
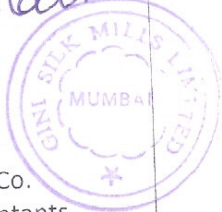
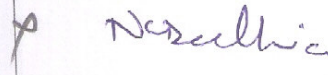

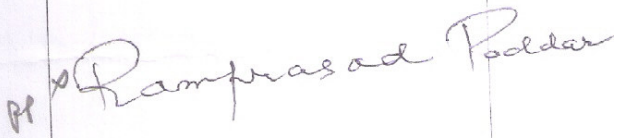


FORM A

Format of covering letter of the Annual Audit Report to be filled with the Stock Exchanges

1	Name of the Company	GINI SILK MILLS LIMITED
2	Annual Financial Statement for the year ended	31 st March, 2015
3	Type of Audit observation	Unqualified/ Matter of Emphasis Report
4	Frequency of observation	NIL Not Applicable
5	To be signed by	
	<p>Managing Director</p> <p>Auditor of the Company</p> <p>Audit Committee Chairman</p>	<div style="text-align: right; margin-bottom: 20px;">  </div> <div style="text-align: right; margin-bottom: 20px;">  <p>For Vatsarj & Co. Chartered Accountants FRN: 111327W</p> </div> <div style="text-align: right; margin-bottom: 20px;">  </div> <div style="text-align: right; margin-bottom: 20px;">  <p>CA Nitesh K. Dhedia (Partner) M.No. 114893</p> </div> <div style="text-align: right;">  </div>



Fine Fabrics Since 1963

Gina SILK MILLS LIMITED

35th Annual Report 2014 - 2015

CORPORATE INFORMATION
BOARD OF DIRECTORS

Vishwanath Harlalka	- Executive Chairman
Deepak Harlalka	- Managing Director
Ramprasad Poddar	- Director
Suresh Gaggar	- Director
Pankajkumar Agarwal	- Director
Anjali Harlalka	- Director

REGISTERED OFFICE
GINI SILK MILLS LIMITED

CIN: L17300MH1981PLC024184
 413, Tantia Jogani Industrial Estate Premises,
 Opp. Kasturba Hospital,
 J. R. Boricha Marg, Lower Parel (East), Mumbai-400011
 E-Mail: ginitex@rediffmail.com
 Website: www.ginitex.com

BANKERS

State Bank of India
 Kotak Mahindra Bank Limited

AUDITORS

M/s. Vatsaraj & Co.
 Chartered Accountants

SECRETARIAL AUDITORS

Sandeep Dar & Co.
 Company Secretaries

REGISTRAR & TRANSFER AGENT
BIGSHARE SERVICES PVT. LTD

E/2, Ansa Industrial Estate,
 Sakivihar Road, Sakinaka, Andheri (E),
 Mumbai – 400 072.
 Tel. No: 022-40430200
 Fax. No.: 022-28475207
 E-mail: investor@bigshareonline.com
 Website: www.bigshareonline.com

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THIRTY FIFTH ANNUAL GENERAL MEETING

held on Monday, September 14, 2015 at 12.30 P.M.
 at Maheshwari Pragati Mandal, Maheshwari Bhawan,
 603, Girgaon Road, Mumbai - 400 002.

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the Company will be held on Monday, 14th September, 2015 at 12.30 P.M. at **Maheshwari Pragati Mandal, Maheshwari Bhawan, 603, Girgaon Road, Mumbai - 400002** to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2015 and the Profit and Loss Account for the year ended on that date together with the Directors' and Auditors' Report thereon.
2. To declare dividend on equity shares for the financial Year 2014-2015.
3. To appoint a Director in place of Mr. Vishwanath Harlalka (DIN-00170432), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

"RESOLVED THAT in accordance with section 139 of the Companies Act, 2013, and the Rules under chapter X (including any statutory modification(s) or re-enactment thereof), the retiring auditors M/s. Vatsaraj & Co., Chartered Accountants, (FRN No. 111327W) Mumbai, be and is hereby re-appointed as the auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and the Board of Directors/ Audit Committee of the Company be and is hereby authorized to fix their remuneration."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of section 161(1), 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, read with Schedule IV of the said Act, Mr. Pankajkumar Agarwal, who was appointed as additional Director of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as Independent Director of the Company for five years up to September 26, 2019".
6. 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 161(1), 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, read with Schedule IV of the said Act, Mr. Suresh Gaggar, who was appointed as additional Director of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as Independent Director of the Company for five years up to September 26, 2019".
7. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution.
"RESOLVED THAT Mrs. Anjali Harlalka, who was appointed as an additional Director of the Company and who holds office up to the date of this Annual General Meeting pursuant to the provisions of section 161(1) of the Companies Act, 2013, be and is hereby appointed as Director of the Company whose office of Directorship shall be liable to retire by rotation."
8. To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution.
"RESOLVED THAT pursuant to Section 196, 197 and 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vishwanath Harlalka (DIN: 00170432) be and is hereby appointed as Managing Director of the company for the period of five years w. e. f. September 01, 2015, on such terms and conditions as set out in the explanatory statement annexed herewith and contained in an agreement to be entered between the Company and Mr. Vishwanath Harlalka, a draft whereof is placed before the meeting and initialed for the purpose of identification hereof".

RESOLVED FURTHER THAT Mr. Vishwanath Harlalka subject to the provisions of Section 152 of the Companies Act, 2013 shall not be liable to retire by rotation during his tenure as Managing Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such act, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this Resolution."

9. To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provision of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, a new set of Articles of Association of the Company placed before the Members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to perform such acts, deeds and things, as may be necessary and expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

Registered Office:

413, Tantia Jogani Industrial Estate Premises, Opp. Kasturba Hospital,
J. R. Boricha Marg, Lower Parel (East), Mumbai-400011

Place: Mumbai

Date : May 28, 2015

By Order of the Board
GINI SILK MILLS LIMITED

Vishwanath Harlalka
Chairman

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 SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. **THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF THE BUSINESS UNDER ITEM NOS. 5 TO 9 AS SET ABOVE, IS ANNEXED HERETO.**
3. The register of members and share transfer books will remain closed from Saturday, 5th September, 2015 to Monday, 14th September, 2015. (Both days inclusive).
4. Dividend, if declared, shall be disbursed to the members:-
 - a) Whose name appears as beneficial owners as at the end of business hours on 4th September, 2015 as per the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form.
 - b) Whose names appear as members in the register of members of the Company after giving effect to valid transfers in physical form lodged with the Company or registrar and share transfer agents on or before 4th September, 2015.
5. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management at the day of the meeting.
6.
 - i) Members holding shares in physical form are requested to immediately intimate any change in their residential address to Bigshare Services Pvt. Ltd, E/2, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai – 400 072. Registrar and transfer agent of the Company, so that change could be effected in the register of members before closure.
 - ii) Members who are holding shares in Demat mode are requested to notify any change in their residential address, bank a/c details and/ or email address immediately to their respective depository participants.
 - iii) The government took a green initiative in corporate governance' in 2011 by allowing the companies to service the documents to its members through electronic mode. Accordingly, the Company sends all communication including the notice along with Annual Report in electronic form to all members whose email Ids are registered with the Company/ depository participant(s) unless a specific request for hard copy has been requested.
 - iv) Members who are not registered their email Id's so far are requested to register their e-mail address for receiving all communication including Annual Report, Notice, Circulars, etc. from the Company electronically.
7. The Company has appointed M/s. Sandeep Dar & Co., Practising Company Secretaries, Navi Mumbai, to act as the scrutinizer, to scrutinize the remote e-voting and physical votes received through ballot in accordance with the law in a fair and transparent manner.
8. The company is pleased to offer e-voting facility, for all its members to enable them to cast their vote electronically in term of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, as amended from time to time and clause 35B of the Listing Agreement. The Facility for voting, through ballot/ polling paper will be made available at the venue of the AGM. The members attending the meeting, who

have not already cast their vote through remote e-voting shall be able to exercise their voting rights through ballot papers at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

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

- (i) The voting period begins on Friday, September 11, 2015 at 09:00 A:M and ends on Sunday, September 13, 2015 at 05:00 P:M.
- (ii) Members holding Shares in physical or in Demat form as on cut off date i.e. Monday, September 07, 2015 shall only be eligible for e-voting.

