	Current Year		(₹ in Lacs)	
	31st March, 2015		Previous Year 31 st March, 2014	
NOTE NO. '30' MANUFACTURING EXPENSES				
Stores & Spare Parts Consumed		4,200.40		4,058.48
Packing Material Consumed		2,081.76		1,789.35
Power		779.00		966.25
Fuels		10,049.17		9,377.34
Job Charges		1,942.03		2,606.59
Repairs to : Plant & Machinery	1,086.56		808.58	
Building	429.18		374.07	
Others	<u>205.01</u>	1,720.75	<u>124.54</u>	1,307.20
Excise Duty*		12.00		9.35
		<u>20,785.12</u>		<u>20,114.56</u>

* Excise duty on increase of stock or any amount not recoverable on sales.

NOTE NO. '31' EMPLOYEE BENEFIT EXPENSES

Salaries, Wages, Allowance, Bonus etc.		16,266.62		14,407.02
Contribution to Provident & Other Funds		1,515.47		1,329.51
Workmen & Staff Welfare Expenses		572.84		493.09
		<u>18,354.93</u>		<u>16,229.61</u>

NOTE NO. '32' FINANCE COST

Interest Expense*		7,455.37		7,481.91
Other Borrowing Cost		640.37		665.71
		<u>8,095.74</u>		<u>8,147.61</u>

* Net of subsidy of ₹ 1,051.15 Lacs (Previous Year ₹ 1,033.11 lacs) under Technology Upgradation Fund Scheme

NOTE NO. '33' DEPRECIATION AND AMORTISATION EXPENSES

Leasehold Land Written Off	3.98		3.99	
Depreciation	<u>6,251.45</u>	6,255.43	<u>5,365.16</u>	5,369.15
		<u>6,255.43</u>		<u>5,369.15</u>



	Current Year	(₹ in Lacs)	
	31st March, 2015	Previous Year	31 st March, 2014
NOTE NO. '34' OTHER EXPENSES			
Administrative Expenses			
Rent	105.15	111.09	
Rates and Taxes	358.95	290.35	
Insurance Charges	71.73	64.72	
Payment to Auditors			
As Auditors - Fees	13.67	10.20	
- Expenses	2.44	2.34	
In other capacity			
- Tax Audit Fees	2.50	1.81	
- Certification	14.42	6.34	
- Taxation Matters	6.70	1.43	
- Other Services	-	0.25	
Director's Fees	14.35	4.80	
Travelling Expenses	162.04	157.94	
Director's Travelling Expenses	11.20	11.24	
Foreign Travelling Expenses	236.70	236.25	
Communication Expenses	175.72	166.17	
Legal & Professional Expenses	229.91	338.77	
Charity & Donation	15.75	24.99	
Exchange Rate Fluctuation	-	427.05	
Loss On Sale of Tangible Assets	19.27	54.52	
Royalty & Cess	11.60	10.05	
Expenses on Corporate Social Responsibility (CSR) *	15.81	4.97	
Claim Written off	-	709.93	
Miscellaneous Expenses	<u>879.29</u>	<u>2,347.21</u>	<u>884.14</u>
			3,519.35
Selling Expenses			
Commission to Selling Agents	1,785.12	2,019.61	
Brokerage and Discounts	351.24	346.56	
Freight, Octori and Forwarding Charges	2,822.43	2,551.78	
Claims	369.04	414.48	
Advertisements	17.50	31.39	
Provision for Doubtful Debts	261.34	179.48	
Others	<u>154.10</u>	<u>5,760.77</u>	<u>171.57</u>
		<u>8,107.98</u>	<u>5,714.87</u>
			<u>9,234.22</u>

* Amount yet to be paid ₹ Nil. No amount incurred on construction/ acquisition of any assets.

		Current Year 31 st March, 2015	(₹ In Lacs) Previous Year 31 st March, 2014
NOTE NO. '35' EARNINGS PER SHARE			
a) Amount used as the numerator profit after tax, dividend on preference shares and tax thereon	₹ In Lacs	803.03	2,588.04
b) Weighted average number of equity shares used as the denominator in computing basic earning per share.	Nos.	1,58,64,238	1,57,59,951
Add: Potential no. of equity shares that could arise on conversion of warrants into equity shares.	Nos.	5,10,000.00	5,40,657.53
Weighted average number of shares used in computing Diluted Earning per Share	Nos.	1,63,74,238	1,63,00,608
c) Nominal value per share	₹	10.00	10.00
d) Earnings Per Share:			
- Basic	₹	5.06	16.42
- Diluted	₹	4.90	15.88

Note No.'36' Accounting Standard 17 - "Segment Reporting"

The Group is engaged in production of textile products having integrated working and power generation. For management purposes, Group is organized into major operating activity of the textile products. The group has no activity outside India except export of textile products manufactured in India. Thereby no geographical segment and no segment wise information are reported.

