

MEWAR POLYTEX LIMITED



**THIRTY FIFTH
ANNUAL REPORT**
2014 - 2015

MEWAR POLYTEX LIMITED

BANKERS

State Bank of India

COMPANY SECRETARY

Niraj Khamesra

CHIEF FINANCIAL OFFICER

Dinesh Kumar Jain

STATUTORY AUDITORS

Om Prakash S. Chaplot & Co.

SECRETARIAL AUDITORS

Siddhi Jain & Associates

INTERNAL AUDITORS

Rajesh Suthar & Associates

REGISTERED OFFICE

207 (A) Mewar Industrial Area
Road No.11, Madri,
Udaipur (Raj.)-313003
Phone : 0294 - 2491036 / 2491736
E-mail : shareholders@mewarpolytex.com
Website : www.mewarpolytex.com
CIN - L25201RJ1979PLC001879

WORKS :

Unit-I

207 (A), Mewar Industrial Area,
Road No. 11, Madri, Udaipur.

Unit-II

Jhadol Phalasia Road,
Village Nai, Udaipur.

BOARD OF DIRECTORS :

Mr. R. L. MEHTA

(DIN - 00886730)

Mr. ANIK SHAH

(DIN - 02424922)

Mr. DINESH MOHANLAL SANGHVI

(DIN - 00074575)

Mr. SANDEEP BAPNA

(DIN - 00594608)

Mr. VINOD BAFNA

(DIN - 00736144)

Mr. B. H. BAPNA

(DIN - 00594590)

Mr. KHUBILAL JUGRAJ RATHOD

(DIN - 00122867) Upto 30th July 2014

Mr. SUMIT KUMAR VIMAL CHAND RATHOD

(DIN - 02987687) wef. 24th Sept. 2014

Mrs. SHILPA BAPNA

(DIN - 00594514) wef. 19th March 2015

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MEWAR POLYTEX LIMITED

Regd. Office: 207 (A), Mewar Industrial Area, Road No. 11, Madri, Udaipur - 313 003 (Raj.)

Email: shareholders@mewarpolytex.com

CIN: L25201RJ1979PLC001879

NOTICE

Notice is hereby given that the **Thirty Fifth Annual General Meeting** of the Members of **MEWAR POLYTEX LIMITED** (CIN L25201RJ1979PLC001879) will be held at the Registered Office of the Company at 207 (A) Mewar Industrial Area, Road No. 11, Madri, Udaipur – 313 003 (Raj.) on Wednesday 16th September 2015 at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at 31st March 2015 and the Statement of Profit & Loss for the year ended 31st March 2015 together with the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sandeep Bapna (DIN - 00594608), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution.

“RESLOVED THAT pursuant to the provisions of sections 139 (9) and 142 (1) and other applicable provisions, if any, (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) of the Companies Act 2013, read with rules made there under, the appointment of M/s Om Prakash S Chaplot & Co., Chartered Accountants (Regn. No.000127C) approved in the 34th Annual General Meeting until 37th Annual General Meeting is hereby ratified in this Annual general Meeting till conclusion of next Annual General Meeting, with remuneration as may be decided by the Board of Directors.”

SPECIAL BUSINESS

4. **Appointment of Mrs. Shilpa Bapna (DIN - 00594514) as Director**

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

“RESOLVED THAT Mrs. Shilpa Bapna (DIN - 00594514), who has been appointed as an Additional Director of the Company with effect from 19th March, 2015, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office

MEWAR POLYTEX LIMITED

of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company whose period of office shall liable to retire by rotation in the Annual General Meeting (AGM)”.

5. Ratification of Appointment of Mr. Dinesh Kumar Jain as CFO

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

“RESOLVED THAT pursuant to the provisions of Section 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the Company be and is hereby accorded to ratify the appointment of Shri Dinesh Kumar Jain as Chief Financial Officer (CFO) of the Company.”

6. Re-designation of Mr. Sandeep Bapna (DIN - 00594608) as Executive Director

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the Company be and is hereby accorded for re-designation (change in designation) of Mr. Sandeep Bapna (DIN - 00594608) from “Whole Time Director” to “Executive Director” of the Company.”

7. Re-designation of Mr. Vinod Bafna (DIN - 00736144) as Executive Director

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the Company be and is hereby accorded for re-designation (change in designation) of Mr. Vinod Bafna (DIN - 00736144) from “Whole Time Director” to “Executive Director” of the Company.”

Registered Office:

207 (A) Mewar Industrial Area
Road No.11, Madri,
Udaipur - 313003 (Raj.)

Udaipur, the 26th May 2015

By order of the Board of Directors

sd/-
Niraj Khamesra
Company Secretary
M. No. - ACS- 26027

MEWAR POLYTEX LIMITED

NOTES

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Books of the company will be closed from 10th September 2015 to 16th September 2015 both days inclusive.
3. Appointment/ reappointment of Directors: Pursuant to Clause 49 of the Listing Agreement, additional information on Directors seeking appointment / reappointment at the Annual General Meeting is provided in the Annual report.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the meeting, is annexed hereto.
5. The Ministry of Corporate Affairs (“Ministry”), Government of India, has taken a “Green Initiative in Corporate Governance” by allowing paperless compliances by Companies through electronic mode. As per the Circular No. 17/2011, dated 21.04.2011 and Circular No. 18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, companies can now send various notices/documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors Report, Auditors Report etc.) to their shareholders through electronic mode, to the registered email addresses of the shareholders.
6. In terms of Circular No. 17/2011, dated 21.04.2011 and Circular No. 18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, under Green initiative in the Corporate Governance all the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents Ankit Consultancy Pvt. Ltd, 60, Electronic Complex, Pardeshipura, Indore (M.P.) – 452010 whose e-mail id is ankit_4321@yahoo.com mentioning the Company's name i.e., Mewar Polytex Limited so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic mode to their mail address.
7. Members are requested to intimate the change in their addresses, if any, to the Company's Registrar and Share Transfer Agents, Ankit Consultancy Pvt. Ltd, 60, Electronic Complex, Pardeshipura, Indore (M.P.) - 452010.
8. Voting through electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 35th Annual General Meeting (AGM) by electronic

MEWAR POLYTEX LIMITED

means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 13th September, 2015 (9.00 AM) and ends on 15th September, 2015 (5.00 PM). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 9th September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Depository Participants(s)]:
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or a combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
 - (vii) Select “EVEN” (E-voting Event Number) of “Mewar Polytex Limited”.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

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- (xii) Institutional & Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to navratankumawat@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- (i) Initial password will be provided/intimated through Letter from our Registrar:

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

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of 9th September, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e 9th September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the AGM through Poling Paper.

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- XII. Mr. Navratan Kumawat, Chartered Accountant in Whole Time Practice has been appointed as Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” / “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.mewarpolytex.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited, Mumbai.

Registered Office:

207 (A) Mewar Industrial Area
Road No.11, Madri,
Udaipur - 313003 (Raj.)

Udaipur, the 26th May 2015

By order of the Board of Directors

sd/-

Niraj Khamesra
Company Secretary
M. No. - ACS- 26027

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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 4 to 7 of the Notice:

Item No. 4

In compliance with the provisions of Section 149(1) of the Companies Act, 2013 read with amended Clause 49 of the listing agreement, the Company should have at least one woman Director in the Board of Directors.

Keeping in view the above legal compliance, the Board of Directors has proposed that Mrs. Shilpa Bapna be appointed as a Director of the Company whose period of office is liable to retire by rotation.

Consequently, proposal of such appointment is made at the ensuing 35th AGM of the Company.

Brief resume of Mrs. Shilpa Bapna along with other details as required under Clause 49 of the Listing Agreement is provided in the 'Corporate Governance Report' forming part of this Annual Report.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Shilpa Bapna for the office of Director of the Company. She holds the office of a Director within the limit given under Section 165 of the Companies Act, 2013. She fulfils other provisions laid down under the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mrs. Shilpa Bapna is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Except Mrs. Shilpa Bapna, being an appointee, Mr. B.H. Bapna and Mr. Sandeep Bapna relatives of Mrs. Shilpa Bapna, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, in any way, financial or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item No. 5

In compliance with the provisions of Section 203 of the Companies Act, 2013, Mr. Dinesh Kumar Jain was appointed as Chief Financial Officer (CFO) of the Company by the Board of Directors at their meeting held on 19.03.2015.

He specializes in the field of Finance, Excise and Accounts of the Company.

Your Directors recommend the resolution as set out in the item no. 5 of the Notice which provides for member's ratification for appointment of Chief Financial Officer.

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Except Mr. Dinesh Kumar Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, in any way, financial or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6

The Board of Directors at their meeting held on 30.07.2014 has recommended to members for re-appointment of Mr. Sandeep Bapna as Whole Time Director of the Company for a period of Five (5) years and the member's approval has been accorded at the 34th AGM held on dated 24.09.2014.

Mr. Sandeep Bapna informed the Company that due to his pre-occupation in other businesses it would not be possible for him to devote his whole time in day to day affairs of the Company and therefore has expressed his unwillingness to act as a Whole Time Director of the Company.

He further stated that he shall continue to devote his services as “Executive Director” of the Company.

Your Directors recommend the resolution as set out in the item no. 6 of the Notice.

Except Mr. Sandeep Bapna, being an appointee, Mr. B.H. Bapna, Mrs. Shilpa Bapna and their respective relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, in any way, financial or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No. 7

The Board of Directors at their meeting held on 30.07.2014 has recommended to members for re-appointment of Mr. Vinod Bafna as Whole Time Director of the Company for a period of Five (5) years and the member's approval has been accorded at the 34th AGM held on dated 24.09.2014.

Mr. Vinod Bafna informed the Company that due to his pre-occupation in other businesses it would not be possible for him to devote his whole time in day to day affairs of the Company and therefore has expressed his unwillingness to act as a Whole Time Director of the Company.

He further stated that he shall continue to devote his services as “Executive Director” of the Company.

Your Directors recommend the resolution as set out in the item no. 7 of the Notice.

Except Mr. Vinod Bafna, being an appointee, and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, in any way, financial or otherwise, in the resolution set out at Item No. 7 of the Notice.

MEWAR POLYTEX LIMITED**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT
THE ANNUAL GENERAL MEETING
(Pursuant to Clause 49 of the Listing Agreement)**

Name of the Director	Mr. Sandeep Bapna	Mrs. Shilpa Bapna
Date of Birth	12-10-1970	03-08-1972
Date of Appointment	24/09/1990	19-03-2015
Qualifications	B.com, Master of Management Studies, NMIMS, Mumbai University	M.Com
Expertise in specific functional areas	He is a Director of the company since September-1990. He specializes in the field of finance and managing the exports of the company.	She is young, dynamic business executive. She has varied experience in managing Finance, Accounts and Administration.
List of Companies in which outside Directorship held as on 31.03.2015	Sun Polytex Pvt. Ltd. Harmony Plastics Pvt. Ltd.	Sun Polytex Pvt. Ltd. Harmony Plastics Pvt. Ltd. Venus Polytex Pvt. Ltd.
Number of equity shares held in the Company	304900	275450
Chairman / Member of the Committees of other Companies on which he/she is a member as on 31.03.2015	NIL	NIL

MEWAR POLYTEX LIMITED

DIRECTORS' REPORT

To The Members

Your Directors have pleasure in presenting the Thirty Fifth Annual Report together with the Audited Accounts of your Company for the year ended 31st March 2015.

FINANCIAL RESULTS

	(Rs. In Lacs)	
	2014-15	2013-14
Profit before interest, depreciation and taxes	414.26	233.42
<i>Less:</i>		
Interest	51.42	39.33
Depreciation	112.82	89.24
Profit before Tax	250.02	104.85
Add: Exceptional Items	25.86	47.65
Less: Provision for taxation		
Current	99.59	30.90
Deferred	(12.53)	14.63
Earlier Year	0.21	0.15
Profit after tax	188.61	106.82
Earning (Rs.) per share before Exceptional Items	5.04	1.83
Earning (Rs.) per share after Exceptional Items	5.84	3.31

The Company proposes to transfer whole amount of profit to the General Reserves.

OPERATIONS

During the year under review the Company has been able to achieve a turnover of Rs. 5563.08 Lacs as against the turnover of Rs. 4936.96 Lacs during 2013-2014, an increase of 12.68%.

The Net Profit after tax as at Rs. 188.61 Lacs (Previous Year Rs. 106.82 Lacs) is after providing for interest of Rs 51.42 Lacs (Previous Year Rs. 39.33 Lacs) and Depreciation of Rs 112.82 Lacs (Previous Year Rs. 89.24 Lacs) increases by 76.57%.

Above Net profit after tax includes profit due to Exceptional items i.e. refund from the excise department which amounts to Rs. 25.86 Lacs during financial year 14-15 (Previous Year Rs. 47.65 Lacs which is due to profit on sale of shares).

EXPORT

The Company's export was higher at Rs 3513.49 Lacs (including deemed export of Rs. 53.11 Lacs) in current year as compared to Rs. 2734.93 Lacs (including deemed export of Rs. 126.30 lacs) in the previous year.

MEWAR POLYTEX LIMITED

DIVIDEND

The Board of Directors is not recommending any dividend for the year 2014-2015.

DIRECTORS

Mr. Sandeep Bapna retires by rotation and, being eligible, offers himself for re-appointment. The Directors recommend Mr. Sandeep Bapna for re-appointment.

Mr. K.J. Rathod has tendered his resignation and therefore ceased to be director of the Company w.e.f. 30.07.2014. Board of Directors expresses their sincere thanks and gratitude for services rendered to the Company during his tenure as Director.