(I) In case of members receiving Notice of AGM through e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- (xvi) Note for Non-individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (II) **In case members receiving the physical copy of Notice of AGM [for members whose e-mails IDs are not registered with the company / depository participant(s) or requesting physical copy]:**

Please follow all steps from sl. no (i) to sl no. (xv) Above, to cast vote.
- (III) In case you have any queries or issues regarding e-voting, you may refer the frequently asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under **help section** or **write an email to helpdesk.evoting@cdslindia.com**.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO 5:

Mr. Pankajkumar Agarwal, an Independent Director who was appointed as an Additional Director w.e.f. September 26, 2015 holds office as Director till the date of the forthcoming Annual General meeting.

In terms of section 160 of the Companies Act 2013, Company have received a notice from a shareholder proposing candidature of Mr. Pankajkumar Agarwal for the appointment as an Independent Director by the Shareholders of the Company. A brief profile of Mr. Pankajkumar Agarwal has been annexed in the Corporate Governance report.

The Board considers it desirable that the Company should continue to avail of the services of Mr. Pankajkumar Agarwal as Independent Director and accordingly recommends the Resolution at Item No. 5 for approval by the Members.

None of the Directors and any Key Managerial Personnel and their relatives are considered to be concerned or interested in the aforesaid Ordinary resolution.

ITEM NO 6:

Mr. Suesh Gaggar, an Independent Director who was appointed as an Additional Director w.e.f. September 26, 2015 holds office as Director till the date of the forthcoming Annual General meeting.

In terms of section 160 of the Companies Act 2013, Company have received a notice from a shareholder proposing candidature of Mr. Suesh Gaggar for the appointment as an Independent Director by the Shareholders of the Company. A brief profile of Mr. Suesh Gaggar has been annexed in the Corporate Governance report.

The Board considers it desirable that the Company should continue to avail of the services of Mr. Suesh Gaggar as Independent Director and accordingly recommends the Resolution at Item No. 6 for approval by the Members.

None of the Directors and any Key Managerial Personnel and their relatives are considered to be concerned or interested in the aforesaid Ordinary resolution.

ITEM NO 7:

Mrs. Anjali Harlalka was appointed as an Additional Director by the Board w.e.f. March 28, 2015 and holds office as Director till the date of the forthcoming Annual General meeting.

In terms of section 160 of the Companies Act, 2013, Company have received a notice from a shareholder proposing candidature of Mrs. Anjali Harlalka for the appointment as an Director by the Shareholders of the Company. A brief profile of Mrs. Anjali Harlalka has been annexed in the Corporate Governance report.

The Board considers it desirable that the Company should continue to avail of the services of Mrs. Anjali Harlalka as Director and accordingly recommends the Resolution at Item No. 7 for approval by the Members.

None of the Directors except Mr. Deepak Harlalka is considered to be concerned or interested in the aforesaid Ordinary resolution.

ITEM NO 8:

Mr. Vishwanath Harlalka whose previous appointment as Managing Director ended on 31st August, 2015 and was re-appointed by the Board of Directors at their meeting held on May 28, 2015 as Managing Director for the period of five years w.e.f. September 01, 2015. The re-appointment of Mr. Vishwanath Harlalka will be made by passing a special resolution since he has attained the age of 70 years.

The following information of appointment are as follows:

I. GENERAL INFORMATION:

- a) Nature of Industry: Manufacturing of fabrics & job work of processing fabrics.
- b) Date of commencement of commercial production: August 31, 1996
- c) Foreign investments or collaborations: Not Applicable

II. INFORMATION ABOUT THE APPOINTEE:

a) Background details:

Mr. Vishwanath Harlalka, 75 years old is a Bachelor in Commerce by qualification. He was appointed as Director of the Company on 31st December, 1988. Mr. Vishwanath Harlalka whose previous appointment as Managing Director ended on 31st August, 2015 is reappointed as Managing Director for a period of five years effective from 1st September 2015.

b) Past remuneration:

Last drawn salary by the Managing Director was ₹ 2,00,000 per month.

c) Job profile and his suitability:

The Managing Director would have the authority to oversee and implement the day-to-day operations of the Company. Managing Director will also be responsible for formulating the policies and strategies in consent with the Board of Directors of the Company. The appointee has clear vision and foresight to work for the prosperity and success of the company. The Managing Director has immense capacity for hard work, interpersonal skills, extraordinary ability for analytical thinking and positive attitude.

d) The draft agreement between the Company and Mr. Vishwanath Harlalka for his re-appointment contains inter alia the following terms and conditions.

- (i) Salary: ₹ 2,00,000/- (Rupees Two Lakh only) per month.
- (ii) Perquisites and allowances:
 - (a) In addition to the salary, the Managing Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together- with reimbursement of expenses or allowances for utilities such as gas, electricity, water furnishing and repairs; medical reimbursement, club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the Managing Director. Such perquisites and allowances will be subject to the ceilings as specified in Schedule V.
 - (b) For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income-tax Rules, wherever applicable; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost, Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
 - (c) Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
 - (d) The total remuneration including salary, perquisites, allowances (other than exempted perquisites and allowance) and other monetary benefits shall not exceed the maximum ceiling of ₹ 2,50,000/- per month.

(iii) **Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained,

Where in any financial year during the tenure of the Managing Director, the Company has no Profits or its Profits are inadequate, the Company will pay remuneration in accordance with Part II of Schedule V.

(iv) **General Terms & Conditions:**

- a) The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may in its discretion deem fit, within the minimum amount payable to Managing Director in accordance with Schedule V to the Companies Act 2013 or any amendments made hereafter in this regard.
- b) The Agreement may be terminated by either party giving the other party six months' notice or the Company paying six months remuneration in lieu of such notice.
- c) If at any time the Managing Director ceases to be a Director of the Company for any cause whatsoever, he shall cease to be the Managing Director of the Company.

III. OTHER INFORMATION:

a) **Reasons for loss or inadequate profits:**

However in case the profits are inadequate to pay desired remuneration to the Managing Director, necessary approval of the members is required to pay the above as minimum remuneration.

In accordance with the provisions of Section 197 of the Companies Act, 2013, the terms of remuneration specified above are now being placed before the Members in Annual General Meeting for their approval.

The draft Agreement between the Company and Managing Director is available for inspection by the members of the Company at the Registered Office of the Company between 11.00 am. and 1.00 p.m. on any working day till the Annual General Meeting of the Company.

Your directors recommend passing of this Special resolution

None of the directors except Mr. Deepak Harlalka and Mrs. Anjali Harlalka are interested parties in the passing of the said resolution.

ITEM NO 9:

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956.

The Articles of Association were amended from time to time in accordance with the provisions of the Companies Act, 1956. With the introduction of the Companies Act, 2013, it is proposed to replace the existing Articles of Association to make it consistent with the provision of the Companies Act, 2013 including the rules made thereunder.

A copy of the proposed set of new Articles of Association of the Companies would be available for inspection at the registered office of the Company during the business hours on any working day, up to the date of Annual General meeting and during the Annual General meeting.

Directors, Key Managerial Personnel and their relatives may be considered as concerned or interested in passing of this resolution to the extent of their respective rights and obligations as shareholders or Directors in the Company.

Registered Office:

413, Tantia Jogani Industrial Estate Premises, Opp. Kasturba Hospital,
J. R. Boricha Marg, Lower Parel (East), Mumbai-400011

Place: Mumbai

Date : May 28, 2015

By Order of the Board
GINI SILK MILLS LIMITED

Vishwanath Harlalka
Chairman

DIRECTOR'S REPORT

To,

The Members of **GINI SILK MILLS LIMITED**

Your Directors have pleasure in presenting their 35th Annual Report on the business and operations of the Company and Audited Statement of Accounts for the year ended 31st March, 2015.