Note No. '37' Accounting Standard 18 - "Related Party Disclosure"

The group has identified all the related parties as per details given below:

1. Relationship:**a) Subsidiary, Joint Venture and Associate concerns**

Banswara Global Limited (formerly known as Carreman Fabrics India Ltd.)
Treves Banswara Pvt. Ltd.
Banswara Fabrics Ltd.

b) Key Management Personnel

Shri R.L.Toshniwal
Shri Ravindra Kumar Toshniwal
Shri Rakesh Mehra
Shri Shaleen Toshniwal
Shri J.K. Jain

c) Enterprises where Key Management Personnel have their control /interest

Dhruv Impex
Mehra International
Lawson Trading Co. Pvt. Ltd.
Niral Trading Pvt. Ltd.
Shaleen Syntex Ltd.
Moonfine Trading Co. Pvt. Ltd.
Speed Shore Trading Co. Pvt. Ltd.
Toshniwal Trust
APM Industries Ltd.
Lawson Corporation
RR Toshniwal Enterprises
Excel Pack Limited
Shaleen Synthetics



- d) **Relatives of Key Management Personnel and their Enterprises where transactions have taken place**
 Shri Rameshwar Lal Ravindra Kr Toshniwal HUF
 Shri Ravindra Kumar Toshniwal HUF
 Shri Dhruv Toshniwal
 Shri Udit Toshniwal
 Smt. Prem Toshniwal
 Smt. Navneeta Mehra
 Smt. Radhika Toshniwal
 Smt. Sonal Toshniwal
 Smt. Kavita Soni
 Ms. Diya Toshniwal
 Smt. Sushila Devi Jain
 Smt. Anita Jain
 Shri Garvit Jain
 Shri J.K. Jain HUF

Note : Related party relationship is as identified by the Group and relied upon by the Auditors.

2. Transactions carried out with related parties referred in 1 above, in ordinary course of business: (₹ In Lacs)

Nature of transaction	Related Parties							
	Referred in 1(a) above		Referred in 1(b) above		Referred in 1(c) above		Referred in 1(d) above	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
SALES								
Cloth	332.95	363.84	-	-	-	-	-	-
Yarn	58.80	3.09	-	-	-	-	-	-
Fiber	108.54	-	-	-	-	-	-	-
Store	2.62	-	-	-	-	-	-	-
PURCHASE								
Cloth	600.82	758.97	-	-	-	-	-	-
Yarn	-	0.11	-	-	-	-	-	-
Machine	6.22	97.12	-	-	-	-	-	-
Other	-	11.70	-	-	-	-	-	-
JOB CHARGES								
Weaving	866.66	805.65	-	-	-	-	-	-
Mending	-	5.48	-	-	-	-	-	-
Lamination	-	0.24	-	-	-	-	-	-
EXPENSES								
Rent	12.13	7.42	-	-	1.80	2.40	5.40	7.20
Remuneration	-	-	313.47	507.28	-	-	-	-
Interest	3.10	27.39	6.97	9.52	3.71	24.06	15.03	30.08
Salary	-	-	37.09	-	-	-	34.23	24.21
INCOMES								
Rent	0.22	0.22	-	-	-	-	-	-
Job Charges	63.03	98.55	-	-	-	-	-	-
Supervision Charges	13.48	13.48	-	-	-	-	-	-
Interest	-	-	-	-	-	-	-	-
Other	-	4.88	-	-	-	-	-	-
FINANCE								
Fixed Deposit Accepted	-	-	55.00	-	-	-	111.00	13.00
Fixed Deposit Repayment	-	-	72.00	-	27.00	168.00	224.60	18.00
OUTSTANDING								
Fixed Deposits	-	-	55.00	72.00	0.00	27.00	111.00	199.00
Inter Corporate Deposits	-	100.00	-	-	-	-	-	-
Amount Receivable	68.26	-	-	-	-	-	0.93	0.89
Amount Payable	286.19	153.69	-	-	-	-	-	-
Property Deposit	-	-	-	-	-	20.00	-	60.00
Capital Contribution	1,743.01	1,404.22	0.00	-	0.00	-	0.00	-

In respect of the outstanding balance recoverable as at 31st March 2014 no provision for doubtful debts is required to be made. During the year, there were no amounts written off or written back from such parties.