Mr. Sumit Kumar Vimal Chand Rathod has been appointed as Non Executive Independent Director at 34th AGM of the Company held on dated 24.09.2014.

Mrs. Shilpa Bapna who was appointed as Additional Director w.e.f. 19-03-2015 pursuant to provisions of Section 149(1) of the Companies Act, 2013 read with amended Clause 49 of the listing agreement now proposed to be appointed as Director of the Company. The Directors also recommends Mrs. Shilpa Bapna appointment.

Mr. Sandeep Bapna & Mr. Vinod Bafna, Whole Time Directors of the Company has requested the Company that due to their pre-occupation in other businesses it would not be possible for them to devote their whole time in managing the substantial affairs of the Company. However they express their consent to be associated with the company as “Executive Director” instead of “Whole Time Director”. The Board of Directors considering their request recommends change in designation of Mr. Sandeep Bapna and Mr. Vinod Bafna as “Executive Director” instead of “Whole Time Director.”

Declaration by Independent Directors

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.

Board evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

MEWAR POLYTEX LIMITED

Nomination & Remuneration Policy

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

Meetings

During the year seven Board Meetings and four Audit Committee Meetings were convened and held. The details of dates of Board meetings, Committee Meetings indicating the number of meetings attended by each director are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

FIXED DEPOSITS

Your Company has not accepted any deposits within the meaning of section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 and Schedule VII of the Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the Company. However the Board of Directors constantly reviews the areas where the social expenditures for eradicating hunger and poverty, promotion of education and medical aid can be made and will make the suitable expenditures, as may be necessary.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. This policy is also posted on the website of the Company.

Internal Control System and its Adequacy

The Company is following a proper and adequate system of internal control in respect of all its activities including safeguarding and protecting its assets against loss from unauthorized use or disposition. Further all transactions entered into by the Company are duly authorized, recorded and reported correctly.

MEWAR POLYTEX LIMITED

The internal control system is supplemented by an extensive programme of audit, reviews by management and established policies, guidelines and procedures. The system are designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business except the transaction which was entered into with M/s Harmony Plastics Private Limited for leasing of its property situated at Himmatnagar, Gujarat which was on an arm's length basis but not in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts entered during the year as per Form AOC-2 is enclosed as Annexure – B.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013, the Rules thereunder and the Listing Agreement. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 in annexed herewith as Annexure – C.

DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY

The Company has been addressing various risks impacting the Company and the policy of the Company on risk management is provided elsewhere in this Annual Report in Management Discussion and Analysis.

SHARE CAPITAL

The equity shares of the Company have been made available for dematerialisation under the depository system operated by NSDL with effect from 1st November 2001 and with CDSL from 30th October 2001. This will facilitate the shareholders to maintain their holdings in “electronic form”.

The company's shares are listed on the BSE.

MEWAR POLYTEX LIMITED

CORPORATE GOVERNANCE CODE

Pursuant to clause 49 of the listing agreement, a report on Corporate Governance, along with Auditors certificate regarding compliance of conditions of corporate governance and Management Discussion and Analysis is separately given in this report.

PARTICULARS OF EMPLOYEES

In compliance with the provisions contained in Rule 5(2) and Rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is stated that there was no employee in the Company drawing remuneration of Rs. 5,00,000/- or more per month, if employed for part of the year or Rs. 60,00,000/- or more, if employed for the whole year in the Company. Further the remuneration paid to all Key Managerial Personnel was in accordance with remuneration policy adopted by the company.

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The percentage of increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2014-2015, ratio of remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2014 – 2015 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sl. No.	Name	Designation	Remuneration paid (Rs. In Lacs)		% increase in Remuneration in the Financial Year 2014-2015	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
			2014-2015	2013-2014			
1.	B.H. Bapna	Managing Director	-	-	N.A	N.A	Profit before Tax increased by 80.91% & Profit after Tax increased by 76.57% in Financial Year 2014 - 2015
2.	Sandeep Bapna	Whole Time Director	-	-	N.A	N.A	
3.	Vinod Bafna	Whole Time Director	-	-	N.A	N.A	
4.	Shilpa Bapna	Director	-	-	N.A	N.A	
5.	Dinesh Kumar Jain	CFO	7.84	6.52	20.24%	N.A	
6.	Niraj Khamesra	Company Secretary	1.50	NIL	*N.A	N.A	

MEWAR POLYTEX LIMITED

* Mr. Niraj Khamesra, Company Secretary was appointed during the year hence comparison of the Remuneration of the KMP against the performance of the Company is not applicable.

- (ii) The median remuneration of the employees of the Company during the financial year was Rs.1,31,368/-
- (iii) In the financial year, there was an increase of 7.71 % in the median remuneration of employees;
- (iv) There were 105 permanent employees on the rolls of the Company as on March 31, 2015;
- (v) a) Variations in the market capitalization of the Company : The market capitalization as on March 31, 2015 was Rs. 700.91 lacs (Rs. 1582.70 lacs as on March 31, 2014)

b) Price Earnings ratio of the Company was 3.72 as at March 31, 2015 and was 14.80 as at March 31, 2014
- (vi) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e 2014-15 was 14.17% and percentage increase in the managerial remuneration for the same financial year was 20.24%.
- (vii) The ratio of the remuneration of the highest paid director to that of employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and
- (viii) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 (5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- (a) In the preparation of the annual accounts for the year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the period;
- (c) they 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 fraud and other irregularities;

MEWAR POLYTEX LIMITED

- (d) they have prepared the annual accounts on a going concern basis;
- (e) they have laid down internal financial controls in the company that are adequate and were operating effectively;
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

CONSERVATION OF ENERGY

The Company has taken adequate steps for energy conservation.

Since the Companies does not fall under the list of industries, which should furnish this information in Form A annexed to the aforesaid Rules, the question of furnishing the same does not arise.

TECHNOLOGY ABSORPTION

Company is constantly taking steps to absorb better technology with a view to reduce the cost of production and improve the product quality.

FOREIGN EXCHANGE EARNINGS AND OUT GO

The Foreign Exchange Earnings and Out-go during the year has been as follows:

Earnings	: Rs.	346,037,566/-	(previous year Rs. 260,862,602/-)
Outgo	: Rs.	21,383,182/-	(previous year Rs. 21,163,499/-)

AUDIT OBSERVATIONS

As regards the Auditors report the points raised therein have been adequately explained in the Notes to the Accounts and as such the directors have no further comments to offer.

MEWAR POLYTEX LIMITED

AUDITORS

i) Statutory Auditors:

The Auditors, M/s Om Prakash S Chaplot & Co. (Firm Regn. No. 000127C) have been appointed as statutory auditors of the company at the last Annual General Meeting held on 24.09.2014 for a period of three years subject to ratification by members at every consequent Annual General Meeting. Therefore, ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

ii) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Siddhi Jain & Associates (CP No. 11779), Company Secretaries to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as 'Annexure A'.

iii) Internal Auditors:

M/s Rajesh Suthar & Associates, Chartered Accountants performs the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time.

ACKNOWLEDGMENT

Your Directors take this opportunity to place on record their sincere appreciation for the cooperation received from Government and Commercial Banks. They also sincerely appreciate efficient and loyal services rendered by the Employees of the Company at all levels throughout during the year.

Registered Office:

207 (A) Mewar Industrial Area
Road No.11, Madri,
Udaipur - 313003 (Raj.)

Udaipur, the 26th May 2015

For and on behalf of Board of Directors

sd/-
B.H. BAPNA
Managing Director
DIN - 00594590

sd/-
VINOD BAFNA
Director
DIN - 00736144

MEWAR POLYTEX LIMITED

ANNEXURE – A

FORM NO. MR-3

Secretarial Audit Report

(For the financial year ended 31st March 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]

To,
The Members
Mewar Polytex Limited
207(A), Road No.11,
Mewar Industrial Area, Madri,
Udaipur – 313003
Rajasthan

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mewar Polytex 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 my opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Mewar Polytex Limited (“The Company”)** for the period ended on 31st March 2015 according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (**Not applicable to the company during the Audit period**)
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**') to the extent applicable to the Company :-

MEWAR POLYTEX LIMITED

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; The Company has not received any disclosure under Regulation 29 and 30. Further no disclosure has been made to the Stock Exchange relating to Regulation 30(2).
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; **(Not applicable to the company during the Audit period)**
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the company during the Audit period)**
- d. 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;
- e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not applicable to the company during the Audit period)**
- f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the company during the Audit period)**
- g. the Company has complied with the requirements under the Equity Listing Agreements entered into with Bombay Stock Exchange Limited (BSE); and
- h. The Memorandum and Articles of Association.

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not applicable to the Company as on today).
- ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited.

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

I further report that:

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

MEWAR POLYTEX LIMITED

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

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

The Company has obtained all necessary approvals under the various provisions of the Act; and there was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

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

Place: Mumbai
Dated: 26th May 2015

sd/-
Siddhi Jain
Mem. No. ACS-24614
COP: 11779

ANNEXURE – B

FORM 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 arm's length transaction under third proviso is given below:

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

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

MEWAR POLYTEX LIMITED

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

S.No.	Particulars	Details	
a)	Name (s) of the related party	Harmony Plastics Pvt. Ltd.	Sun Polytex Pvt. Ltd.
b)	Nature of Relationship	Three of Directors are interested	Three of Directors are interested
c)	Nature of contracts/ arrangements /transactions	By Agreement	By Agreement
d)	Duration of the contracts/ arrangements /transactions	20.12.2014 to 31.03.2019	20.12.2014 to 31.03.2019
e)	Salient terms of the contracts or arrangements or transactions	Sale, Purchase or Supply of any Goods or Materials Leasing of Property	Sale, Purchase or Supply of any Goods or Materials /Job Works
f)	Date(s) of approval by the Board	21.11.2014	21.11.2014
g)	Justification for entering into such contracts or arrangements or transactions	Approved by members on EGM held on dated 20.12.2014	Approved by members on EGM held on dated 20.12.2014
h)	Amount paid as advances, if any	NIL	NIL

S.No.	Particulars	Details	
a)	Name (s) of the related party	Anita Plastics Inc.	Plasti Weave Industries LLP
b)	Nature of Relationship	One Director is Interested	Two Directors are Interested
c)	Nature of contracts/ arrangements /transactions	By Agreement	By Agreement
d)	Duration of the contracts/ arrangements /transactions	20.12.2014 to 31.03.2019	20.12.2014 to 31.03.2019
e)	Salient terms of the contracts or arrangements or transactions	Sale, Purchase or Supply of any Goods or Materials	Sale, Purchase or Supply of any Goods or Materials / Job Works
f)	Date(s) of approval by the Board	21.11.2014	21.11.2014
g)	Justification for entering into such contracts or arrangements or transactions	Approved by members on EGM held on dated 20.12.2014	Approved by members on EGM held on dated 20.12.2014
h)	Amount paid as advances, if any	NIL	NIL

MEWAR POLYTEX LIMITED

ANNEXURE – C

FORM NO. MGT - 9

Extract of Annual Return as on Financial Year ended on 31st March, 2015

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

I. REGISTRATION AND OTHER DETAILS:

CIN	L25201RJ1979PLC001879
Registration Date	09/05/1979
Name of the Company	Mewar Polytex Limited
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered office and contact details	207 (A) Mewar Industrial Area, Road No.11, Madri, Udaipur - 313 003 (Raj.) Tel No. : 0294 - 2491036 / 2491736
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Ankit Consultancy Private Limited 60, Electronic Complex, Pardeshipura, Indore - 452010 Tel No. : 0731 - 2551745 - 46

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S.No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
1.	HDPE/PP Woven Fabric, Tape, Sacks & Waste	22203 & 22209	100 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S.No.	Name and Address of the Company	CIN/GLN	Holding / Subsidy Associate	% of share held	Applicable Section
1.	NONE				

MEWAR POLYTEX LIMITED

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. Promoters									
(1) Indian									
a) Individual / HUF	1902200	221500	2123700	65.75	1902200	217800	2120000	65.63	0.12
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt. (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	52500	215100	267600	8.28	56800	226800	283600	8.78	0.50
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub Total (A) (1)	1954700	436600	2391300	74.03	1959000	444600	2403600	74.41	0.38
(2) Foreign									
a) NRI -Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub Total (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = (A) (1) + (A) (2)	1954700	436600	2391300	74.03	1959000	444600	2403600	74.41	0.38
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt. (s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
h) Others (specify)	0	0	0	0	0	0	0	0	0
Sub Total (B) (1)	0	0	0	0	0	0	0	0	0

MEWAR POLYTEX LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
(2) Non Institutions									
a) Bodies Corporate	89162	7000	96162	2.98	24184	300	24484	0.76	2.22
b) Individuals									
i) Individual Shareholders holding nominal share capital up to Rs. 1 lacs	173884	131320	305204	9.45	174439	128320	302759	9.37	0.08
ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lacs	165834	0	165834	5.13	227432	0	227432	7.04	1.91
c) Any Other (specify) NRI & OCB	79800	191700	271500	8.41	80025	191700	271725	8.41	0.00
d) Foreign Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (B) (2)	508680	330020	838700	25.97	506080	320320	826400	25.59	0.38
Total Public Shareholding (B) = (B) (1) + (B) (2)	508680	330020	838700	25.97	506080	320320	826400	25.59	0.38
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+ B+ C)	2463380	766620	3230000	100	2465080	764920	3230000	100	0.00

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ii) Shareholding of Promoters

S. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total shares of the Comp-any	% of shares pledged encumbered to total shares	No. of Shares	% of total shares of the Comp-any	% of shares pledged encumbered to total shares	
1	Sandeep Bapna	304900	9.44	0	304900	9.44	0	0.00
2	B.H. Bapna	281500	8.72	0	281500	8.72	0	0.00
3	Cedar Investments Pvt. Ltd.	175100	5.42	0	178100	5.51	0	0.09
4	Sandeep Bapna (HUF)	90000	2.79	0	90000	2.79	0	0.00
5	Varun Bapna	50000	1.55	0	50000	1.55	0	0.00
6	Aruna Bafna	274650	8.50	0	274650	8.50	0	0.00
7	Mangla Bapna	280300	8.68	0	280300	8.68	0	0.00
8	Vinod Bafna	80400	2.49	0	80600	2.50	0	0.01
9	Sanket Bafna	41100	1.27	0	41100	1.27	0	0.00
10	Venus Polytex Pvt. Ltd.	92500	2.86	0	95000	2.94	0	0.08
11	B.H. Bapna (HUF)	42300	1.31	0	42300	1.31	0	0.00
12	Vinod Chandmal Bafna (HUF)	35000	1.08	0	35000	1.08	0	0.00
13	Saurabh Bapna	34000	1.05	0	34000	1.05	0	0.00
14	Rhea Bhandari	21300	0.66	0	21300	0.66	0	0.00
15	Anushka Bhandari	20000	0.62	0	20000	0.62	0	0.00
16	Sandhya Vijendra Bafna	108800	3.37	0	108800	3.37	0	0.00
17	Vijendra Bafna	113600	3.52	0	113600	3.52	0	0.00
18	Vijendra Bafna (HUF)	15300	0.47	0	15300	0.47	0	0.00
19	M.V. Sanghvi	4400	0.14	0	0	0.00	0	-0.14
20	Anita Bhandari	2000	0.06	0	2000	0.06	0	0.00
21	Sumit Chhagan Bapna	100	0.00	0	100	0.00	0	0.00
22	Shilpa Bapna	275450	8.53	0	275450	8.53	0	0.00
23	Vivaan Sandeep Bapna	48600	1.50	0	48600	1.50	0	0.00
24	Plasti Weave Industries LLP	0	0.00	0	5000	0.15	0	0.15
25	Sisarma Plastics LLP	0	0.00	0	6000	0.19	0	0.19
	Total	2382300	74.03	0	2403600	74.41	0	0.38

MEWAR POLYTEX LIMITED

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

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	2382300	74.03	2403600	74.41
2	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc.)	M.V. Sanghvi holding 4400 shares ceased to be promoter due to death. Venus Polytex Pvt. Ltd. purchased 2500 shares from Bal Mukund Ladha on 18/04/2014			
3	At the end of the year	2403600	74.41	2403600	74.41

iv) Shareholding pattern of top ten Shareholders

(other than Directors, Promoters & Holders of GDRs & ADRs)

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Park Continental Limited	53550	1.66	0	0.00
2	Kakubhai Jaujani Manji	40000	1.24	40000	1.24
3	Vimal Chand J Rathod	39200	1.21	39200	1.21
4	Nirmala K Rathod	38800	1.20	38800	1.20
5	Chandra Prabha Nagori	35000	1.08	35000	1.08
6	Sheil Laxmi Mehta	30000	0.93	30000	0.93
7	Ankit Securities & Finance Co. Pvt. Ltd.	29000	0.90	0	0.00
8	Gunwanti Bafna	26600	0.82	26600	0.82
9	Dinesh Bafna	26600	0.82	26600	0.82
10	Kala Bafna	26600	0.82	26600	0.82
11	Vijeta Suthar	500	0.00	27550	0.85
12	Nandlal Khatri	0	0.00	25300	0.78

MEWAR POLYTEX LIMITED

v) Shareholding of Directors and Key Managerial Personnel

S. No.	For Each of the Directors & 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
	Shareholding of Key Managerial Personnel:				
1	Mr. Dinesh Kumar Jain				
	At the beginning of the year	550	0.01	550	0.01
	At the end of the year	550	0.01	550	0.01
2	Mr. Niraj Khamesra				
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
	Shareholding of Directors:				
3	Mr. Dinesh Mohanlal Sanghavi				
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
4	Mr. Roshan Lal Mehta				
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
5	Mr. Sumit Kumar Vimal Chand Rathod				
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
6	Mr. Anik Ramesh Shah				
	At the beginning of the year	10200	0.32	10200	0.32
	At the end of the year	10200	0.32	10200	0.32
7	Mr. B.H. Bapna				
	At the beginning of the year	281500	8.72	281500	8.72
	At the end of the year	281500	8.72	281500	8.72
8	Mr. Sandeep Bapna				
	At the beginning of the year	304900	9.44	304900	9.44
	At the end of the year	304900	9.44	304900	9.44
9	Mr. Vinod Bafna				
	At the beginning of the year	80400	2.49	80600	2.49
	At the end of the year	80600	2.49	80600	2.49
10	Mrs. Shilpa Bapna				
	At the beginning of the year	275450	8.53	275450	8.53
	At the end of the year	275450	8.53	275450	8.53
11	*Mr. Khubilal Jugraj Rathod				
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil

*Mr. Khubilal Jugraj Rathod ceased to be Director of the Company w.e.f. 30/07/2014.

MEWAR POLYTEX LIMITED

V. INDEBTEDNESS

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

(Rs. in Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	141.78	NIL	NIL	141.78
ii) Interest due but not paid	1.59	NA	NA	1.59
iii) Interest accrued but not due	-	NA	NA	-
Total (i+ ii + iii)	143.37	-	-	143.37
Change in Indebtedness during the financial year				
❖ Addition	NIL	NIL	NIL	NIL
❖ Reduction	43.32	NA	NA	43.32
Net Change	43.32	-	-	43.32
Indebtedness at the end of the financial year				
j) Principal Amount	98.94	NIL	NIL	98.94
iv) Interest due but not paid	1.11	NA	NA	1.11
v) Interest accrued but not due	-	NA	NA	-
Total (i+ ii + iii)	100.05			100.05

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs. in Lacs)

S. No.	Particulars of Remuneration	Name of MD/WTD/Executive Director/Manager				Total Amount
		Mr. B.H. Bapna Managing Director	Mr. Vinod Bafna Whole Time Director	Mr. Sandeep Bapna Whole Time Director	* Mrs. Shilpa Bapna Executive Director	
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	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity					
4	Commission					
	- As % of profit	-	-	-	-	-
	- Others, specify	-	-	-	-	-
5	Others, specify (Sitting Fees)	0.35	0.35	0.35	-	1.05
	Total (A)	0.35	0.35	0.35	-	1.05

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* Inducted as Woman Director on the Board w.e.f. 19.03.2015 i.e. last Board Meeting held in Financial Year 2014-2015 and therefore no sitting fees has been paid.

B) Remuneration to other directors:

(Rs. in Lacs)

S. No.	Particulars of Remuneration	Name of Director					Total Amount
		Mr. R. L. Mehta	Mr. K. J. Rathod	Mr. Sumit Rathod	Mr. Dinesh Sanghavi	Mr. Anik Shah	
1	Independent Directors						
	❖ Fee for attending board committee meetings	0.35	0.10	0.10	0.20	0.15	0.90
	❖ Commission	-	-	-	-	-	-
	❖ Other, please specify	-	-	-	-	-	-
	Total (1)	0.35	0.10	0.10	0.20	0.15	0.90
2	Other Non-Executive Directors						
	❖ Fee for attending board committee meetings	-	-	-	-	-	-
	❖ Commission	-	-	-	-	-	-
	❖ Other, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B) = (1+2)	0.35	0.10	0.10	0.20	0.15	0.90

C) Remuneration to Key Managerial Personnel Other than MD/Manager/WTD:

(Rs. in Lacs)

S. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. Niraj Khamesra, CS	Mr. Dinesh Kumar Jain, CFO	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1.50	7.76	9.26
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	0.08	0.08
	(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, specify (Sitting Fees)	-	-	-
	Total (A)	1.50	7.84	9.34

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VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

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MANAGEMENT DISCUSSION & ANALYSIS

The management of Mewar Polytex Limited present the analysis of performance of the Company for the year 2014-2015 and its outlook for the future. This outlook is based on assessment of the current business environment. It may vary due to future economic and other development both in India and abroad.

Financial Performance/Operational Performance:

The Company is engaged in manufacturing of coated and uncoated HDPE/PP woven fabric and sacks.

During the year under review the Company has been able to achieve a turnover of Rs. 5563.08 Lacs as against the turnover of Rs. 4936.96 Lacs during 2013-2014, an increase of 12.68%.

The Net Profit after tax was at Rs. 188.61 Lacs (Previous Year Rs. 106.82 Lacs) is after providing for interest of Rs 51.42 Lacs (Previous Year Rs. 39.33 Lacs) and Depreciation of Rs 112.82 Lacs (Previous Year Rs. 89.24 Lacs) increases by 76.57%.

Above Net profit after tax includes profit due to Exceptional items i.e. refund from the excise department which amounts to Rs. 25.86 lacs during financial year 2014-2015 (Previous year Rs. 47.65 Lacs which is due to profit on sale of shares).

Outlook

The Company's main approach will be to utilize all its resources, with improved and more effective management practices to get the large share of the market. The Company is also placing heavy emphasis on increasing customer satisfaction and goodwill. The Company's long-term objective is to emerge as global player in HDPE/PP woven market.

The customers today take quality and prompt delivery from suppliers as essential requirement. Price is very important factor in choosing a supplier. This represents an opportunity for your Company to grow. We have a reputation for good quality and prompt delivery. We have also reduced costs substantially. We are therefore, able to offer attractive prices to our customers.

Internal Control System and its Adequacy

The Company is following a proper and adequate system of internal control in respect of all its activities including safeguarding and protecting its assets against loss from unauthorized use or disposition. Further all transactions entered into by the Company are duly authorized, recorded and reported correctly.

The internal control system is supplemented by an extensive programme of audit, reviews by management and established policies, guidelines and procedures. The system are designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

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Business Risk Management

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion.

Therefore, in accordance with clause 49 of the listing agreement the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities.

Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk.

As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

Material Development in Human Resources/Industrial Relations Front

In order to develop the human resources, emphasis has been strengthened with a well-structured module at the in-house training center. There is good response to the system, which is constantly reviewed and upgraded, integrating the individual and the plant requirements.

The Performance appraisal system maintains the transparency and enhances the efficiency of the employees; thereby utilizing their potential up to the maximum possible level. Based on this appraisal system the good performers are suitably rewarded.

The relationship with the workers/employees remained cordial during the year.

Cautionary Statement

Statements, made herein describing the Company's expectations of predictions, are "forward looking statement". The actual results may differ from those expected or predicted. Prime factors that may make a difference to the Company's performance include market conditions, input cost, government regulations, and economic development within and outside the country.

Readers are cautioned not to place undue reliance on the forward looking statements.

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CORPORATE GOVERNANCE REPORT

Corporate Governance as required by clause 49 of Listing Agreement with Stock Exchange

Company's Philosophy on Corporate Governance:

Company's Philosophy on Corporate Governance is aimed at assisting the top management of the Company in the efficient conduct of the business and meeting its obligation to shareholders. Its Audit committee has been functioning since 2002. Emphasis therefore, is on adding value to its shareholders, investors, employees, suppliers, customers and the community.

Company's shareholders information policy revolves around disclosures and transparency. It takes initiatives to keep shareholders informed of the Company's performance at regular intervals, to attend their queries and to ensure quick transfer of shares.

The Board of Directors:

- (i) *Composition and size of the Board* : The Board consists of 8 directors including Managing Director; out of these 4 are non-executive independent Directors. The company did not have any pecuniary relation to transaction with non-executive directors during the year under review.
- (ii) Particulars of Directorships of other Companies:-

OTHER DIRECTORSHIP			
S.No.	Name of Director	Name of the Company	Position
1	Mr. B. H. Bapna (DIN - 00594590)	Sun Polytex Pvt. Ltd. Harmony Plastics Pvt. Ltd.	Director Director
2	Mr. Sandeep Bapna (DIN - 00594608)	Sun Polytex Pvt. Ltd. Harmony Plastics Pvt. Ltd.	Director Director
3	Mr. Vinod Bafna (DIN - 00736144)	Sun Polytex Pvt. Ltd. Harmony Plastics Pvt. Ltd.	Director Director
4	Mrs. Shilpa Bapna (DIN - 00594514)	Harmony Plastics Pvt. Ltd. Sun Polytex Pvt. Ltd. Venus Polytex Pvt. Ltd.	Director Director Director
5	Mr. Anik Ramesh Shah (DIN - 02424922)	-----Nil-----	
6	Mr. R. L. Mehta (DIN - 00886730)	-----Nil-----	
6	Mr. Dinesh Mohanlal Sanghvi (DIN - 00074575)	Daman Hotels & Resorts Ltd. Blue Pack Cartons Pvt. Ltd.	Director Director
7	Mr. Sumit Kumar Vimal Chand Rathod (DIN - 02987687)	Flair Pens Ltd.	Director

Director's Profile:

Brief resume of all the Directors, nature of their expertise in specific functional areas and their membership in Board Committees are given below.

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A) Sh. B.H.Bapna (DIN – 00594590):

He is a graduate in Electrical Engineering from M.S.University, Baroda and M.S.E.E. from University of California.