1. Financial Highlights:

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

(₹ in lacs)

Sr No.	Particulars	2014-2015	2013-2014
	REVENUE		
1.	Net Sales/ Income from operation	4012.11	3489.53
	Other Income	242.38	218.82
	Total	4254.49	3708.35
	LESS: EXPENDITURE		
2.	Employee Benefit Expenses		
	Financial Cost	346.40	321.53
	Depreciation	44.93	5.63
	Other Expenses	40.06	45.97
	Total	3429.12	3057.43
3.	Profit Before Tax	393.98	277.79
4.	Provision for Taxation		
	i) Current Tax	81.00	85.00
	ii) Deferred Tax	70.03	5.30
	iii) Earlier years Tax	(0.08)	13.47
5.	Profit After Tax	243.03	174.02
6.	Balance carried from previous year	2026.68	1885.37
7.	Amount Available for Appropriation	2269.71	2059.39
8.	APPROPRIATIONS:		
	Proposed Dividend	27.96	27.96
	Dividend Distribution Tax	5.72	4.75
	Prior Period Items	(31.65)	-
	Depreciation as per schedule II OF Companies Act, 2013	11.35	-
9.	Balance carried to Balance Sheet	2256.33	2026.68
	Total	2269.71	2059.39
	Basic/Diluted Earning per Equity Shares	4.35	3.11

2. Dividend:

We are pleased to announce that the Board of Directors have recommended dividend of ₹ 0.50 per equity share of ₹ 10/- each (i.e. 5 % of face value) aggregating ₹ 27,96,300 (excluding dividend distribution tax as applicable) for the year ended on 31st March, 2015.

3. Reserves:

No amount out of current year's Profits was transferred to the General Reserves.

4. Extract Of Annual Return:

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

5. Operations:

During the period under review the profit after tax (PAT) stood at 243.03 Lacs (Previous Year ₹ 174.02 Lacs), there was an increase of 28.39 % as compared to last financial year. The performance for the coming years is expected to improve upon from the last year if right macroeconomic indicators are achieved in future.

6. Directors' Responsibility Statement:

The Directors' confirm that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit and Loss of the company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the Assets of the company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the Annual Accounts on a going concern basis;
- the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively and
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

7. Directors or Key Managerial Personnel Appointments / Resignations during the year

- The following Independent Directors were appointed during the financial year 2014-2015:
 - Mr. Ramprasad Poddar (DIN: 00163950)
 - Mr. Suresh Gaggar (DIN: 00599561).
 - Mr. Pankajkumar Agarwal (DIN: 01115660).
- Mrs. Anjali Harlalka (DIN: 07141513) was appointed as Woman Director of the Company, in terms of provisions of Section 149(1) of the Companies Act, 2013 read with Clause 49 of the Listing Agreement.
- The following Directors resigned during the financial year 2014-2015:
 - Mr. Rajendra Kumar Rajgahia (DIN: 00141766)
 - Mr. Dinesh Ramprasad Poddar (DIN: 00164182)

8. (1) Particulars of Employees:

Sr. No	Particulars	Remarks												
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.	a) Mr. Vishwanath Harlalka, Chairman - 11.58:1 b) Mr. Deepak Harlalka, Managing Director - 11.58:1												
2.	The percentage increase in the remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	a) Mr. Vishwanath Harlalka - Nil b) Mr. Deepak Harlalka - Nil												
3.	The percentage increase in the median remuneration of employees in the financial year	15.68%												
4.	The number of permanent employees on the rolls of company	130												
5.	The explanation on the relationship between average increase in remuneration and the company performance	The Average Increase is based on the objectives of Remuneration policy of the Company that is designed to attract, motivate and retain the employees who are the drivers of organisation success and helps the Company to retain its industry competitiveness. Pay mix is designed to reflect the performance and is aligned to the long term interests of the shareholders.												
6.	Comparison of the remuneration of the Key Managerial Personnel Against the performance of the Company	Remuneration of KMP for FY 2014-15 : 50.49 PAT of the Company : 243.03 Remuneration to PAT% : 20.77												
7.	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company	<table border="1"> <thead> <tr> <th>Name of the KMP</th> <th>Remuneration of KMP for FY 2014-15 (₹ In lacs)</th> <th>PAT of the Company (₹ In lacs)</th> <th>Remuneration to PAT%</th> </tr> </thead> <tbody> <tr> <td>Mr. Vishwanath Harlalka</td> <td>24.00</td> <td>243.03</td> <td>9.87</td> </tr> <tr> <td>Mr. Deepak Harlalka</td> <td>26.49</td> <td>243.03</td> <td>10.90</td> </tr> </tbody> </table>	Name of the KMP	Remuneration of KMP for FY 2014-15 (₹ In lacs)	PAT of the Company (₹ In lacs)	Remuneration to PAT%	Mr. Vishwanath Harlalka	24.00	243.03	9.87	Mr. Deepak Harlalka	26.49	243.03	10.90
Name of the KMP	Remuneration of KMP for FY 2014-15 (₹ In lacs)	PAT of the Company (₹ In lacs)	Remuneration to PAT%											
Mr. Vishwanath Harlalka	24.00	243.03	9.87											
Mr. Deepak Harlalka	26.49	243.03	10.90											

8.	Variation in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company out with the last public offer.		FY 2014-15	FY 2013-14	Variation
		Market Capitalization	2849.43 (₹ In lacs)	2371.76 (₹ In lacs)	477.76
		Price Earning Ratio	11.71	13.63	-1.92
9.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	The average % managerial increase has been Nil while for others it is about 14.69%. This is based on Remuneration policy of the Company that rewards people differentially based on their contribution to the success of the Company and also ensures that external market competitiveness and internal relativities are taken care of.			
10.	The key parameters for any variable component of remuneration availed by the directors	The key parameters are (a) Net Sales (b) PAT (c) EBIDTA (d) Net operating cash flow from Busines			
11.	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid Director during the year.	None			
12.	Affirmation that the remuneration is as per the remuneration policy of the Company.	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company			

(2) Particulars of employees drawing remuneration in excess of limits prescribed under Section 134(3)(q) read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 :

There are no employees drawing remuneration exceeding Rupees 60 Lacs per annum if employed throughout the financial year or Rupees 5 Lacs per month if employed for part of the financial year or draws remuneration in excess of Executive Chairman or Whole time Director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

9. Number of Meetings of Board during the year

Sr. no	Particulars	No. of meetings held
1.	Board meetings	Six
2.	Audit Committee meetings	Four
3.	Nomination and Remuneration Committee meeting	One
4.	Risk Management Committee meeting	One
5.	Stakeholders relationships Committee	One
6.	Independent Directors Meeting	One

10. Formal Annual Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration, Risk Management and Stakeholders Relationship Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

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

11. Declaration by an Independent Directors:

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

12. 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 remuneration policy is also uploaded on the website www.ginitex.com.

13. Auditor:

The Auditors M/s. Vatsaraj & Co. Chartered Accountants, (FRN No.11327W) Mumbai, will retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment for a period of One year from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.

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

14. Secretarial Audit Report:

In terms of Section 204 of the Companies Act, 2013 and Rules made there under, M/s. Sandeep Dar and Co., Practicing Company Secretary has been appointed Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed as **Annexure 3** to this report. The report is self-explanatory however, the Company has initiated necessary steps to comply with non-compliances as mentioned under the Secretarial Audit Report as per the provisions of the Companies Act, 2013 and the Listing Agreement.