Note No. '38' Financial and Derivative Instruments

Group has entered into following foreign exchange financial instruments

- a) The group uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments on forecasted transactions as approved by the Board of Directors. The group does not use forward contracts for speculation purpose.

Outstanding forward exchange financial instruments entered into by the group for hedging of export/import transaction:

As at	No. of Contracts	US Dollar Equivalent (In Lacs)	INR Equivalent (In Lacs)
31.03.2015	20	145.78	9,507.62
31.03.2014	21	136.58	8,671.41

- b) Foreign Currency exposure that are not hedged by financial instruments or forward contracts as at 31st March, 2015 amounts to US \$135.91 Lacs equivalent to ₹ 8,096.36 Lacs (Previous year US\$ 132.52 Lacs equivalent to ₹ 7,557.69 Lacs)

Note No. '39' Accounting Standard - 28 "Impairment of Assets"

The Group assessed potential generation of economic benefits from its business units and is of the view that assets employed in continuing businesses are capable of generating adequate returns over their useful lives in the usual course of business, there is no indication to the contrary and accordingly the management is of the view that no impairment provision is called for in these accounts.

Note No. '40' All assets and liabilities are presented as Current or Non-current as per the criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization, the Group has ascertained its operating cycle less than 12 months, accordingly 12 months period has been considered for the purpose of Current/Non current classification of assets and liabilities.

Significant Accounting Policies, Notes on accounts and other disclosures from Note no. 1 to 40 forming part of these financial statements.

In terms of our Audit Report of even date:

For KALANI & COMPANY
Chartered Accountants
FRN - 000722C

R.L. TOSHNIWAL
Chairman

RAVINDRA KUMAR TOSHNIWAL
Managing Director

Directors
P. KUMAR
KAMAL KUMAR KACHOLIA
D.P. GARG
VIJAY MEHTA
S.B. AGARWAL
P.K. BHANDARI
VAIJAYANTI PANDIT

S. P. JHANWAR
Partner
M.No. 74414

RAKESH MEHRA
Vice Chairman

J.K. JAIN
C.F.O. & Company Secretary

Place : Mumbai
Date : 27th May, 2015

**Financial Information of Subsidiary Companies****(All amounts are in ₹ Lacs otherwise stated)**

The ministry of corporate affairs, Government of India, vide General circular no. 2 and 3 dated 08th Feb 2011 and 21st Feb 2011 respectively has granted a General Exemption from compliance with section 212 of the Companies Act, 1956, subject to fulfillment of condition stipulated in the circular. The Company has satisfied the condition stipulated in the circular and hence is entitled to the exemption. Necessary information related to the subsidiary Company is given below:-

S.NO.	Particulars	Amount (₹ In lacs)
1	Name of Subsidiary Company	Banswara Global Limited
2	Capital	1,240
3	Reserves	57.65
4	Total Assets	1,889.56
5	Total Liabilities	1,889.56
6	Investment	-
7	Detail of Investment	-
8	Turnover	849.61
9	Profit / (Loss) before taxation	-28.03
10	Provision for taxation	34.22
11	Profit / (Loss) after taxation	6.19
12	Proposed Dividend	-