He has worked in USA for a period of 13 years, after which in the year 1979, he set up Mewar Polytex Limited and Plasti Weave Industries LLP for Manufacturing of light weight PP Fabric and Sacks. In the year 1993, he promoted Venus Polytex Private Limited and OBS Industries for Manufacturing of PP/ HDPE Laminated and Unlaminated Fabric and Sacks.

He is the Managing Director of the Company since 1994.

He is actively associated with the Udaipur Chamber of Commerce and Industry and has been the president of the same. He has been the president of Rotary Club Udaipur and the Mahaveer International Club of Udaipur and also has been associated with social and Religious Organizations. He is also a member of the Audit Committee.

B) Sh. Sumit Kumar Vimal Chand Rathod (DIN – 02987687):

He is engaged in the manufacturing of Flair Fountain Pens and Ball Pens. He is a young, dynamic business executive.

He has been appointed as Director of the Company w.e.f. 24th September, 2014.

C) Sh. R.L.Mehta (DIN – 00886730):

He retired from the post of Superintended of Central Excise. He has long and varied experience in Central Excise, Custom and Service tax. He is also member of the Audit Committee, Nomination and Remuneration Committee and Shareholder's/Investor's grievance Committee.

He has been appointed as Director of the Company in December-2005

D) Sh. Vinod Bafna (DIN – 00736144):

He is highly energetic and experienced business executive. After obtaining his graduation degree in Electronic Engineering, he worked for the year 1977 to September-1978 at Gwalior Rayon Silk Spinning (Weaving) Mills, NAGDA thereafter in October-1978 joined Cruiser Pen Company, Bombay.

He has been exposed to large projects right from the start of his career which has been of immense help to the company in acquiring Management, Engineering and project implementation. He is also a member of Nomination and Remuneration Committee.

He is a Director of the company since December-1984

E) Sh. Sandeep Bapna (DIN – 00594608):

He is a young, dynamic business executive. He graduated in Commerce in the year 1990 and thereafter completed Master of Management Studies (Finance) from NMIMS, Mumbai University. He is also member of the Shareholder/Investors grievance Committee.

He is a Director of the company since September-1990.

He specializes in the field of finance and managing the exports of the company.

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F) Sh. Anik Shah (DIN – 02424922):

He is young, dynamic business executive. He has been appointed as Director of the Company in March-2006. He is also member of Nomination and Remuneration Committee.

G) Sh. Dinesh Mohanlal Sanghvi (DIN – 00074575):

He has a long and varied experience in manufacturing. He has been appointed as Director of the Company in November-2011. He is also member of the Audit Committee, Nomination and Remuneration Committee and Shareholder's/Investor's grievance Committee.

H) Smt. Shilpa Bapna (DIN – 00594514)

She has been appointed as Director of the Company with effect from 19.03.2015 in compliance with the provisions of Clause 49 (II) of the listing agreement and Section 149 of the Companies Act, 2013. She is young, dynamic business executive.

Number of Board Meetings and sitting fee: During the year, 7 board meetings were held. The board was presented with the relevant and necessary information at its meetings. The dates on which the meetings were held are as follows:

29th May, 2014, 27th June, 2014, 30th July, 2014, 30th October, 2014, 21st November, 2014, 30th January, 2015 and 19th March, 2015

Attendance of each Director at the Board Meetings and the last AGM held on 24.09.2014:

Name of Director	Category	No. of Board Meeting Attended	Attended last AGM held on 24.09.2014	Committee memberships/ chairmanships	Sitting Fees (Rs.)
Mr. B.H. Bapna (DIN - 00594590)	Managing Director	7	Yes	Nil	35000
Mr. Sandeep Bapna (DIN - 00594608)	Director	7	Yes	Nil	35000
Mr. Vinod Bafna (DIN - 00736144)	Director	7	Yes	Nil	35000
*Mrs. Shilpa Bapna (DIN - 00594514)	Director	NA	NA	Nil	-
Mr. Roshan Lal Mehta (DIN - 00886730)	Non Executive Independent Director	7	Yes	Nil	35000
*Mr. Sumit Kumar Vimal Chand Rathod (DIN - 02987687)	Non Executive Independent Director	2	NA	Nil	10000
*Mr. K. J. Rathod (DIN - 00122867)	Non Executive Independent Director	2	NA	Nil	10000
Mr. Anik Ramesh Shah (DIN - 02424922)	Non Executive Independent Director	3	No	Nil	15000
Mr. Dinesh Mohanlal Sanghvi (DIN - 00074575)	Non Executive Independent Director	4	No	Nil	20000

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- * Mrs. Shilpa Bapna has been appointed as woman director on the Board w.e.f. 19.03.2015 i.e last Board Meeting held for F.Y. 2014-2015 and therefore has not attended any Board Meeting.
- * Mr. Sumit Kumar Vimal Chand Rathod has been appointed as Non Executive Independent Director at 34th AGM on 24.09.2014 therefore has not attended last AGM.
- * Mr. K.J. Rathod has ceased to be Director of the Company w.e.f 30.07.2014.

Code of Conduct:

The Board of Directors of the Company has approved and adopted code of conducts for Members of the Board of Directors and senior management of the Company. The Code is circulated to all the members of the Board and Senior management personnel and the compliance of the same is affirmed by them annually.

All Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct. The Managing Director has also confirmed and certified the same.

The Code of Conduct is available on the website of the Company.

Declaration

As provided under clause 49 of the Listing Agreement with the Bombay Stock Exchange, I affirm that the Board Members and the Senior Management Personnel have confirmed compliance with code of conduct as applicable to them, for the year ended 31st March, 2015.

26th May, 2015
Udaipur

Sd/-
B. H. Bapna
Managing Director
DIN- 00594590

Board Committees:

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has three committees i.e. Audit Committee, Nomination and Remuneration Committee and Shareholders / Investors Grievances Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

Audit Committee:

The Audit committee consists of two independent directors, Shri Dinesh Mohanlal Sanghvi (DIN – 00074575), Shri R. L. Mehta (DIN – 00886730) and one Executive Director Shri B. H. Bapna (DIN – 00594590). Shri R.L. Mehta (DIN – 00886730) has been designated as chairman of the committee. Terms of reference of the audit committee specified by the Board are as contained in the clause 49 of the Listing agreement and Section 177 of the Companies Act, 2013.

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Apart from considering un-audited and/or audited financial results for the relevant quarter, the half year and the year before adoption / approval by the board, the committee focused its attention on other matters which inter-alia included current assets management, operation of Plants, cost of borrowings, key areas effecting the overall performance of the company and proposal for restructuring company's debt repayment obligation with financial institution, banks and other lenders. During the year under review, the Audit committee met four times. The dates on which such meetings were held are 29th May, 2014, 30th July, 2014, 30th October, 2014 and 30th January, 2015.

The details about the attendance of each Director during the meetings held in financial year 2014-15 are given below:

Name	Status	Category	No. of Meetings during the year 2014-15	
			Held	Attended
Shri R.L. Mehta	Chairman	Non Executive Independent Director	4	4
Shri Dinesh Mohanlal Sanghavi	Member	Non Executive Independent Director	4	4
Shri B. H. Bapna	Member	Executive Director	4	4

Nomination and Remuneration Committee:

The Board of Directors in compliance with the SEBI Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014, have reconstituted the Nomination and Remuneration committee consisting of all Non-Executive Independent Directors namely Shri R.L.Mehta (DIN – 00886730, Shri Dinesh Mohanlal Sanghvi (DIN – 00074575) and Shri Anik Shah (DIN – 02424922) with Shri R.L. Mehta (DIN – 00886730) as Chairman.

The decisions regarding remuneration of executive and non-executive directors are taken by the entire Board subject to such approvals from the shareholders and Central government as may be necessary. At present the Company does not pay any remuneration to the directors of the Company except payment of sitting fees of Rs. 5000/- per meeting for attending board / committee meetings.

The Company has not issued stock options to any of its Directors.

During the year under review, the Nomination and Remuneration committee met two times. The dates on which such meetings were held are 30th July, 2014 and 30th January, 2015.

The details about the attendance of each Director during the meetings held in financial year 2014-15 are given below:

Name	Status	Category	No. of Meetings during the year 2014-15	
			Held	Attended
Shri R.L. Mehta	Chairman	Non Executive Independent Director	2	2
Shri Dinesh Mohanlal Sanghavi	Member	Non Executive Independent Director	2	2
Shri Anik Ramesh Shah	Member	Non Executive Independent Director	2	2

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Stakeholders Relationship Committee:

The Shareholders / Investors Grievances Committee consists of three directors i.e. Shri Sandeep Bapna (DIN – 00594608), Shri R.L. Mehta (DIN – 00886730), Shri Dinesh Mohanlal Sanghvi (DIN – 00074575). Shri Dinesh Mohanlal Sanghvi (DIN – 00074575) has been designated as chairman of the committee.

There were no major complaints from investors. Regular complaints, which are in the nature of non-receipt of annual report, change of address; transfer of shares, dematerialization of shares etc. are attended immediately. During the year 2014-2015, Two complaints were received from shareholders and investors. Both the complaints have been resolved to the satisfaction of the complainants.

During the year under review, the Shareholders / Investors Grievances Committee met four times. The dates on which such meetings were held are 8th April, 2014, 30th October, 2014, 30th December, 2014 and 23rd March, 2015.

The details about the attendance of each Director during the meetings held in financial year 2014-15 are given below:

Name	Status	Category	No. of Meetings during the year 2014-15	
			Held	Attended
Shri Dinesh Mohanlal Sanghavi	Chairman	Non Executive Independent Director	4	4
Shri R.L. Mehta	Member	Non Executive Independent Director	4	4
Shri Sandeep Bapna	Member	Executive Director	4	4

Mr. Niraj Khamesra, the Company Secretary was the Compliance Officer during the year under review.

Independent Directors' Meeting

During the year under review, the Independent Directors met on March 19, 2015, inter alia to discuss:

- review the performance of non-independent Directors and the Board as a whole;
- review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- assess 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.

Formulation of Policy for Selection and Appointment of Directors and their Remuneration

The Nomination and Remuneration Committee discussed and thereafter decided upon the policy for selection of appointment of directors and their remuneration. The highlights of this policy are as follows:

1. Criteria of selection of Non Executive Directors

- a. The Non Executive Director shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- b. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-a-vis the Company so as to enable the Board to discharge its functions and duties effectively.
- c. The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The Committee shall consider the following attributes / criteria, while recommending to the Board the candidature for appointment as Director.
 - i. Qualification, expertise and experience of the Directors in their respective fields;
 - ii. Personal, Professional or business standing;
 - iii. Diversity of the Board.
- e. In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

2. Remuneration

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board meetings.

A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

3. Criteria for selection/appointment of Managing Director & Whole Time Director

For the purpose of selection of the Managing Director or Whole Time Director the Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

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Remuneration for the Managing Director or Whole Time Director

- At the time of appointment or re-appointment, the Managing Director or Whole Time Director may be paid such remuneration as may be mutually agreed between the Company (which includes the nomination & Remuneration Committee and the Board of Directors) and the Managing Director or Whole Time Director within the overall limits prescribed under the Companies Act, 2013.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- The remuneration of the CEO & Managing Director comprises only of fixed component. The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits.

Remuneration Policy for the Senior Management Employees

In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the Nomination & Remuneration Committee shall ensure the relationship of remuneration and performance benchmark is clear. The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, while recommending the annual increment and performance incentive to the Nomination & Remuneration Committee for its review and approval.

Remuneration to Directors

The remuneration paid to the directors along with their respective shareholdings is tabulated below:-

Name of Directors	Fixed Salary				Bonus/ Incentives	Commis- sion Payable	Sitting Fees Paid (In Rs.)	No. of Equity Shares Held	Stock Options Granted	Stock Options Exercised
	Basic Salary	Perquisites/ Allowances	Retiral Benefits	Total Fixed Salary						
Managing Director / Whole Time Directors / Executive Director										
B.H. Bapna	-	-	-	-	-	-	35000	281500	-	-
Sandeep Bapna	-	-	-	-	-	-	35000	304900	-	-
Vinod Bafna	-	-	-	-	-	-	35000	80600	-	-
Shilpa Bapna	-	-	-	-	-	-	-	275450	-	-
Non Executive and Independent Directors										
Sumit Rathod	-	-	-	-	-	-	10000	-	-	-
K. J. Rathod	-	-	-	-	-	-	10000	-	-	-
Anik Shah	-	-	-	-	-	-	15000	10200	-	-
R. L.Mehta	-	-	-	-	-	-	35000	-	-	-
Dinesh Sanghvi	-	-	-	-	-	-	20000	-	-	-

All Directors whether executive and Non Executive and Independent Directors are paid only sitting fees and no remuneration is paid to any of the Directors.

There has been no materially relevant pecuniary transaction or relationship between the Company and its Non-Executive Independent Directors during the year.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

Details about special resolutions passed in the previous 3 AGMs**General Body Meeting :**

All the last three Annual General Meeting were held at the registered office of the Company situated at 207(A), Mewar Industrial Area, Madri Udaipur – 313 003 (Raj.)

Annual General Meeting	Date	Time
32 nd Annual General Meeting	17 th September 2012	11.00 a.m.
33 rd Annual General Meeting	16 th September 2013	11.00 a.m.
34 th Annual General Meeting	24 th September 2014	11.00 a.m.

The details about special resolutions passed in previous 3 AGMs are as follows:-

1. Special Resolution passed in 32nd AGM for re-appointment of Mr. B.H. Bapna (DIN – 00594590) as Managing Director of the Company w.e.f. 12.05.2012.
2. Special Resolution passed in 33rd AGM for amendment of Articles of Association for increase in payment of Directors sitting fees from Rs. 2000/- to Rs. 5000/-.
3. Special Resolution passed in 34th AGM for adoption of Articles of Association as per Companies Act, 2013.