15. Vigil Mechanism:

Pursuant to the provisions of sub-section (9) and (10) of Section 177 of the Companies Act, 2013, a Vigil Mechanism for Directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.ginitex.com

16. Composition of Audit Committee:

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

The Composition of Audit Committee is as follows:

1. Mr. Ramprasad Poddar- Chairman
2. Mr. Pankajkumar Agarwal - Member
3. Mr. Suresh Gaggar- Member

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

18. The Risk management Policy has been uploaded on the website of the Company at www.ginitex.com

There were no risk identified which would threaten the existence of the Company during the year under review.

19. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

20. Deposits:

The Company has not accepted any deposits during the year.

21. Particulars of loans, guarantees or investments under section 186 of the Companies Act, 2013:

Details of Loan and Investments covered under the provision of Section 186 of the Companies Act, 2013 are given in the notes of the Financial Statements.

22. Particulars of contracts or arrangements with Related Parties:

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

23. Corporate Governance:

Your Company believes that Corporate Governance is a code of self discipline. In the line with this policy, the Board of Directors strongly believes that it is very important that the Company follows healthy Corporate Governance practices and reports to the shareholders the progress made on the various measures undertaken. The Corporate Governance Certificate from Statutory Auditor regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement is annexed with this report.

24. Obligation of Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013:

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Internal Complaints Committee under the Act, for implementation of said policy.

The following is a summary of sexual harassment complaint received or disposed of during the year 2014-15.

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

25. Details of Conservation of energy, technology absorption and foreign exchange earnings and outgo:
A) CONSERVATION OF ENERGY

The Company's operation involves low energy Consumption Nevertheless energy Conservation measures have already been taken wherever possible.

Efforts to conserve and optimize the use energy through improved operational methods and other means will continue.

(FORM - A) (See Rule 2)

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

A)	POWER AND FUEL CONSUMPTION	2014-2015	2013-2014
	PURCHASED		
	Unit (KWH)	2535900	2637458
	Total Amount (₹ In lacs)	176.94	179.62
	Rate per unit (₹)	6.98	6.81
	OWN GENERATION		
	Through Diesel Generator		
	Units (KWH)	34115	31196
	Units per ltr. Of Diesel oil	4.44	4.40
	Cost per unit (₹)	14.30	13.71
	COAL		
	Quantity (Kgs)	6557990	6888025
	Total cost (₹ In Lacs)	364.13	354.35
	Average rate per Kg (₹)	5.55	5.14
	GAS		
	Quantity (Kgs)	29754	31312
	Total cost (₹ In Lacs)	25.69	30.03
	Average rate per Kg (₹)	86.35	95.91
	DIESEL OIL		
	Quantity (Ltrs)	7678	7554
	Total cost (₹ In lacs)	4.88	4.28
	Average rate per Ltr (₹)	63.55	56.56
B	CONSUMPTION PER UNIT OF PRODUCTION ENERGY		
	Electricity (KWH)	0.13	0.13
	Coal (Kgs)	0.33	0.34

TECHNOLOGY AND TECHNICAL ABSORPTION AND ADOPTION
1) TECHNOLOGY ABSORPTION:

The Company's present manufacturing activities are such that the same do not require any specialized Technology as in India, technical know-how for Textile Industries has been standardized and is being used in the Industry. Besides, the Promoters of the Company are engaged in Textile business since last 3 decades and the business is inherited. In view of the above, the question of technical absorption and adaptation does not arise.

2) RESEARCH & DEVELOPMENT:

At present the company does not have separate division for carrying out Research and Development work. No expenditure has therefore been earmarked for this activity.

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

26. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:

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

27. Listing Agreement with the Stock Exchanges:

Your Company continues to be listed on the Bombay Stock Exchange Limited, Mumbai where the company's shares are being traded. The Company confirms that it has paid the Annual Listing Fees for the year 2014-2015 to BSE where the Company's Shares are listed.

28. Acknowledgement:

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

Registered Office:

413, Tantia Jogani Industrial Estate Premises,
Opp. Kasturba Hospital, J. R. Boricha Marg,
Lower Parel (East), Mumbai-400011

By Order of the Board
GINI SILK MILLS LIMITED

Vishwanath Harlalka
Chairman

Place: Mumbai

Date : May 28, 2015

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on March 31, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and

Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L17300MH1981PLC024184
Registration Date	03/04/1981
Name of the Company	Gini Silk Mills Limited
Category / Sub-Category of the Company	Company Limited by shares
Address of the Registered office and contact details	413, Jogani Industrial Estate, Opp. Kasturba -Hospital, J. R. Boricha Marg, Lower Parel (East), Mumbai- 400011.
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Ltd E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai – 400 072. Tel: +91 22 28470652/4040300 Fax: +91 22 28475207 Email : info@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Fabrics – Shirting and Suiting	5407-5408	53%
2	Processing fabrics – Job work	13134	42%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

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

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

	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
	(1) Indian									
	a) Individual/ HUF	4173410	-	4173410	74.6238	4173410	-	4173410	74.6238	-
	b) Central Govt	-	-	-	-	-	-	-	-	-
	c) State Govt(s)	-	-	-	-	-	-	-	-	-
	d) Bodies Corp.	20050	-	20050	0.3585	20050	-	20050	0.3585	-
	e) Banks / FI	-	-	-	-	-	-	-	-	-
	f) Any Other...	-	-	-	-	-	-	-	-	-
	Sub-total (A) (1):-	4193460	-	4193460	74.9823	4193460	-	4193460	74.9823	-

	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2)	Foreign									
	a) NRIs Individuals	-	-	-	-	-	-	-	-	-
	b) Other – Individuals	-	-	-	-	-	-	-	-	-
	c) Bodies Corp) Banks / FI	-	-	-	-	-	-	-	-	-
	e) Any Other...	-	-	-	-	-	-	-	-	-
	Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
	Total shareholding of Promoter (A) = (A)(1)+(A)(2)	4193460	-	4193460	74.9823	4193460	-	4193460	74.9823	-

B. Public Shareholding										
1. Institutions										
	a) Mutual Funds	-	-	-	-	-	-	-	-	-
	b) Banks / FI	-	-	-	-	-	-	-	-	-
	c) Central Govt	-	-	-	-	-	-	-	-	-
	d) State Govt(s)	-	-	-	-	-	-	-	-	-
	e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
	f) Insurance Companies	-	-	-	-	-	-	-	-	-
	g) FIs	-	-	-	-	-	-	-	-	-
	h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
	i) Others(specify)	-	-	-	-	-	-	-	-	-
	Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-

	2. Non-Institutions									
	a) Bodies Corp.									
	i) Indian	799907	3800	803707	14.3709	904966	3800	908766	16.2494	1.878
	ii) Overseas	-	-	-	-	-	-	-	-	-
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	285197	50107	337304	6.0313	286339	51607	337946	6.0427	0.01
	ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	254623	-	254623	4.5464	149955	-	149955	2.6813	1.865
	c) Others (specify)									
	i) Clearing members	3666	-	3666	0.0656	373	-	373	0.0067	0.058
	ii) Non resident Indians (NRI)	200	-	200	0.0036	2100	-	2100	0.0375	0.033
	Sub-total (B)(2):-	1343233	55907	1399140	25.0177	1343733	55407	1399140	25.0177	-
	Total Public Shareholding (B)=(B)(1)+ (B)(2)	1343233	55907	1399140	25.0177	1343733	55407	1399140	25.0177	-
	Total (A) + (B)	5536693	55907	5592600	100.00	5537193	55407	5592600	100	-
	Shares held by Custodian	-	-	-	-	-	-	-	-	-
	i) Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
	ii) Public	-	-	-	-	-	-	-	-	-
	Grand Total A + B + C	5536693	55907	5592600	100.00	5537193	55407	5592600	100	-

(ii) Shareholding of Promoters:

SI No	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1.	Deepak Harlalka	863350	15.4374	0.00	863350	15.4374	0.00	-
2.	Vishwanath Harlalka	822900	14.7141	0.00	822900	14.7141	0.00	-
3.	Vishwanath Harlalka	767760	13.7281	0.00	767760	13.7281	0.00	-
4.	Vimla Harlalka	508500	9.0.24	0.00	508500	9.0.24	0.00	-
5.	Deepak Harlalka	309600	5.5359	0.00	309600	5.5359	0.00	-
6.	Vishwanath Harlalka	300000	5.3642	0.00	300000	5.3642	0.00	-
7.	Anjali Harlalka	250900	4.4863	0.00	250900	4.4863	0.00	-
8.	Mr Pranav Harlalka	202400	3.6191	0.00	202400	3.6191	0.00	-
9.	Anjali Harlalka	60000	1.0728	0.00	60000	1.0728	0.00	-
10.	Rajendra Rajgarhia	39500	0.7063	0.00	39500	0.7063	0.00	-
11.	Vishwanath Harlalka	38500	0.6884	0.00	38500	0.6884	0.00	-
12.	Sewaram Harlalka Investments Private Ltd	20050	0.3585	0.00	20050	0.3585	0.00	-
13.	Manju Sonthalia	10000	0.1788	0.00	10000	0.1788	0.00	-
	Total	4193460	74.9823	0.00	4193460	74.9823	0.00	-

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

There is no change in Shareholding of Promoters

Shareholding at the beginning of the year 01/04/2014		Shareholding at the end of the year 31/03/2015	
No. of Shares	% of the Total Shares	No. of shares	% of the Total Shares
4193460	74.98%	4193460	74.98%

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) as on March 31, 2015

Sr. No	NAME	No. of Shares at the begining/ End of the year	Date	Increase/ Decrease in share-holding	Reason	Number of Shares	Percentage of total shares of the company
1	MAN MADE FIBRES PRIVATE LIMITED	0	1-Apr-14		Transfer	0	0.00
			31-Dec-14	175000	Transfer	175,000	3.13
		175,000	31-Mar-15	0	Transfer	175,000	3.13
2	UPSURGE INVESTMENT AND FINANCE LIMITED	175,000	1-Apr-14	0	Transfer	175,000	3.13
			31-Dec-14	-175000	Transfer	0	0.00
			31-Mar-15	0	Transfer	0	0.00

Sr. No	NAME	No. of Shares at the begining/ End of the year	Date	Increase/ Decrease in share-holding	Reason	Number of Shares	Percentage of total shares of the company
3	GARNET INTERNATIONAL LIMITED	371,613	1-Apr-14	0	Transfer	371,613	6.64
			4-Apr-14	-2000	Transfer	369,613	6.61
			11-Apr-14	-10	Transfer	369,603	6.61
			23-May-14	-3000	Transfer	366,603	6.56
			13-Jun-14	82227	Transfer	448,830	8.03
			20-Jun-14	2225	Transfer	451,055	8.07
			4-Jul-14	-3000	Transfer	448,055	8.01
			11-Jul-14	-9500	Transfer	438,555	7.84
		438,555	31-Mar-15	0	Transfer	438,555	7.84
4	ANIL RAJKUMAR CHOKHANI	43,800	1-Apr-14	0	Transfer	43,800	0.78
		43,800	31-Mar-15	0	Transfer	43,800	0.78
5	JIGNASA V PARIKH	0	1-Apr-14		Transfer	0	0.00
			5-Dec-14	10000	Transfer	10,000	0.18
		10,000	31-Mar-15	0	Transfer	10,000	0.18
6	AMIT SARDA	12,880	1-Apr-14	0	Transfer	12,880	0.23
			13-Jun-14	-500	Transfer	12,380	0.22
			20-Jun-14	-500	Transfer	11,880	0.21
			30-Jun-14	-2500	Transfer	9,380	0.17
			11-Jul-14	-410	Transfer	8,970	0.16
			8-Aug-14	-40	Transfer	8,930	0.16
			7-Nov-14	-500	Transfer	8,430	0.15
			16-Jan-15	-1600	Transfer	6,830	0.12
			13-Mar-15	-979	Transfer	5,851	0.10
		5,851	31-Mar-15	0	Transfer	5,851	0.10
7	RAMCHANDRA SARDA	9,524	1-Apr-14	0	Transfer	9,524	0.17
		9,524	31-Mar-15	0	Transfer	9,524	0.17
8	ALAUKIK MINES AND POWER P LTD	158,554	1-Apr-14	0	Transfer	158,554	2.84
			4-Apr-14	3070	Transfer	161,624	2.89
			16-May-14	700	Transfer	162,324	2.90
			30-May-14	2130	Transfer	164,454	2.94
			20-Jun-14	-163759	Transfer	695	0.01
			30-Jun-14	177000	Transfer	177,695	3.18
			4-Jul-14	-177000	Transfer	695	0.01
			30-Sep-14	177000	Transfer	177,695	3.18
			10-Oct-14	33766	Transfer	211,461	3.78
			31-Dec-14	27163	Transfer	238,624	4.27

Sr. No	NAME	No. of Shares at the begining/ End of the year	Date	Increase/ Decrease in share-holding	Reason	Number of Shares	Percentage of total shares of the company
			23-Jan-15	38549	Transfer	277,173	4.96
		274,173	31-Mar-15	0	Transfer	274,173	4.90
			31-Mar-15	-3000	Transfer	274,173	4.90
9	ARVINDKUMAR J SANCHETI	16,933	1-Apr-14	0	Transfer	16,933	0.30
		16,933	31-Mar-15	0	Transfer	16,933	0.30
10	SEAHORSE MERCANTILE COMPANY PRIVATE LIMITED	80,000	1-Apr-14	0	Transfer	80,000	1.43
			6-Jun-14	-34000	Transfer	46,000	0.82
			13-Jun-14	-46000	Transfer	0	0.00
			31-Mar-15	0	Transfer	0	0.00
11	PREMALATHA SARDA	40,281	1-Apr-14	0	Transfer	40,281	0.72
			11-Apr-14	-10	Transfer	40,271	0.72
			9-May-14	-20	Transfer	40,251	0.72
			6-Jun-14	-25	Transfer	40,226	0.72
			13-Jun-14	-2000	Transfer	38,226	0.68
			20-Jun-14	-2260	Transfer	35,966	0.64
			30-Jun-14	-1792	Transfer	34,174	0.61
			11-Jul-14	-500	Transfer	33,674	0.60
			31-Oct-14	-1000	Transfer	32,674	0.58
			7-Nov-14	-600	Transfer	32,074	0.57
			16-Jan-15	-1000	Transfer	31,074	0.56
		31,074	31-Mar-15	0	Transfer	31,074	0.56
12	RAMAKANT GAGGAR	0	1-Apr-14		Transfer	0	0.00
			4-Apr-14	2160	Transfer	2,160	0.04
			11-Apr-14	10	Transfer	2,170	0.04
			9-May-14	-500	Transfer	1,670	0.03
			16-May-14	-250	Transfer	1,420	0.03
			30-May-14	712	Transfer	2,132	0.04
			20-Jun-14	410	Transfer	2,542	0.05
			30-Jun-14	3706	Transfer	6,248	0.11
			4-Jul-14	23465	Transfer	29,713	0.53
			11-Jul-14	-1000	Transfer	28,713	0.51
			31-Oct-14	-15180	Transfer	13,533	0.24
			7-Nov-14	10100	Transfer	23,633	0.42
			5-Dec-14	-10000	Transfer	13,633	0.24
			16-Jan-15	1414	Transfer	15,047	0.27
			23-Jan-15	18523	Transfer	33,570	0.60