Consolidated Cash Flow Statement For The Year Ended 31st March, 2015

		(₹ In Lacs)
		2014-15
A)	Cash Flow From Operating Activities	
	Net Profit After tax as per Statement of Profit and Loss	803.03
	Adjustment for	
	Provision for Taxation and Deferred Tax liabilities	638.81
	Net profit before tax and after extra ordinary items	1,441.84
	Adjusted for	
	Depreciation	6,255.43
	Loss/(Profit) on Sale of fixed assets (net)	28.45
	Interest paid	8,097.43
	Rent received	(6.28)
	Dividend received	(9.00)
	Non cash Misc. Expenses	19.37
	Extraordinary Items	-
	Operating profit before working capital changes	14,385.40
	Adjusted for	15,827.24
	Increase in trade & other receivable	(2,602.67)
	Increase in inventories	2,398.10
	Increase/(-)Decrease in trade payable	(3,171.38)
	Cash generated from operations	19,203.19
	Net Tax Inflow / (-)Outflow	863.16
	Net cash from operating activities (A)	18,340.03
B)	Cash Flow From Investing Activities	
	Increase(-)/Decrease (+) in capital work-in-progress	119.85
	Purchase of fixed assets	(4,776.02)
	Purchase of investment	(321.45)
	Sale of Fixed assets	132.09
	Rent received	6.28
	Dividend received	9.00
	Net cash used in investing activities (B)	(4,830.25)
C)	Cash Flow From Financing Activities	
	Proceeds from issue of Share Capital & Application Money	286.43
	Redemption of Preference Share Capital	(173.00)
	Proceeds from long term borrowings	3,257.81
	Repayment of long term borrowings	(5,493.12)
	Interest paid	(8,015.29)
	Increase / (Decrease) in bank borrowings	(3,392.35)
	Proceeds from unsecured loans	(731.70)
	Repayment of unsecured loans	(150.00)
	Repayment of Unsecured loans	(127.00)
	Dividend and tax thereon Paid	(549.98)
	Net cash from financing activities (C)	(15,088.20)
	Net Increase/ (Decrease) in cash and cash equivalents (A+B+C)	(1,578.42)
	Opening balance of cash and cash equivalents	3,321.37
	Closing balance of cash and cash equivalents	1,742.95

Note: Cash Flow Statement has been prepared first time, therefore previous year figures are not given.

In terms of our Audit Report of even date:

For KALANI & COMPANY
Chartered Accountants
FRN - 000722C

R.L. TOSHNIWAL
Chairman

RAVINDRA KUMAR TOSHNIWAL
Managing Director

Directors
P. KUMAR
KAMAL KUMAR KACHOLIA
D.P. GARG
VIJAY MEHTA
S.B. AGARWAL
P.K. BHANDARI
VAIJAYANTI PANDIT

S. P. JHANWAR
Partner
M.No. 74414

RAKESH MEHRA
Vice Chairman

J.K. JAIN
C.F.O. & Company Secretary

Place : Mumbai
Date : 27th May, 2015

**BANSWARA SYNTEX LIMITED**

Regd. Office : Industrial Area, Dahod Road, Banswara 327 001 (Raj.)

CIN : L24302RJ1976PLC001684

Dear Shareholders,

RE: Green Initiative in Corporate Governance: Go Paperless

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing paperless compliances by Companies through electronic mode. Companies are now permitted to send various notices /documents to its shareholders through electronic mode to the registered e-mail addresses of shareholders.

This move by the Ministry is welcome since it will benefit the society at large through reduction in paper consumption and contribution towards a Greener Environment. It will also ensure prompt receipt of communication and avoid loss in postal transit. Keeping in view the underlying theme and the circular issued by MCA, we propose to send all documents to be sent to Shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. henceforth to the shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories. Please note that these documents will also be available on the Company's website www.banswarasyntex.com for download by the shareholders. The physical copies of the Annual Report will also be available at our Registered Office in Banswara (Rajasthan) for inspection during office hours.

In case you desire to receive the above mentioned documents in electronic mode, you are requested to send this form duly completed in all respects to the registered office of the Company for registering your e-mail address. Please note that you will be entitled to be furnished free of cost, with a copy of the Balance Sheet of the Company and all other documents required by law to be attached thereto including the Statement of Profit & Loss Account and Auditors' Report, upon receipt of a requisition from you, any time, as a member of the Company.

We are sure, that as a responsible citizen, you will whole-heartedly support this initiative and will co-operate with the Company in implementing the same.

For Banswara Syntex Limited

J.K. JAIN

CFO & Company Secretary

FORM FOR REGISTERING E-MAIL ID IN RECORDS OF THE COMPANY

Registered Folio No./DP ID*/Client ID*	
Name(s) of Member(s)/Beneficial Owner: (including joint holders, if any, in block letters)	
Registered address of the sole/first named Member/Beneficial Owner	
No. of shares held	
E-mail ID	

*applicable to investors holding shares in dematerialized form

BANSWARA SYNTAX LIMITED

Regd. Office: Industrial Area, Dahod Road, Banswara-327 001 (Raj.)

CIN : L24302RJ1976PLC001684

Dear Shareholders,

SEBI, vide its letter No.DCC/FITTCIR-3/2001 dated 15th October 2001, has advised that all companies should mandatory use Electronic Clearing Services (ECS) facility for distributing dividends or other cash benefits to the investors where available. In the absence of availability of ECS facility, the companies may use warrants for distributing the Dividends.