During the year under review an extra ordinary general meeting of the Company was held on dated 20th December, 2014 for approval of related party transactions relating to sale, purchase and supply of goods and services which are in the ordinary course of business and leasing of property situated at Himmatnagar, Gujarat to M/s Harmony Plastics Private Limited on arms length basis.

Postal Ballot:

The Company has not passed any resolution whether special or ordinary by postal ballot both during the last year and during the year.

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Disclosure:

There were no transactions of the Company of material significance with its promoters, directors or the management or their subsidiaries or relatives during the year, which may have potential conflict with interest of the Company at large. The details of transactions with related parties are disclosed in the accounts. There was no default of non-compliance on any matters related to capital markets. Consequently, during the last three years, neither any penalties were imposed nor strictures passed on the company by stock exchanges, SEBI or any statutory authority.

Whistleblower Policy:

Your Company has adopted a Whistle Blower Policy and has established the necessary mechanism for employees to report to the management, concerns about unethical behavior or actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. Further, no Member of Staff has been denied access to the Audit Committee.

Means of communication:

Quarterly/ half yearly un-audited and yearly audited results are published in English (The Financial Express) and local language newspapers (Jai Rajasthan) as required under the listing agreement. All financial and other vital information are promptly communicated to the BSE on which Company's shares are listed. The results and official news releases of the Company are also made available on the Company's website i.e. www.mewarpolytex.com.

Shareholders Information:

Annual General Meeting:

Date: 16th September 2015, Time: 11:00 A.M.; Venue: 207 (A), Mewar Industrial Area, Road No.11, Madri, Udaipur – 313 003 (Raj.)

Financial Calendar:

April to March (Financial Year)

First Quarter Results

Last week of July

Half Yearly Results

Last week of October

Third Quarter Results

Last week of January

Audited results for the year

May

Date of Book Closure:

The Register of Members and Share Transfer Books of the company will be closed from 10th September 2015 to 16th September 2015 both days inclusive.

Stock Exchange Listing:

Shares of the Company are listed on The Stock Exchange of Bombay (BSE).

MEWAR POLYTEX LIMITED

Stock Code:

The Stock Exchange, Mumbai (BSE)
ISIN

- 531236
INE404E01018

Monthly high low of Share prices (Rs.) of Mewar Polytex Limited during the year 2014-15:

<i>Month</i>	<i>High</i>	<i>Low</i>
April-14	49.00	49.00
May-14	49.00	49.00
June-14	47.80	44.60
July-14	46.80	34.40
August-14	36.10	31.00
September-14	32.55	23.70
October-14	23.50	19.15
November-14	26.00	18.20
December-14	23.50	21.70
January-15	23.60	23.50
February-15	27.15	24.00
March-15	24.00	21.70

Source: www.bseindia.com

Registrar and Share Transfer Agents:

Ankit Consultancy Private Limited, 60, Electronic Complex, Pardeshipura, Indore (M.P.) – 452010,
Tel.: 0731-2551745 -46, Fax: 0731 – 4065798, Email – ankit_4321@yahoo.com

Share Transfer System:

Share transfers are registered with in a period of fifteen days from the date of receipt by transfer agent, if the documents are complete in all respects. During the year under review, the company has followed the guidelines issued by SEBI for dematerialization of shares sent for transfer by the investors. Total number of shares transferred in physical form (non-dematerialised) during 2014-2015 were 3000.

Distribution of shareholding:

The company has 444 shareholders as on 31st March 2015. Distribution of shareholding is given in the table hereunder:

MEWAR POLYTEX LIMITED

Shareholding Of Nominal Value Of Rs.	No. of Shares Holders	% of Shares Holders	Share Amount in Rs.	% age
Up to 1000	113	25.45	48,830	0.15
1001 to 2000	39	8.78	72,540	0.22
2001 to 3000	21	4.73	58,370	0.18
3001 to 4000	43	9.68	1,70,760	0.53
4001 to 5000	41	9.23	2,02,900	0.63
5001 to 10000	63	14.19	540,320	1.67
10001 to 20000	41	9.23	6,95,430	2.15
20001 to 30000	14	3.15	3,75,000	1.16
30001 to 40000	06	1.35	2,19,910	0.68
40001 to 50000	09	2.03	4,25,400	1.32
50001 to 100000	09	2.03	6,84,220	2.12
100000 Above	45	10.14	28,806,320	89.18
	444	100.00	32,300,000	100.00

Shareholding Pattern of the Company as on 31.3.2015

	Category	No. of Shares Held	% of Shareholding
A	Promoter's Holding		
	1 Promoters		
	Indian Promoters	2,403,600	74.41
	Foreign Promoters	0	
	2. Persons acting in concert	0	
	Sub Total	2,403,600	74.41
B	Non-Promoter Holding		
	3. Institutional Investors		
	1. Mutual Funds and UTI		
	2. Banks, Financial Institution		
	3. Insurance Companies/Central/State Govt. Institutions/Non-Government Institution/ Venture Capital Funds		
	4. FII's (Including ADB holding)		
	Sub Total	0	0
C	4. Others		
	(a) Private Corporate Bodies	24484	0.76
	(b) Indian Public	530191	16.42
	(c) NRI's/OCB's (Including GDFI)	271725	8.41
	(d) Any Other (Clearing Members & Trusts)		
	Sub Total	826400	25.59
	GRAND TOTAL (A) + (B) + (C)	3,230,000	100.00

MEWAR POLYTEX LIMITED

Dematerialization of Shares and Liquidity:

The Company's shares are dealt on both the depositories viz. NSDL and CDSL. The company, for the benefit of the shareholders has made one time payment towards depository.

During the year 1700 shares were dematerialized. The dematerialization level as on 31st March 2015 stood 76.32 % and total no. of shares in Demat are 2465080.

Plant Location:

- (a) 207 (A), Mewar Industrial Area, Road No. 11, Madri, Udaipur - 313 003(Raj.)
- (b) Jhadol Phalasia Road, Village Nai, Udaipur (Raj.)

Address of Correspondence:

207 (A), Mewar Industrial Area, Road No. 11, Madri, Udaipur - 313 003 (Raj.)

MEWAR POLYTEX LIMITED

CEO / CFO CERTIFICATION

As required under Clause 49 IX of the listing agreement with the stock exchanges Shri B.H. Bapna, Managing Director and Shri Dinesh Kumar Jain, Chief Financial Officer certify to the Board that:

- a) The financial statements and Cash Flow Statement for the year have been reviewed and to the best of their knowledge and belief:
 - (i) these statements do not contain any untrue statement or omit any material fact or contain statements that might be misleading.
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of their knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2015 are fraudulent, illegal or violate the Company's code of conduct.
- c) They accept responsibility for establishing and maintaining internal controls for financial reporting and they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which they are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) They have indicated to the auditors and the audit committee:
 - (i) Significant changes in the internal control over financial reporting during the year.
 - (ii) Significant changes in accounting policies during the year and that the same has been disclosed in the noted to the financial statements; and
 - (iii) There have been no instances of significant fraud either by the management or an employee having a significant role in the Company's internal control system of financial reporting.

sd/-
B.H. BAPNA
Managing Director
Place: Udaipur
Date: 26.05.2015

sd/-
DINESH KUMAR JAIN
Chief Financial Officer

MEWAR POLYTEX LIMITED

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE WITH THE
CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF
THE LISTING AGREEMENTS**

**To the Members of
Mewar Polytex Limited**

1. We have examined the compliance of conditions of Corporate Governance by M/s. Mewar Polytex Limited, for the year ended 31st March 2015, as stipulated in clause 49 of the listing agreement of the said company with the Stock Exchange(s) (hereinafter referred as 'the agreement').
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the company.
3. In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the clause 49 of the above mentioned listing agreement.
4. 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 OM PRAKASH S CHAPLOT & CO.

Chartered Accountants

sd/-

O.P. Chaplot

Partner

M. No. 010184

Firm Regn. No. 000127C

Udaipur, the 26th May 2015

MEWAR POLYTEX LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MEWAR POLYTEX LIMITED

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the preparation of these financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as “the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the company are responsible for 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; 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 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the

MEWAR POLYTEX LIMITED

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 an adequate internal financial control 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 financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- a) in the case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2015,
- b) in the case of Statement of Profit and Loss, of the Profit for the year ended on that date ; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date .

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, 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 purposes of our audit of the aforesaid financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss and the 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 financial statements.
 - (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 of the Company as on 31st March, 2015 taken on record by the Board of Directors of the Company, none of the directors of the company is disqualified as on 31st March, 2015,

MEWAR POLYTEX LIMITED

(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 financial statements disclose the impact of pending litigations on the financial position of the Company.
- ii. Provision has been made in the financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company,

For Om Prakash S Chaplot & Co.
Chartered Accountants
(Firm Reg. No. 000127C)

Place : Udaipur
Date : 26.05.2015

sd/-
(O P Chaplot)
Partner
M. No. 010184

ANNEXURE TO THE AUDITOR'S REPORT

[Referred to in Paragraph (1) of the Auditors' Report of even date to the members of
Mewar Polytex Limited for the period ended 31.03.2015]

- i) a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- b) Physical verification of fixed assets has been carried out by the management according to the program of physical verification in phased manner and no material discrepancies were noticed from such verification.
- ii) Physical verification of inventories has been conducted by the management once during the period under audit. In respect of inventories lying with third parties, if any, these have substantially been confirmed by them. In our opinion frequency of verification is reasonable.
 - a) The procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
 - b) The Company is maintaining proper records of inventory and material discrepancies noticed on physical verification have been properly dealt with in the books of accounts.
- (iii) The Company has not granted any loans secured or unsecured to Companies, firms or other parties covered in the registered maintained u/s 189 of the Act and accordingly the provisions of paragraph 4(iii)(a) and (b) are not applicable.
- iv) The Company has an adequate internal control system commensurate to the size of the Company and nature of its business for the purchase of inventory and fixed assets and for sale of goods & services and no major weaknesses in internal control system has been noticed.
- v) The Company has not accepted any deposits from public within the meaning of the directives issued by the Reserve Bank of India and under the provisions of section 73 to 76 or any other relevant provisions of the Act and the Rules framed there under. As informed to us no order has been passed by the Company Law Board or National Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard.
- vi) We have broadly reviewed the books of account maintained by the Company pursuant to the order made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 in respect of the Company's products to which the said rules are made applicable and are of the opinion that prima facie, the prescribed records have been made and maintained.. We have not, however, made a detailed examination of the said records with a view to determine whether they are accurate.
- vii) a) According to the records of the Company and information and explanations given to us, the Company is regular in depositing undisputed statutory dues, including Provident Fund, Employees Estate Insurance, Entry Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise, VAT, Cess and other material Statutory dues with the appropriate authorities to the extent

MEWAR POLYTEX LIMITED

applicable. There are no material statutory dues payable for a period of more than six months from the date they became payable as at 31st March, 2015.

- b) According to the records and information and explanations given to us there are following dues under various taxes which has not been deposited on account of any dispute and the amounts involved and the forum where dispute is pending are given below: -

Name of the Statute	Name of the Dues	Period to which Amount Relates	Forum where dispute is pending	Amount (in Rs.)
The Rajasthan Value Added Tax Act, 2003	Sales Tax	15th Jan. 1999 to 14th Jan. 2006	Honourable High Court of Rajasthan	12,65,151
Income Tax Act, 1961	Trading Disallowance	Assessment Year 2012-13	Commissioner of Income Tax (Appeals), Udaipur	32,140

- c) The Company does not have any amount which are required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956).
- viii) The Company' has no accumulated losses and has not incurred any cash losses during the financial year covered by our audit or in the immediately preceding year.
- ix) On the basis of records made available and information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, banks etc.
- x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi) On the basis of information and explanations given to us, the term loan has been applied for the purpose for which they were obtained.
- xii) Based on the audit procedures performed and on the basis of information and explanations provided by the management which have been relied upon by us, no fraud on or by the Company has been noticed or reported during the course of our audit or have been informed by the management.