Sr. No	NAME	No. of Shares at the beginning/ End of the year	Date	Increase/ Decrease in share-holding	Reason	Number of Shares	Percentage of total shares of the company
			30-Jan-15	14000	Transfer	47,570	0.85
			27-Mar-15	-1700	Transfer	45,870	0.82
		63,320	31-Mar-15	0	Transfer	63,320	1.13
			31-Mar-15	17450	Transfer	63,320	1.13
13	SARITA ARVIND SANCHETI	10,578	1-Apr-14	0	Transfer	10,578	0.19
		10,578	31-Mar-15	0	Transfer	10,578	0.19
14	MAMTA SANCHETI	11,800	1-Apr-14	0	Transfer	11,800	0.21
			20-Jun-14	-3090	Transfer	8,710	0.16
			8-Aug-14	-460	Transfer	8,250	0.15
		8,250	31-Mar-15	0	Transfer	8,250	0.15
15	KARTIK GAGGAR	106,371	1-Apr-14	0	Transfer	106,371	1.90
			11-Apr-14	1750	Transfer	108,121	1.93
			18-Apr-14	150	Transfer	108,271	1.94
			25-Apr-14	100	Transfer	108,371	1.94
			30-Jun-14	-20000	Transfer	88,371	1.58
			11-Jul-14	-11825	Transfer	76,546	1.37
			31-Oct-14	-11000	Transfer	65,546	1.17
			21-Nov-14	500	Transfer	66,046	1.18
			16-Jan-15	-50000	Transfer	16,046	0.29
			23-Jan-15	-15950	Transfer	96	0.00
			27-Mar-15	-62	Transfer	34	0.00
		34	31-Mar-15	0	Transfer	34	0.00

(v) Shareholding of Directors and Key Managerial Personnel as on March 31, 2015:

S I. No	For Each of the Directors and KMP	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Vishwanath Harlalka				
	At the beginning of the year	1929160	34.41	1929160	34.41
	- Brought during the year	-	-	-	-
	- Sold during the year	-	-	-	-
	At the end of the year	1929160	34.41	1929160	34.41
2.	Deepak Harlalka				
	At the beginning of the year	1172950	20.97	1172950	20.97
	- Brought during the year	-	-	-	-
	- Sold during the year	-	-	-	-
	At the end of the year	1172950	20.97	1172950	20.97
3.	Anjali Harlalka				
	At the beginning of the year	310900	5.56	310900	5.56
	- Brought during the year	-	-	-	-
	- Sold during the year	-	-	-	-
	At the end of the year	310900	5.56	310900	5.56

V. INDEBTEDNESS:

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

(₹ In Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount due	-	0.29	-	0.29
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	2.58	-	2.58
Total (i+ii+iii)	-	2.87	-	2.87
Change in Indebtedness during the financial year				
Addition	667.69	238.79	-	906.48
Reduction	106.55	41.40	-	147.95
Net Change	561.14	197.39	-	758.53
Indebtedness at the end of the financial year				
i) Principal Amount	555.11	191.00	-	746.11
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	6.29	9.26	-	15.55
Total (i+ii+iii)	561.40	200.26	-	761.66

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

(₹ In Lacs)

Sr. No	Particulars of remuneration	Name of directors		
		Vishwanath Harlalka	Deepak Harlalka	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	24.00	24.00	48.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	2.49	2.49
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	24.00	26.49	50.49
	Ceiling as per the Schedule XIII of the Companies Act, 1956.	30.00	30.00	60.00

B. REMUNERATION TO OTHER DIRECTORS:

The Company does not pay remuneration to its other Directors.

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

The Company does not pay remuneration to any of its Key Managerial Personnel.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

ANNEXURE – 2
FORM NO. AOC -2

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

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

1. Details of contracts or arrangements or transactions not at Arm's length basis. : None
2. Details of material contracts or arrangements or transactions at arm's length basis.

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1	Gini Tex Private Limited- Directors are interested	1. Job work Services provided 2. Grey Purchase 3. Rent paid 4. Telephone Charges	Yearly	1. Contract of processing fabrics ₹ 648.40 Lacs 2. Grey Fabrics ₹ 120 lacs 3. Rent paid ₹ 12.06 lacs 4. Tel. charges ₹ 1.66 lacs	Approved by the Board on May 27, 2014	Nil
2	Shree Enterprises- Directors are Partners	Job work Services provided	Yearly	Contract of processing fabrics ₹ 97.98 Lacs	Approved by the Board on May 27, 2014	Nil

ANNEXURE-3**Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED MARCH 31, 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,

Gini Silk Mills Limited

CIN: L17300MH1981PLC024184

413, Jogani Industrial Estate, Opp. Kasturba Hospital,

J. R. Boricha Marg, Lower Parel (East), Mumbai- 400011.

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

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 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;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) As identified by the management, other laws specifically applicable to the industry to which the Company belongs and compliances of which is relied upon the representation by the management.
 - (a) Water (Prevention and Control of Pollution) Act, 1974;
 - (b) Air (Prevention and Control of Pollution) Act, 1981;

- (c) Hazardous Wastes (Management, Handling and Transboundary Movement) Rules 2008;
- (d) Micro, Small And Medium Enterprises Development Act, 2006;
- (e) The Payment of Wages Act, 1936;
- (f) The Employees' Provident Funds and Misc. Provisions Act, 1952;
- (g) The Payment of Bonus Act, 1965;
- (h) The Payment of Gratuity Act, 1972;
- (i) The Maharashtra Industrial Development Act, 1961;
- (j) Trade Marks Act, 1999;
- (k) The Textiles Committee Act, 1963.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with Bombay Stock Exchange Limited.

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

1. **Company have appointed Managing Directors as key Managerial Personnel (KMP) under section 203(1) of the Companies Act, 2013. However, compliance under clause (ii) and (iii) of sub-section (1) of section 203 is not complied with regard to the appointment of Company Secretary and Chief Financial Officer.**
2. **Company started filing MGT -10 return for the change exceeding 2% in the shareholding of the Promoters / Top ten shareholders with Registrar of Companies from 05 December, 2014 onwards.**

We further report that

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

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

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

We further report that during the audit period the following specific events/actions occurred having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

- (a) Special Resolution under Section 180(1)(c) of the Companies Act, 2013 passed by the members at the Annual General Meeting dated September 16, 2014 for setting borrowing limits for the Board up to Rs. 50 Crores only.

For Sandeep Dar & Co.

Proprietor

FCS: 3159

C. P. No.: 1571

Place : Navi Mumbai

Date : May 28, 2015

MANAGEMENT DISCUSSION AND ANALYSIS

1. Current Scenario:

As per the latest GDP growth estimates, Indian economy grew by 7.4% in FY 15 compared to 6.9% in FY 14, mostly driven by improved economic fundamentals and revision of GDP methodology calculation. Even inflation showed signs of methodology calculation. Even inflation showed signs of moderation, a welcome sign – wholesale price and consumer price inflation decline to 4.2% and 7.4% respectively, compared with last year's 6.3% and 10.1%. Reduced inflation, falling crude oil price, stable Rupee, improved purchasing power and consumer spending, higher capital inflows supported by the government policy reforms have already put India on an accelerating growth track and improved the business outlook.

The Government envisages GDP growth to accelerate to 8% in FY16 driven by strengthening macroeconomic fundamentals and implementation of policy reforms recently announced. Reforms like e-auctions of coal mines and telecom, FDI hike in insurance, speedier regulatory approvals etc. will be critical growth enablers to de-bottleneck stalled projects, improve the investment outlook and the ease of doing business in the country. Reforms currently underway such as GST implementation, Amendment on Land Acquisition Bill, Labour Reforms, etc are expected to provide the requisite thrust the growth in the medium-term.

Opportunities and Challenges:

Being the second largest employer in India coupled with strong industry linkages with the rural economy augurs Indian textile industry as one of the most significant sectors with an incremental growth potential. Rural economy has seen a spurt in income levels the last few years and this is the right time to juxtapose their synergies to promote the industry growth. Being one of the key focus sectors under the Government's "Make in India" campaign is a testimony to the huge growth potential the industry holds, both in terms of infrastructure development and skill improvement. Globally, favourable trade policy reforms would also allow the industry to expand its trade partners, improve its export competitiveness and contribute substantially to the nation's income.