Currently, ECS facility is available at locations specified by RBI. We request all the shareholders to give their bank details so that all future Dividend payments can be remitted through ECS. In case of shareholders staying at locations not currently covered by ECS, the bank account details will be used for suffixing along with the name of the shareholder on the dividend warrants issued in future.

For Banswara Syntax Limited

J.K. JAIN

CFD & Company Secretary

ECS MANDATE FORM

(For use by Shareholders holding Shares in physical mode only)

Banswara Syntax Limited,
Industrial Area, Dahod Road
BANSWARA-327 001 (RAJ.)

Dear Sirs,

Change in mode of payments to Electronic Clearing Services (ECS)

I hereby consent to have the amount of Dividend on my equity shares credited through the Electronic Clearing System (Credit Clearing) [ECS]. The particulars are:

1. Folio No. : _____
[Folio No. given in equity share certificate(s)]
2. Member's Name: Mr./Ms. : _____
3. Member's address : _____
4. Particulars of the Bank A/C : _____
* Bank name : _____
* Branch name : _____
* Mention the 9-digit code number of the bank and
branch appearing on the MICR cheque issued by the bank : _____
(Please attach a photocopy of a cheque or a blank cancelled cheque issued by your bank for verifying the accuracy of the
code number)

* Account type (please) Savings Current Cash Credit

* Account number (as appearing on the cheque book) : _____

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information for any reasons, I would not hold the Company responsible. I also undertake to advise changes, if any, in the particulars of my account to facilitate updation of records for purposes of credit of Dividend amount through ECS.

Signature of the first named/sole Member

Note :

1. Please complete the form and send it to the Company if you are holding share certificate(s) in physical form.
2. IN CASE YOUR SHARES ARE IN DEMATERIALIZED FORM, INFORM/UPDATE YOUR INFORMATION DIRECTLY WITH THE DEPOSITORY PARTICIPANT (DP) WITH WHOM YOU ARE MAINTAINING DEMAT ACCOUNT AND NOT TO THE COMPANY.
3. In case of more than one Folio please complete the details on separate sheets.
4. Payment through ECS is subject to the rules and regulations of the Scheme of ECS of the Reserve Bank of India from time to time.

Place :

Date :

BANSWARA SYNTEX LIMITED

Regd. Office : Industrial Area, Dahod Road, BANSWARA-327 001(Raj.)
CIN: L24302RJ1976PLC001684

PROXY FORM

Regd. Folio No. / DPID & Client ID No.	
No. of Shares	

39th Annual General Meeting

I/We _____
of _____ in the District of _____
being a member /members of the above named Company hereby appoint
Mr./Ms. _____ of _____ in the district of _____
_____ or failing him _____ of _____
_____ in the district of _____

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 3.30 P.M. on Saturday, the 12th September, 2015 and at any adjournment thereof.

Signed this day _____ of _____ 2015

Signature _____

AFFIX
1 Rupee
revenue
stamp

Note : This form in order to be effective should be duly filled and signed across stamp and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

BANSWARA SYNTEX LIMITED

Regd. Office: Industrial Area, Dahod Road, BANSWARA-327 001(Raj.)
CIN: L24302RJ1976PLC001684

ATTENDANCE SLIP

Regd. Folio No. / DPID & Client ID No.	
No. of Shares	

39th Annual General Meeting

I certify that I am a registered shareholder /proxy for the registered shareholder of the Company.
I hereby record my presence at the Annual General Meeting of the Company at 3.30 P.M. on Saturday, the 12th September, 2015 at the Company's Registered Office.

Member's/Proxy's name in BLOCK Letters _____

Member's/Proxy's Signature _____

Note : Please fill in this attendance slip and hand it over at the ENTRANCE .
Members are requested to bring their copy of Annual Report to the meeting.

Please read the instructions printed under the note no. 24 to the Notice of the 39th Annual General Meeting. The e-voting will commence at 10.00 a.m. on September 8, 2015 and end at 5.00 p.m. on September 11, 2015 (i.e. e-voting shall remain open for maximum 3 days only). Thereafter, the voting module shall be disabled by CDSL.

ANNUAL REPORT 2014-15

To,

If undelivered, please return to

BANSWARA SYNTEX LIMITED

Industrial Area, Dahod Road,

BANSWARA - 327 001 (Raj.)

Web : www.banswarasyntex.com

Phone : +91-(2962)-257676, 679-681, 257195-197, 240690

Fax : +91-2962-240692