For Om Prakash S Chaplot & Co.
Chartered Accountants
(Firm Reg. No. 000127C)

Place : Udaipur
Date : 26.05.2015

sd/-
(O P Chaplot)
Partner
M. No. 010184

MEWAR POLYTEX LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2015				
PARTICULARS	NOTE NO.	AS AT		AS AT
		MARCH 31,2015		MARCH 31,2014
I. EQUITY AND LIABILITIES :				
(1) Shareholders' Funds :				
a) Share Capital	3	32,300,000	32,300,000	
b) Reserves & Surplus	4	<u>126,557,712</u>	<u>107,813,728</u>	
		158,857,712		140,113,728
(2) Non-current liabilities				
a) Long-term borrowings	5	7,115,238	12,603,525	
b) Other Long term liabilities	6	<u>48,500,000</u>	<u>-</u>	
		55,615,238		12,603,525
(3) Current liabilities				
a) Short-term borrowings	7	54,332,576	53,811,096	
b) Trade payables	8	1,934,166	9,032,904	
c) Other current liabilities	9	11,458,025	10,343,980	
d) Short-term provisions	10	<u>4,205,058</u>	<u>1,976,279</u>	
		71,929,825		75,164,259
TOTAL		<u>286,402,775</u>		<u>227,881,512</u>
II. ASSETS				
(1) Non-current assets				
(a) Fixed assets	11			
i Tangible assets		54,075,520	58,121,999	
ii Capital work-in-progress		34,596,667	-	
(b) Non-current investments	12	5,500	5,500	
(c) Deferred tax assets (net)	13	4,306,699	3,053,275	
(d) Long-term loans and advances	14	<u>30,788,605</u>	<u>22,761,805</u>	
		123,772,991		83,942,579
(2) Current assets				
(a) Inventories	15	21,102,377	40,291,534	
(b) Trade receivables	16	82,413,846	78,413,790	
(c) Cash and cash equivalents	17	45,597,005	7,383,044	
(d) Short-term loans and advances	18	13,054,877	17,428,814	
(e) Other current assets	19	<u>461,679</u>	<u>421,751</u>	
		162,629,784		143,938,933
TOTAL		<u>286,402,775</u>		<u>227,881,512</u>
The accompanying notes are an integral part of these financial statements				
In terms of our report of even date		For and on behalf of board of directors		
For Om Prakash S. Chaplot & Co.				
Chartered Accountants				
		sd/-	sd/-	sd/-
sd/-	B.H. Bapna	Vinod Bafna	Sandeep Bapna	
(O.P. Chaplot)	Managing Director	Director	Director	
Partner				
M.No. 010184		sd/-	sd/-	
Firm Registration No.: 000127C		R.L.Mehta	Niraj Khamesra	
Udaipur the 26th May, 2015		Director	Company Secretary	

MEWAR POLYTEX LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015			
PARTICULARS	NOTE NO.	FOR THE YEAR ENDED MARCH 31,2015	FOR THE YEAR ENDED MARCH 31,2014
I REVENUE			
Revenue from Operations (gross)	20	578,443,062	517,695,836
Less:Excise duty		<u>22,134,636</u>	<u>23,999,819</u>
Revenue from Operations (net)		556,308,426	493,696,017
Other Income	21	7,282,826	4,066,336
Total Revenue		563,591,252	497,762,353
II EXPENSES			
Cost of materials consumed	22	374,205,938	345,821,459
Purchases of Stock-in-Trade		12,174,793	1,918,143
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	23	5,212,547	13,656,680
Employee benefits expense	24	19,885,750	21,086,639
Finance costs	25	5,704,786	4,370,694
Depreciation	11	11,281,855	8,923,721
Other expenses	26	110,123,705	91,500,329
III Total expenses		538,589,374	487,277,665
IV Profit before Exceptional items and Tax		25,001,878	10,484,688
Exceptional items		2,586,098	4,765,010
V Profit before Tax		27,587,976	15,249,698
VI Tax expense			
a) Current Tax		9,959,569	3,089,889
b) Deferred Tax		(1,253,424)	1,462,981
c) Earlier year		20,873	14,476
VII Profit for the year		18,860,958	10,682,352
VIII Earnings per equity share of face value of Rs.10 each			
a) Basic		5.84	3.31
b) Diluted		5.84	3.31
The accompanying notes are an integral part of these financial statements.			
In terms of our report of even date		For and on behalf of board of directors	
For Om Prakash S. Chaplot & Co.			
Chartered Accountants			
sd/-	sd/-	sd/-	sd/-
(O.P. Chaplot)	B.H. Bapna	Vinod Bafna	Sandeep Bapna
Partner	Managing Director	Director	Director
M.No. 010184			
Firm Registration No.: 000127C	sd/-	sd/-	
Udaipur the 26th May, 2015	R.L.Mehta	Niraj Khamesra	
	Director	Company Secretary	

MEWAR POLYTEX LIMITED

CASH FLOW STATEMENT		
	<i>Rupees in lacs</i>	<i>Rupees in lacs</i>
	AS AT	AS AT
	<u>MARCH 31,2015</u>	<u>MARCH 31,2014</u>
A CASH FLOW FROM OPERATING ACTIVITES		
Net Profit Before Tax	275.88	152.50
Adjustment for Depreciation	112.82	89.24
Interest and Financial Charges	57.05	43.71
(Profit)/ Loss on Sale of Fixed Assets	(9.98)	(4.28)
(Profit)/Loss on Sale of Shares	-	(47.65)
Excess provisions written off (Net)	(0.21)	(0.14)
Interest and Dividend Received	(13.11)	(27.42)
Foreign Exchange gain	(0.33)	(1.57)
Operating Profit Before Working Capital Charges	422.12	204.39
Adjustments For:		
(Increase) / Decrease in Inventories	191.89	125.81
(Increase) / Decrease in Trade and Other Receivable	(40.00)	(361.99)
(Increase) / Decrease in Short Term Loan & Advances	43.74	(52.04)
(Increase) / Decrease in Long Term Loan & Advances	(80.27)	(104.21)
(Increase) / Decrease in Other Current Assets	(0.40)	(2.80)
Increase / (Decrease) in Trade and Other Payable	(70.99)	72.61
Increase / (Decrease) in Current Liabilities	11.14	27.98
Increase / (Decrease) in Other Provision	22.29	(16.03)
Cash Generated From Operation	499.52	(106.30)
Tax Paid / Tax Deducted at Source	(99.60)	(30.90)
Net Cash Flow Operating Activities (A)	399.93	(137.20)
B. Cash From Investing Activities		
(Purchase)/ Sale of Fixed Assets (Net)	(409.51)	(258.94)
(Purchase) / Sale of Investments	-	201.36
Interest Received	13.11	27.42
Net Cash Used in Investing Activities (B)	(396.40)	(30.17)
C. Cash Flow From Financing Activities:		
Proceeds From / (Repayment of) Long Term Borrowings	(54.88)	20.47
Proceeds From / (Repayment of) Other Long term liabilities	485.00	-
Increase / (Decrease) in Bank Borrowings	5.21	164.64
Interest and Financial Charges Paid	(57.05)	(43.71)
Net Cash From Financing Activities (C)	378.28	141.40
D. NET INCREASE IN CASH AND CASH EQUIVALENT	381.81	(25.97)
(A+B+C)		
E. OPENING CASH AND CASH EQUIVALENTS	73.83	98.23
(see note no.1)		

MEWAR POLYTEX LIMITED**CASH FLOW STATEMENT**

	<i>Rupees in lacs</i>	<i>Rupees in lacs</i>
	AS AT	AS AT
	<u>MARCH 31,2015</u>	<u>MARCH 31,2014</u>
F. CLOSING CASH AND CASH EQUIVALENTS	455.64	72.26

(see note no.1)

Notes to the cash flow statement:**1 Cash & Cash Equivalents**

Cash & Cash Equivalents consist of cash on hand & balances with banks, which comprises the following amounts

Cash in Hand	0.53	0.48
Balances with banks	455.44	73.35
	455.97	73.83
Foreign Exchange Gain	-0.33	-1.57
	455.64	72.26

2 Figures in brackets represent outflow.

3 Previous years figures have been regrouped / reclassified wherever applicable.

In terms of our report of even date
For Om Prakash S. Chaplot & Co.
Chartered Accountants

For and on behalf of board of directors

<p>sd/- (O.P. Chaplot) Partner M.No. 010184 Firm Registration No.: 000127C Udaipur the 26th May, 2015</p>	<p>sd/- B.H. Bapna Managing Director</p>	<p>sd/- Vinod Bafna Director</p>	<p>sd/- Sandeep Bapna Director</p>
	<p>sd/- R.L.Mehta Director</p>	<p>sd/- Niraj Khamesra Company Secretary</p>	

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31st MARCH, 2015**

1. Company Overview

Mewar Polytex Limited was originally incorporated in 1979 as private limited company and subsequently converted in to public limited company in 1994 is listed on Bombay Stock Exchange (BSE). The Company was promoted by Mr. B. H. Bapna an engineer from University of California, to manufacture light weight PP bags for packing minerals and chemical during a period when HDPE bags were predominately used. The company is now an ISO 9001:2008 certified export house. Company is having two manufacturing units one at Mewar Industrial Area Madri established in the year 1979 and second at village Nai established in the year 1994. Company has annual consolidated production capacity of 3645 MT including lamination.

2. Significant Accounting Policies:

2.1 Method of Accounting:

Generally Mercantile System of Accounting is followed except payment of Bonus, interest on National Saving Certificate, Subsidy and incentives which, are accounted on Cash basis.

2.2 Inventories:

Raw material is valued at cost.

Work in progress is valued at cost.

Finished goods produced and purchased by the company are valued at lower of cost or estimated realisable value.

Wastage is valued at estimated realisable value.

Stores, Spares, Consumables are valued at cost.

Cost of Inventories is generally ascertained on FIFO basis.

Cost of finished goods is determined considering predetermined cost based on consumption of material, labour and appropriate proportion of factory overheads including depreciation and excise duty paid / payable on such goods.

MEWAR POLYTEX LIMITED

2.3 Retirement Benefits:

As per Accounting Standard (AS-15) accounting for post employment benefit is covered under Defined Contribution plans. The Company's contribution towards retirement benefit scheme, viz. Provident fund and Gratuity Fund is charged against revenue each year.

The gratuity fund is administered by a trust formed for this purpose through the group gratuity scheme of Life Insurance Corporation of India and Provident fund is administered by Government.

Disclosure as per AS-15 revised

	Unit - Nai	Unit - Madri
The principle assumption used in actuarial valuation are as below	2014-15	2014-15
Discount rate	8.00%	8.00%
Expected rate of future salary increase	8.00%	7.00%
Change in present value of obligations		
Opening balance present value	4426631	1470094
Interest cost	354130	117608
Current service cost	162105	180781
Benefits paid	0	171728
Actuarial Gain on obligations	52992	1175848
Closing balance of present value	4889874	420907
Liabilities recognized in the Balance sheet		
Present value of obligation	4889874	420907
Fair value of plan assets as at the end of the year	6641549	1750632
Funded status	1715675	1329725
Net Assets/(Liabilities) recognized in Balance Sheet	1715675	1329725

2.4 Investment:

Investments are stated at cost.

2.5 Fixed Assets and Depreciation:

- Fixed Assets are stated at their original cost including incidental expenditure related to acquisition and installation less accumulated depreciation up to 31.03.2015, and exclusive of Cenvat benefit and VAT credit thereafter.
- Company had been providing Depreciation at the rates prescribed under schedule II of the Company Act, 2013 on WDV method for the fixed assets.
- Depreciation on additions to assets has been provided with reference to the month of addition / installation and in case of sale of assets up to the previous month of sale.
- No write off has been made in respect of leasehold land.

2.6 Sales:

- (a) Sale of goods is recognized on dispatch of goods to customers. Sales include excise duty.
- (b) The Income or expenses in foreign currency during the year are recorded at the rate of exchange prevailing on the dates when the relevant transaction took place. The assets and the liabilities in the foreign currencies are converted at year end exchange rates and the overall resultant Gain or Loss, if any is charged to the Profit and Loss Account.

2.7 Taxes on Income:

- (a) Provision for current income tax is made on the basis of assessable income under the Income Tax Act, 1961 less advance income tax paid and TDS Credit.
- (b) Deferred income tax is recognized on timing difference, between taxable income and accounting income, which originate in one period and are capable of reversal in one or more subsequent period. The tax effect is calculated on the accumulated timing differences at the year-end based on tax rates and laws enacted or substantially enacted as of the Balance Sheet date.

2.8 Foreign Exchange Rate Fluctuations:

The Income or expenses in foreign currency during the year are recorded at the rate of exchange prevailing on the dates when the relevant transaction took place. The assets and the liabilities in the foreign currencies are converted at 31st March exchange rates and the overall resultant Profit & Loss, if any, is charged to the Profit and Loss Account.

MEWAR POLYTEX LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

	AS AT March 31, 2015	AS AT March 31, 2014
NOTE NO. : 3		
<u>SHARE CAPITAL :</u>		
Authorised Share Capital		
3750000 (P. Y. 3750000) Equity Shares of Rs. 10/- each	37,500,000	37,500,000
	37,500,000	37,500,000
Issued, Subscribed and Fully Paid		
3230000 (P. Y. 3230000) Equity Share of Rs. 10/- each	32,300,000	32,300,000
	32,300,000	32,300,000
Reconciliation of the number of shares		
	No. of Shares	No. of Shares
Outstanding at the beginning of the year	3,230,000	3,230,000
Outstanding at the end of the year	3,230,000	3,230,000
Shares held by each shareholder holding more than 5% shares		
Promoters' Holding	No. of Shares	No. of Shares
Sandeep Bapna	9.44 % 304900	9.44 % 304900
B.H. Bapna	8.72 % 281500	8.72 % 281500
Cedar Investment Pvt. Ltd.	5.51 % 178100	5.51 % 178100
Aruna Bapna	8.50 % 274650	8.50 % 274650
Mangla Bapna	8.68 % 280300	8.68 % 280300
Shilpa Bapna	8.53 % 275450	8.53 % 275450
Other disclosures		
The Company has one class of equity shares having par value of 10 per share. Each equity shareholder is eligible for one vote per share held. Each equity shareholder is entitled to dividends as and when declared by the Company. Interim dividend is paid as and when declared by the Board. Final dividend is paid after obtaining shareholder's approval. Dividends are paid in Indian Rupees. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount in proportion to their shareholding.		
NOTE NO. : 4		
RESERVES AND SURPLUS		
Securities Premium Reserve	12,269,333	12,269,333
(As per last Balance Sheet)		
General Reserve	8,694,006	8,694,006
(As per last Balance Sheet)		
Surplus i.e. Balance in Statement of Profit & Loss		
Opening balance	86,850,389	76,168,037
(+) Net Profit/(Net Loss) For the current year	18,860,958	10,682,352
(-) Depreciation in respect of assets whose useful life is over	(116,974)	
	105,594,373	86,850,389
TOTAL	126,557,712	107,813,728

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE NO. : 5

LONG-TERM BORROWINGS

Secured

Term loans from banks

SBI Term Loan A/C

AS AT	AS AT
March 31, 2015	March 31, 2014

10,005,066	14,336,695
------------	------------

Unsecured

Others

Deferment Tax Liability (VAT/CST)

2,883,222	4,416,060
<u>12,888,288</u>	<u>18,752,755</u>

Less : Shown in current maturities of long-term debt (Refer Note 6)	5,773,050	6,149,230
	<u>7,115,238</u>	<u>12,603,525</u>

Note :

Term Loan : 1. Exclusive charge over entire Fixed assets (Both present and future), equitable mortgage of factory land and building together with all building structure thereon of the company and personal guarantee of Mr.B. H. Bapna, Mr.Vinod Bafna and Mr.Sandeep Bapna.