However, the growth prospects are constrained by many challenges including rising input costs (wages, power and interest cost), restrictive labour laws and intensified competition from other low cost countries like Bangladesh. Such issues need to be addressed to result in unlocking maximum industry growth potential.

2. Production & Sales Review:

During the year under review, your company has registered a turnover of 4012.11 Lacs as compared to 3489.53 Lacs in the previous year.

The production in the Company's Process House at Tarapur (Maharashtra) i.e. Dyeing & printing of textile fabrics was 19,701,218. Mtrs. as against 20,130,007 Mtrs. in previous year. The sales revenue from Processing of Fabric increased from ₹,1,667.93 Lacs to ₹ 1,772.39 Lacs during the year under review. The sale revenue from sale of fabrics decreased from ₹ 2,239.12 lacs to ₹ 1,821.10 lacs.

3. Outlook:

Industrial scenario in the Textile Sector remained unchanged during the year under review with stagnant domestic market and fierce competition in the international market. The company is, however, confident of sustained growth through a series of initiatives in the areas of product development, technological up gradation and strengthening of distribution network.

4. Internal Control Systems and Their Adequacy:

The Company has management, which is much concerned about the adequacy of Internal Control System. It is aware that for a multi-faceted growth of any organization, only the strict overall control & efficient supervision can check all the operations, whether minor or major, and such control are backbone of any commercial establishment or manufacturing units.

The management of your Company has taken appropriate steps by constituting Internal Audit team with well-experienced and hard working personnel under the supervision of Audit Committee of the Board; which frequently checks and reviews functions of various departments and effectiveness of Audit checks and revision of systems and procedures periodically.

In the year under review, the Company initiated a focused policy to evaluate the design effectiveness of existing management controls across all its locations. Under this initiative, the Company also undertook steps to implement new control measures in line with global best-in-class practices.

5. The Financial and Operational Performance:

The financial statement given in the Report of the Directors for the financial year 2014–2015 is quite satisfactory. It reflects the genuine steps taken by the management for transparency and best judgment for the estimate made to correctly reflect the true & fair affairs of the Company.

6. Human Resource Development:

The people of any industry serve as propeller for upliftment of the industry and thus indirectly contribute the National Product and through this to the exchequer of India. The management has always remained conscious of these inter-related factors and maintained a favourable climate during the year to suit the growth and excellence in the Company. The management has always strived to maintain cordial relationship between the staff, workers and management. This attitude created an atmosphere where each and every staff and worker started feeling a sense of 'ONENESS'.

7. Cautionary Statement:

The Statements in Management Discussion and Analysis Report may contain certain statements that might be considered forward looking. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the statements as important factors could influence the Company's operations such as Government policies, political and economic development etc.

REPORT ON CORPORATE GOVERNANCE

Your Company has complied with all material aspects of the Corporate Governance Code as per Clause 49 of the Listing Agreement with the Stock Exchange. A Report on the Corporate Governance compliance is furnished below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Transparency and accountability are the two basic tenants of corporate governance. Good Corporate Governance helps enhancement of long term shareholders value and interest of other stakeholders. This is achieved through increased awareness for responsibility, transparency and professionalism and focus on effective control and management of the organization. The Board of Directors of the Company is committed to the consistent adherence to the corporate governance code and constant review of the Board processes, practices and the Management Systems to maintain a greater degree of responsibility and accountability.

2. BOARD OF DIRECTORS:

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, directions and performance of the Company and has been vested with requisite powers, authorities and duties. The strength of Board of Directors is 6 (Six). Whose composition and category is given below:

(A) THE CONSTITUTION OF THE BOARD AS ON MARCH 31, 2015:

The Board comprises such numbers of non-executive, executive and Independent Directors as required under applicable legislation. The composition of Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The Board of the company comprises of 6 (Six) Directors. The Composition of the Board of Directors and also the number of other Directorship or Committees of which they are member/ Chairperson are as given below:

Directors	Category	No. of other Directorship		No. of other Committee positions	
		Public	Private	Member	Chairman
Vishwanath Harlalka	Promoter Executive	-	4	-	-
Deepak Harlalka	Promoter Executive	-	7	-	-
Anjali Harlalka	Promoter Non-Executive	-	1	-	-
Ramprasad Poddar	Independent	3	6	-	1
Suresh Gaggar	Independent	1	6	-	-
Pankajkumar Agarwal	Independent	-	4	-	-

(B) BOARD PROCEDURE:

The Board of the Company met **6(SIX)** times during the year-ended 31.03.2015. Notice and Agenda were circulated in advance of each meeting of the Board of Directors. The Chairman briefed the Board at every meeting on the overall performance of the Company. The Board mainly deliberated on the following subjects:

- a. Strategy and Business Plans
- b. Considering and approving declaration / recommendation of Dividend.
- c. Operations and Capital Expenditures
- d. Finance and Banking operations
- e. Adoption of Quarterly/Half yearly/ Annual Results
- f. Compliance with Statutory/ Regulatory requirements and review of major Legal Issues

(C) ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETINGS AND THE LAST ANNUAL GENERAL MEETING:

During the year ended March 31, 2015 Six Board Meetings were held on May 27, 2014, August 08, 2014, September 26, 2014, November 08, 2014, February 09, 2015 and March 28, 2015. Annual General Meeting during the year was held on September 16, 2014.

Name of the Directors	No. of Board Meeting Attended	Attendance At Last AGM Held on September 16, 2014	Remarks
Ramprasad Poddar	6	YES	-
Deepak Harlalka	6	YES	-
Vishwanath Harlalka	6	YES	-
Suresh Gaggar	3	NO	Appointed on September 26, 2014
Pankajkumar Agarwal	3	NO	Appointed on September 26, 2014
Anjali Deepak Harlalka	-	NO	Appointed on March 28, 2015

(D) INDEPENDENT DIRECTORS' MEETING:

During the year the company has conducted necessary Induction and familiarisation programmes for Independent Director to perform their role on the Board effectively as required under clause 49(II)(B)(7) of the Listing Agreement.

During the year under review, the Independent Directors met on February 09, 2015, inter alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

(E) DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT:

The brief particulars of the Directors of the company, being re-appointed as Directors retiring by rotation and new appointment of director during the year are as under:

- Mr. Vishwanath Harlalka retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment. Mr. Vishwanath Harlalka, 75 years old is having more than 50 years of business experience. His continuation on the Board will be an asset to the Company.
- Mr. Pankajkumar Agarwal, an Independent Director who was appointed as an Additional Director w.e.f. September 26, 2015 holds office as Director till the date of the forthcoming Annual General meeting. He is 35 years old is having more than 15 years of business experience. His continuation on the Board will be an asset to the Company.
- Mr. Suresh Gaggar, an Independent Director who was appointed as an Additional Director w.e.f. September 26, 2015 holds office as Director till the date of the forthcoming Annual General meeting. He is 52 years old is having more than 32 years of business experience. His continuation on the Board will be an asset to the Company.
- Mrs. Anjali Harlalka was appointed as an Additional Director by the Board w.e.f. March 28, 2015 holds office as Director till the date of the forthcoming Annual General meeting. She is 49 years old is having more than 10 years of business experience. His continuation on the Board will be an asset to the Company.

3. COMMITTEES OF THE BOARD:

The Board Committees play a crucial role in the Governance Structure of the Company and have been constituted to deal with specific areas/ activities which concern the Company and need a closer review. The Minutes of the Meetings of all Committees are placed before the Board for review. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action.

The Board has currently established the following Statutory and Non- Statutory Committees.

(i) AUDIT COMMITTEE:

The Committee's powers, role and functions are as stipulated in Clause 49 of the Listing Agreement and under Section 177 of the Companies Act, 2013.

Some of the important functions performed by the Committee are:

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchange, regulatory authorities or the public.
- Reviewing with the Management the quarterly unaudited financial statements and the Auditor's Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditors in this regard.
- Review the Management Discussion & Analysis of financial and operational performance.
- Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (GAAP).
- Review the investments made by the Company.