2. Term of repayment and interest are as follows :-

Loan from	ROI*	No. of Monthly Installments Left	Year of Maturity	Amount Outstanding	Amount Outstanding
Term Loan-I from SBI	12.95 %	12	2016	1,213,438	2,426,840
Term Loan-II from SBI	12.95 %	21	2017	2,282,246	3,580,586
Term Loan-III from SBI	12.95 %	44	2018	6,509,382	8,329,269
				<u>10,005,066</u>	<u>14,336,695</u>

* Applicable rate of Interest as on 31-03-2015

NOTE NO. : 6

OTHER LONG TERM LIABILITIES

Other Payable

48,500,000	-
<u>48,500,000</u>	<u>-</u>

NOTE NO. : 7

SHORT-TERM BORROWINGS

Secured

Loans repayable on demand (from banks)

Packing Credit

36,143,053	36,745,933
------------	------------

(Secured By entire fixed and current assets (Both present and future) of the company)

SBI Cash Credit Account

18,189,523	15,634,535
------------	------------

(Hypothecation charge over entire current assets comprising Inventories and all present and future book debts/receivable of the company and equitable mortgage of factory land and building together with all building structure thereon of the company and personal guarantee of Mr. B.H.Bapna, Mr. Vinod Bafna and Mr. Sandeep Bapna.)

HDFC Bank

-	1,430,628
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(Secured By FDR with HDFC Bank)

TOTAL

<u>54,332,576</u>	<u>53,811,096</u>
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MEWAR POLYTEX LIMITED

**NOTE NO. : 11
FIXED ASSETS**

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	AS AT 1/4/2014	ADDITION	DEDUCTION/ ADJUSTMENT	AS AT 31/03/2015	AS AT 1/4/2014	FOR THE YEAR	Depreciation in respect of assets whose useful life is over	DEDUCTION	AS AT 31/03/2015	AS AT 31/03/2015	AS AT 31/03/2014
TANGIBLE ASSETS:											
Land											
Lease Hold Land	4,385,073	10,776,700	2,159,144	13,002,629	-	-	-	-	-	13,002,629	4,385,073
Free Hold Land	941,854	-	-	941,854	-	-	-	-	-	941,854	941,854
Building											
Factory Building	37,131,833	-	-	37,131,833	14,859,238	2,110,881	-	-	16,970,119	20,161,714	22,272,595
Office Building	2,218,436	-	-	2,218,436	952,272	61,006	-	-	1,013,278	1,205,158	1,266,164
Plant & Equipments											
Plant & Machinery	42,876,978	170,589	1,383,000	41,664,567	33,948,253	2,934,144	9,801	-	36,892,198	4,772,369	8,928,725
Misc. Fixed Assets	30,701,019	467,507	572,354	30,596,172	13,884,940	5,391,488	35,998	335,892	18,976,534	11,619,638	16,816,079
Electrical Installation	5,370,566	-	-	5,370,566	3,801,844	294,672	-	-	4,096,516	1,274,050	1,568,722
D. G. Set	3,077,550	47,000	844,250	2,280,300	2,517,039	960	33,041	445,188	2,105,852	174,448	560,511
Furniture & Fixtures and office equipments											
Furniture & Fixtures and office equipments	2,010,552	68,223	-	2,078,775	1,661,561	122,488	33,485	-	1,817,534	261,241	348,991
Air Conditioner	443,449	-	-	443,449	270,641	82,396	4,649	-	357,686	85,763	172,808
Computers	551,782	-	-	551,782	484,828	27,648	-	-	512,476	39,306	66,954
Vehicles	2,506,709	-	-	2,506,709	1,713,186	256,172	-	-	1,969,358	537,351	793,523
TOTAL	132,215,801	11,530,019	4,958,748	138,787,072	74,093,802	11,281,855	116,974	781,080	84,711,551	54,075,520	58,121,999
PREVIOUS YEAR	120,522,119	31,122,272	19,428,590	132,215,801	79,798,354	8,923,721	-	14,628,274	74,093,801	58,121,999	40,723,765
Capital work-in-progress		34,596,667	-	34,596,667	-	-	-	-	-	34,596,667	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE NO. : 8

TRADE PAYABLES

AS AT March 31, 2015	AS AT March 31, 2014
1,934,166	9,032,904
<u>1,934,166</u>	<u>9,032,904</u>

Note: The disclosures relating to Micro, Small and Medium Enterprises has been furnished to the extent such parties have been identified on the basis of the intimation received from the suppliers regarding their status under the Micro, Small and Medium Development Act, 2006 (the act). There is no interest paid/payable as at March 31, 2015

S.NO.	Particulars	FY 2014-15	FY 2013-14
I	Amount Outstanding	-	-
II	Interest Outstanding	-	-

NOTE NO. : 9

OTHER CURRENT LIABILITIES

Current maturities of long-term debt	5,773,050	6,149,230
Statutory Liabilities	1,033,833	1,094,945
Liability for Capital Expenditure	543,991	-
Advance from customers	999,678	211,752
Other Payable	3,107,473	2,888,053
	<u>11,458,025</u>	<u>10,343,980</u>

NOTE NO. : 10

SHORT-TERM PROVISIONS

Provision for employee benefits		
ESIC / EPF Payable	206,708	240,438
Other Provisions :		
Provision for Income Tax	2,984,251	-
Provision For Excise Duty On Closing Stock	1,014,099	1,735,841
	<u>4,205,058</u>	<u>1,976,279</u>

NON-CURRENT ASSETS

NOTE NO. : 12

NON-CURRENT INVESTMENTS

Other Investments

In Government Securities-Unquoted		
National Saving Certificate	5,500	5,500
(Assigned in favor of govt. Department)	5,500	5,500

NOTE NO. : 13

DEFERRED TAX ASSETS (NET)

Deferred tax asset:		
On differences between book and tax depreciation	4,306,699	3,053,275
	<u>4,306,699</u>	<u>3,053,275</u>

MEWAR POLYTEX LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

	AS AT MARCH 31, 2015	AS AT MARCH 31, 2014
NOTE NO. : 14		
LONG-TERM LOANS AND ADVANCES		
(Unsecured - Considered Good unless otherwise stated)		
Capital Advances	16,358,879	9,200,000
Security Deposits	5,329,357	4,974,287
Other loans and advances	9,100,369	8,587,518
	<u>30,788,605</u>	<u>22,761,805</u>
NOTE NO. : 15		
INVENTORIES		
(Refer Note 2.2 on Inventory Valuation)		
(Valued at lower of cost and net realizable value)		
Raw Material	3,416,113	16,262,267
Finished Goods	9,084,833	15,724,783
Work in Progress	7,428,968	5,988,544
Stores, Spares and Consumables	712,548	2,176,217
Stock in Transit (Store & spares)	417,851	84,638
Waste & Scrap	42,064	55,085
	<u>21,102,377</u>	<u>40,291,534</u>
NOTE NO. : 16		
TRADE RECEIVABLES		
(Unsecured considered good)		
Outstanding for a period exceeding six months from the due date	-	7,683
Others	82,413,846	78,406,107
	<u>82,413,846</u>	<u>78,413,790</u>
NOTE NO. : 17		
CASH AND CASH EQUIVALENTS		
Balances with banks		
In Current accounts	934,079	333,847
In Deposit accounts less than three months	37,024,025	-
Cash in Hand	53,336	47,718
Other bank balances		
Deposit for Security against borrowing from HDFC Bank	7,585,565	7,001,479
	<u>45,597,005</u>	<u>7,383,044</u>
NOTE NO. : 18		
SHORT-TERM LOANS AND ADVANCES		
(Unsecured – Considered good)		
Prepaid Expenses	276,061	226,386
Loans to Staff	325,833	127,685
Balances with Government Authorities	10,774,595	15,763,519
Others		
Advance to suppliers	241,207	894,231
Others	1,437,181	416,993
	<u>13,054,877</u>	<u>17,428,814</u>
NOTE NO. : 19		
OTHER CURRENT ASSETS		
(Unsecured – Considered good)		
Others-Interest Accrued	461,679	421,751
	<u>461,679</u>	<u>421,751</u>

MEWAR POLYTEX LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

	<u>For the year ended MARCH 31, 2015</u>	<u>For the year ended MARCH 31, 2014</u>
NOTE NO. : 20		
REVENUE FROM OPERATIONS		
Sale Of Products	559,769,882	491,781,389
Sale Of Services	16,443,289	25,914,447
Sale Of License	2,229,891	-
	<u>578,443,062</u>	<u>517,695,836</u>
Less:		
Excise Duty	22,134,636	23,999,819
	<u>556,308,426</u>	<u>493,696,017</u>
 Particulars of Sale of Products		
Particulars		
Fabric Products	559,769,882	491,781,389
	<u>559,769,882</u>	<u>491,781,389</u>
 NOTE NO. : 21		
OTHER INCOME		
Interest Income	1,120,916	2,741,602
Interest on IT Refund	190,193	-
Foreign Exchange Fluctuation	1,721,940	-
Misc. Balance Written Off	11,791	5,171
Profit On Sale Of Fixed Assets	997,986	427,563
Rental Income	3,240,000	892,000
	<u>7,282,826</u>	<u>4,066,336</u>
 NOTE NO. : 22		
COST OF MATERIALS CONSUMED		
Opening Stock	16,262,267	16,525,395
Add: Purchases and Incidental expenses	361,359,784	345,558,331
Less: Closing Stock	3,416,113	16,262,267
Raw Material Consumption	<u>374,205,938</u>	<u>345,821,459</u>
 Details of Materials Consumed		
(a) Granuals	306,448,531	296,875,070
(b) Fabric/Laminated Fabric	66,540,575	47,500,834
(c) Non woven fabric	1,216,832	-
(d) Tape	-	1,445,555
	<u>374,205,938</u>	<u>345,821,459</u>

MEWAR POLYTEX LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

	For the year ended March 31, 2015	For the year ended March 31, 2014
NOTE NO. : 23		
CHANGES IN INVENTORIES OF FINISHED GOODS		
WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Closing Stock		
Finished Goods	9,084,833	15,724,783
Work in Progress	7,428,968	5,988,544
Waste & Scrap	42,064	55,085
TOTAL(A)	16,555,865	21,768,412
Opening Stock		
Finished Goods	15,724,783	30,297,768
Work in Progress	5,988,544	5,070,147
Waste & Scrap	55,085	57,177
TOTAL(B)	21,768,412	35,425,092
 (Increase)/Decrease in Stock	 5,212,547	 13,656,680
NOTE NO. : 24		
EMPLOYEE BENEFITS EXPENSE		
Salary and Wages	17,505,906	18,899,436
Contribution to Provident and other funds	1,147,002	1,558,762
Staff Welfare expenses	1,232,842	628,441
	19,885,750	21,086,639
NOTE NO. : 25		
FINANCIAL EXPENSES :		
Interest Expenses		
Interest To Bank	5,101,328	3,837,379
Interest-Other	40,798	95,313
Other borrowing cost:		
Bank Charges	562,660	438,002
	5,704,786	4,370,694

MEWAR POLYTEX LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

	For the year ended March 31, 2015	For the year ended March 31, 2014
NOTE NO. : 26		
OTHER EXPENSES		
Manufacturing Expenses		
Stores & Spares Consumed	5,884,549	8,560,444
Power & Fuel	26,963,772	28,623,151
Repair & Maintenance		
Plant & Machinery	3,831,929	6,253,704
Building	546,790	29,365
Others	402,618	445,160
Job Work Expenses	21,748,153	5,871,107
Sewing, Printing and cutting expenses	8,532,854	9,286,342
Change In Provision of excise duty on Closing Stock	(721,742)	(1,603,312)
Rent Expenses	348,000	393,000
Other Mfg. Expenses	1,505,238	2,306,915
	<hr/>	<hr/>
	69,042,161	60,165,876
	<hr/>	<hr/>
Administrative And Other Expenses :		
Legal, Professional & Consultants	2,559,498	2,431,974
Printing & Stationary	265,298	348,400
Postage, Telegram & Telephone	218,005	193,406
Conveyance & Vehicle	244,090	196,744
Exchange Rate Fluctuation	-	1,658,931
Travelling	67,574	22,024
Selling Expenses	7,050,333	5,073,361
Director's Sitting fee	195,000	170,000
Export Expenses	28,845,293	19,195,374
Rates & Taxes	65,328	78,401
Insurance	409,644	445,816
Payment to Auditors		
Audit Fee	97,000	97,000
Audit Fee for tax audit	11,000	11,000
Security Service	849,896	1,045,128
Prior period adj.(Net)	3,100	39,326
Office expenses	179,406	296,907
Misc. Expenses	21,079	30,661
	<hr/>	<hr/>
	41,081,544	31,334,453
	<hr/>	<hr/>
TOTAL	110,123,705	91,500,329

MEWAR POLYTEX LIMITED

Particulars of securities-Term Loans and Other Loans

27. Term Loan and Working Capital facilities:

First Hypothecation charge over entire fixed and current assets (Both present and future) of the company.

28. The Balances of debtors, creditors, loans and advances are subject to their confirmations and reconciliation if any.

In the opinion of the Board of Directors of the Company and to the best of their knowledge and belief all the current assets, loans and advances have a value on realization in the ordinary course of the business at least equal to the amount at which they are stated in the Balance Sheet.

- 29. (a) Sundry Creditors do not include any sum due to small scale and ancillary undertakings.**
(b) The undertakings from which amounts were outstanding for more than 30 days do not include any small scale undertakings.
(c) The above information has been compiled in respect of parties, to the extent to which they could be identified as small scale and ancillary undertaking on the basis of information available with the Company.

30. Related party disclosure: Disclosures as required by Accounting Standard-18 “Related Party Disclosure” issued by the Institute of Chartered Accountants of India in respect of transactions for the year ended 31st March 2015 are as under:

The company has identified all the related parties having transactions during the year as per the details given below.

i. List of Related Parties

(a) Individuals and other persons exercising control or significant influence:

1. Shri B.H.Bapna (Managing Director)
2. Shri Vinod Bafna (Director)
3. Shri Sandeep Bapna (Director)
4. Shri Vijendra Bafna (Director's Brother)
5. Shri R.L.Mehta (Director)
6. Shri Dinesh Mohal lal Sanghvi (Director)
7. Shri K.J.Rathod (Director)
8. Shri Anik Shah (Director)
9. Smt. Shilpa Bapna (Director)
10. Shri Sumit Rathod (Director)
11. Shri Dinesh Kumar Jain (CFO)
12. Shri Niraj Khamesra (CS)

(b) Associate concerns in which any of the Directors or any of their relative is interested:

1. Sun Polytex Private Limited
2. Crescent Polytex Private Limited
3. Sisarma Plastics LLP
4. Anita Plastics Inc.
5. Venus Polytex Private Limited
6. Harmony Plastics Private Limited
7. Plasti Weave Industries LLP
8. Cedar Investments Private Limited

MEWAR POLYTEX LIMITED

ii. Details of transaction with the above mentioned related parties: (Rs.in Lacs)

S. No.	Nature of Transactions	Key Managerial Personnel / Directors		Associates	
		2014-2015	2013-2014	2014-2015	2013-2014
1	Job Work Income ►Sun Polytex Pvt. Ltd. ►Plasti Weave Industries LLP			113.93 35.60	193.92 59.74
2	Job Work Expenses ►Sun Polytex Pvt. Ltd. ►Plasti Weave Industries LLP ►Sisarma Plastics LLP ►Crescent Polytex Pvt. Ltd.			210.53 2.04 - -	48.05 11.88 1.33 0.19
3	Purchases of goods ►Harmony Plastics Private Limited ►Sun Polytex Pvt. Ltd. ►Plasti Weave Industries LLP			322.65 25.42 535.46	129.09 17.31 487.78
4	Sales of goods ►Harmony Plastics Private Limited ►Sun Polytex Pvt. Ltd. ►Plasti Weave Industries LLP			212.06 52.23 7.87	191.86 46.68 2.80
5	Export Sales ►Anita Plastics Inc.			3068.83	2278.55
6	Shipping Charges ►Anita Plastics Inc.			-	-11.13
7	Rental Income ►Plasti Weave Industries LLP ►Sun Polytex Pvt. Ltd. ►Harmony Plastics Private Limited			3.6 16.8 12	0.96 4.96 3.00
8	Rental Expenses ►Venus Polytex Pvt. Ltd. ►Sisarma Plastics LLP			- 3.48	1.9 2.03
9	Director Sitting fee ►Shri B. H. Bapna ►Shri Sandeep Bapna ►Shri Vinod Bafna ►Shri R. L.Mehta ►Shri Dinesh Mohal Lal Sanghvi ►Shri K. J. Rathod ►Shri Anik Shah ►Shri Sumit Rathod	0.35 0.35 0.35 0.35 0.20 0.10 0.15 0.10	0.30 0.30 0.30 0.30 0.20 0.15 0.15 -		

MEWAR POLYTEX LIMITED

S. No.	Nature of Transactions	Key Managerial Personnel / Directors		Associates	
		2014-2015	2013-2014	2014-2015	2013-2014
10	Interest on loan Given ►Cedar Investment Pvt.Ltd.			-	16.04
11	Sale of Fixed Assets ►Harmony Plastics Private Limited ►Sun Polytex Pvt. Ltd.			6.77 -	27.65 5.28
12	Sale of Plant & Machinery ►Harmony Plastics Private Limited ►Sisarma Plastics LLP			- -	13.54 5.80
13	Purchase of Plant & Machinery ►Harmony Plastics Private Limited			1.55	5.99
14	Purchases of Fixed Assets ►Harmony Plastics Private Limited			0.47	-
15	Loan Taken ►Cedar Investment Pvt.Ltd.			-	52.00
16	Loan Given ►Cedar Investment Pvt.Ltd.			-	486.20
17	Salary ►Shilpa Bapna ►Vijendra Bafna ►Dinesh Kumar Jain ►Niraj Khamesra ►Harmony Plastics Private Limited ►Sun Polytex Pvt. Ltd. ►Plasti Weave Industries LLP ►Venus Polytex Pvt. Ltd.	- 12.00 7.84 1.50	12.00 - 6.52 -	(40.76) (24.85) - -	(26.76) (33.31) 9.18 15.69
18	Vehicle Expenses ►Harmony Plastics Private Limited			(1.00)	(1.00)
19	Sale of Shares(Buy Back) ►Sun Polytex Pvt. Ltd.			-	201.36
20	Sale of Land ►B.H. Bapna ►Vinod Bafna ►Vijendra Bapna	(14.26) (9.5) (7.39)	- - -		
21	Other Long Term Liabilities ►Harmony Plastics Private Limited			485.00	-

Balance outstanding at the year end	31-03-2015	31-03-14
Loans and Advances	-----	-----
Unsecured Loans	-----	-----

MEWAR POLYTEX LIMITED

31. Earning Per Share	2014-15	2013-14
Net Profit for the Year	18,860,958	10,682,352
Number of Equity Share	3,230,000	3,230,000
Nominal Value of the Shares (Rs.)	10	10
Basic and diluted Earning per Share (Rs.)	5.84	3.31

32. Auditors Remuneration Charged to Accounts:	2014-15	2013-14
(Exclusive of Service Tax)		
Audit Fee	97,000	97,000
Tax Audit	11,000	11,000
TOTAL	1,08,000	1,08,000

33. Deferred Taxes	31-03-2015	31-03-2014
Deferred Tax Assets/(Liabilities)		
Timing Difference in depreciable Assets	35,57,882	2,235,513
Carry forwarded Unabsorbed Capital Loss	748,817	817,762
Total Deferred Tax Assets/(Liabilities)	4,306,699	3,053,275

34 Additional information pursuant to Part II of schedule VI to the Companies Act, 1956 (to the extent applicable)

(a) Production, Purchase, Turnover and Stocks

		Opening Stock		Production/ Purchase	Sales/ Consumption	Closing Stock	
PP/HDPE	Unit	Qty	Value	Qty	Qty (w/o waste)	Qty	Value
Fabric	Kgs	93,495	13,388,213	4,600,434	4,582,855	111,074	7,471,109
Bags	Pcs.	245,200	2,336,570	16,526,110	16,458,910	312,400	1,577,533
Bags	Kgs	-	-	264,796	264,796	-	-
Waste	Kgs	5,165	55,086	143,277	144,703	3,739	42,064

Sale of wastage includes captive consumption of 13554 Kgs

(b) Raw material consumed

Particulars	Unit	Qty.	Amount (Rs.)
HDPE/PP Granuals	MTs	3535.359	306,448,531/-

MEWAR POLYTEX LIMITED

(c) Value of imported and indigenous raw material, stores, spares and consumable consumed during the year

	2014-2015		2013-2014	
	%	Rs.	%	Rs.
Raw Material Imported	NIL	NIL	NIL	NIL
Indigenous	100	306,448,531	100	296,875,070
Total	100	306,448,531	100	296,875,070
Stores and Spares				
Imported	NIL	NIL	NIL	NIL
Indigenous	100	58,84,549	100	85,60,445
Total	100	58,84,549	100	85,60,445

(d) Value of imports calculated on CIF basis in respect of

Raw Material	Rs. NIL
	(Rs. NIL)

(e) The Foreign exchange earnings and out go during the year has been as follows:

Earning (Export Sales)	Rs. 346,037,566/-	(Previous year Rs. 260,862,602/-)
Outgo :	Rs. 21,383,182/-	(Previous year Rs. 21,163,499/-)

(f) Remuneration and perquisites paid/payable to the Managing Director and Directors

Salary & Allowances	Rs. NIL
	(Rs. NIL)
Provident Fund Contribution	Rs. NIL
	(Rs. NIL)

(g) Remittance in foreign currency (Dividend) NIL

35. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Annexure to our report of even date

In terms of our report of even date
For Om Prakash S. Chaplot & Co.
Chartered Accountants

For and on behalf of board of directors

sd/-
(O.P. Chaplot)

Partner

M.No. 010184

Firm Registration No.: 000127C

Udaipur the 26th May, 2015

sd/-
B.H. Bapna
Managing Director

sd/-
Vinod Bafna
Director

sd/-
Sandeep Bapna
Director

sd/-
R.L.Mehta
Director

sd/-
Niraj Khamesra
Company Secretary

MEWAR POLYTEX LIMITED

Regd. Office: 207 (A), Mewar Industrial Area, Road No. 11, Madri, Udaipur - 313 003 (Raj.)

Email: shareholders@mewarpolytex.com

CIN: L25201RJ1979PLC001879

ATTENDANCE SLIP

I/We hereby record my presence at the Thirty Fifth (35th) Annual General Meeting of the members of Mewar Polytex Limited held at the registered office of the company at 207 (A), Mewar Industrial Area, Road No. 11, Madri, Udaipur – 313 003 (Raj.) on Wednesday, 16th day of September, 2015 at 11.00 A.M.

Name (Shareholder)..... Register Folio No.

Address No. of Shares Held

.....

.....

Signature of the Shareholder or Proxy

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

----- Please tear here -----

PROXY FORM

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

MEWAR POLYTEX LIMITED

Regd. Office: 207 (A), Mewar Industrial Area, Road No. 11, Madri, Udaipur - 313 003 (Raj.)

Email: shareholders@mewarpolytex.com

CIN: L25201RJ1979PLC001879

Name of the member

Registered Address

.....

Email

Folio No./Client ID

DP ID

I/We, being the Member (s) of shares of the above named Company, hereby appoint

Name

Email

or failing him/her

Name.....

Email

or failing him/her

Name.....

Email

MEWAR POLYTEX LIMITED

MEWAR POLYTEX LIMITED

As my / our proxy to attend and Vote (on a poll) for me/ us and on my/our behalf at the Thirty Fifth (35th) Annual General Meeting of the Company to be held on Wednesday, the 16th day of September, 2015 at 11.00 A. M. at the Registered Office of the Company at 207 (A), Mewar Industrial Area, Road No. 11, Madri, Udaipur - 313 003 (Raj.) and any adjournment thereof in respect of such resolutions are indicated below:

Resolution Number	Resolution	Vote	
Ordinary Business			
		For	Against
1	Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015		
2	Reappointment of Mr. Sandeep Bapna (DIN - 00594608), Director, retiring by rotation		
3	Ratification of Appointment of M/s. Om Prakash S Chaplot & Co., Chartered Accountants as Statutory Auditors till next Annual General Meeting.		
Special Business			
4	Appointment of Mrs. Shilpa Bapna (DIN - 00594514) as Woman Director		
5	Ratification of Appointment of Mr. Dinesh Kumar Jain as Chief Financial Officer (CFO)		
6	Re-designation of Mr. Sandeep Bapna (DIN - 00594608) as "Executive Director" from "Whole Time Director"		
7	Re-designation of Mr. Vinod Bafna (DIN - 00736144) as "Executive Director" from "Whole Time Director"		

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

.....	<div>Affix Re.1 Revenue Stamp</div>
Signature of the Member	Signature of proxy holder (s)	

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the Meeting.
2. It is optional to indicate your preference. If you leave the for or against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

MEWAR POLYTEX LIMITED

MEWAR POLYTEX LIMITED

MEWAR POLYTEX LIMITED

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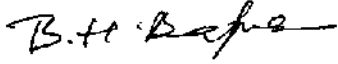
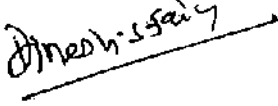
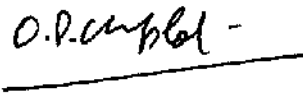
MEWAR POLYTEX LIMITED

207 (A), Mewar Industrial Area

Road No. 11, Madri

UDAIPUR 313 003 (Raj.) India

FORM – A

1.	Name of the Company	Mewar Polytex Limited
2.	Annual Financial Statements for the year ended	31 st March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N/A
5.	To be signed by	
	i) B.H. Bapna DIN – 00594590 Managing Director	
	ii) Dinesh Kumar Jain CFO	
	iii) O.P. Chaplot M. No. – 010184 Auditor of the Company	
	iv) R.L. Mehta DIN – 00886730 Audit Committee Chairman	