All the Members of the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

COMPOSITION:

The Audit Committee consists of 3 (Three) Independent Directors. Mr. Ramprasad Poddar is the Chairman of the Committee. The members of the committee have requisite experience in corporate management, finance, accounts and corporate laws. The Audit committee held four meetings during the year and there was no time gap of more than four months between any two meetings.

The Audit Committee consists of:

1. Mr. Ramprasad Poddar - Chairman
2. Mr. Suresh Gaggar- Member
3. Mr. Pankajkumar Agarwal - Member

(ii) NOMINATION AND REMUNERATION COMMITTEE:

In Compliance with Section 178 of the Companies Act, 2013, The Board has renamed the existing "Remuneration Committee" as the "Nomination and Remuneration Committee".

The terms of reference of the committee inter alia, include the following:

- Succession planning of the Board of Directors and senior management employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as key managerial personnel and to other senior management positions;
- Formulate and review from time to time the policy for selection and appointment of directors, key managerial personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and senior management employees based on certain criteria as approved by the Board.

COMPOSITION:

The Nomination and Remuneration Committee consists of 2 (Two) Independent Directors and 1 (One) Non Executive Director. Mr. Ramprasad Poddar is appointed Chairman of the Committee.

The constitution of the present Nomination and Remuneration Committee is as follows:

1. Mr. Ramprasad Poddar - Chairman
2. Mr. Suresh Gaggar - Member
3. Mrs. Anjali Harlalka- Member

(iii) STAKEHOLDERS RELATIONSHIP COMMITTEE:

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee".

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- to approve and monitor Dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Chairman of the Committee to attend matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken; monitoring expeditious redressal of investors / stakeholders grievances.

The present constitution of The Committee is as follows:

- 1) Mr. Ramprasad poddar – Chairman
- 2) Mr. Deepak Harlalka – Member
- 3) Mr. Vishwanath Harlalka – Member

The Company's shares are traded compulsorily in the Dematerialized form and have to be delivered in the Dematerialized form at Stock Exchange. To expedite transfer in the physical segment, Mr. Chetan Patel, is acting as Compliance Officer. All the complaints received are replied to the satisfaction of the shareholders. There are no pending complaints requiring intervention of the committee.

(iv) RISK MANAGEMENT COMMITTEE:

Business Risk Evaluation and Management is an on-going process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks.

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the Risk Management policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

COMPOSITION:

The Risk Management Committee consists of 2 (Two) Independent Directors, 1 (One) Executive Director. Mr. Ramprasad Poddar and 1 (One) is Factory Manager Mr. Neeraj Purohit.

The constitution of the present Risk Management Committee is as follows:

1. Mr. Ramprasad Poddar - Chairman
2. Mr. Pankaj Kumar Agarwal - Member
3. Mr. Deepak Vishwanath Harlalka - Member
4. Mr. Neeraj Purohit - Member

4. GENERAL BODY MEETINGS:

Location and time, where last three Annual General Meetings were held is given below

Financial Year	Date	Location of the Meeting	Time
31.03.2014	16.09.2014	Maheshwari Pragati Mandal, Maheashwari Bhawan,603, Girgaon Road, Mumbai-400002.	12.30 P.M
31.03.2013	26.07.2013	Maheshwari Pragati Mandal, Maheashwari Bhawan,603, Girgaon Road, Mumbai-400002.	12.00 P.M
31.03.2012	22.08.2012	Maheshwari Pragati Mandal, Maheashwari Bhawan,603, Girgaon Road, Mumbai-400002.	12.00 P.M

No Special resolution was required to be passed through postal ballot at the last Annual General Meeting nor is it proposed this year.

5. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Compliance Officer is responsible for implementation of the Code.

6. VIGIL MECHANISM:

In pursuant to the provisions of section 177(9) and (10) of the Companies Act, 2013, a Vigil Mechanism for Directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.ginitex.com

7. DISCLOSURE:

The Company has not entered into any transaction of a material nature which will have a conflict with its interest during the year.

The disclosure of related party transactions as required by the accounting standard (AS) 18 on 'Related Party disclosures' issued by the Institute of Chartered Accountants of India (ICAI) is given under note no. 33 of notes on the annual accounts. All the transactions covered under related party transactions were fair, transparent and at arms length.

There was no material non-compliance by the Company and no penalties or strictures imposed on the Company by the stock exchanges, SEBI or statutory authorities on any matter related to Capital Markets.

8. MEANS OF COMMUNICATION:

The quarterly, half yearly and annual results are communicated to the Bombay Stock Exchange where the Company's shares are listed as soon as the same are approved and taken on record by the Board of Directors of the Company. Further the results are published in widely circulating national and local dailies. The quarterly & half-yearly results are not sent individually to the shareholders but are uploaded on the Company's website www.ginitex.com

9. GENERAL SHAREHOLDERS INFORMATION:

- a. Registered Office : 413, Jogani Industrial Estate, Opp. Kasturba Hospital, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011
- b. Annual General Meeting :
- Date and time : 14th September, 2015 at 12:30 p.m
- Venue : Maheshwari Pragati Mandal, Maheashwari Bhawan, 603, Girgaon Road, Mumbai-400002.
- c. Financial Calendar (2015-16) : Result to be tabled & adopted in the month of

i)	First Quarter ended June 30, 2015	:	July, 2015
ii)	Half Yearly / Second Quarter ended September 30, 2015	:	October, 2015
iii)	Third Quarter / Nine Months ended December 31, 2015	:	January, 2016
iv)	Yearly Audited / Fourth Quarter ended March 31, 2016	:	May, 2016

- d. Date of Book Closure : Saturday, September 05, 2015 to Monday, September 14, 2015
(Both days inclusive)
- e. Dividend payment date : Within 30 days of AGM; if approved by the Shareholders of the Company.
- f. Listing at stock Exchanges : BSE Limited, Mumbai
- g. Stock Code : BSE Code: 531744
NSDL/CDSL-ISIN: INE 548B01018
- h. Stock Market Data : The monthly high and low prices

During the year at BSE is as follows:

Months	Bombay Stock Exchange	
	High	Low
April, 2014	41.45	39.20
May, 2014	40.00	30.85
June, 2014	52.20	35.15
July, 2014	52.00	47.50
August, 2014	49.00	45.60
September, 2014	44.65	34.70
October, 2014	46.75	31.90
November, 2014	49.00	36.75
December, 2014	42.25	36.05
January, 2015	44.00	34.80
February, 2015	41.95	33.15
March, 2015	50.95	25.05

i. SHAREHOLDING PATTERN AS ON 31.03.2015:

Category	No. of Shares	Percentage %
Promoters	4193460	74.98
Mutual Funds, Banks, etc	-	-
Corporate Bodies	905060	16.18
NRI / OCB's	2070	0.04
Indian Public	492010	8.80
TOTAL	5592600	100

* Out of these, 5537193 (99%) shares are Dematerialized and the balance 55407 (1%) are lying in physical form as on 31.03.2015.

j. SHARE TRANSFER SYSTEM:

Trading in Equity Shares of the Company is permitted only in Dematerialized form as per notification issued by the Securities and Exchange Board of India (SEBI). Big Shares Services Private Limited handles both Demat and Physical Shares Transfers.

The Stakeholders Relationship Committee meets periodically to consider the transfer and other proposals and attend to shareholders grievances.

The Share Transfers, which are received in physical form, are processed and the share certificates are returned within 15 days from the date of receipt, subject to documents being valid and complete in all respects. There are no such instances pending with the Company at the year-end.

k. DISTRIBUTION OF SHAREHOLDING AS 31.03.2015:

Shareholding of nominal value of Rupees	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 5000	597	78.76	93152	1.67
5001 TO 10000	72	9.50	60181	1.08
10001 TO 20000	31	4.09	46895	0.84
20001 TO 30000	16	2.11	41483	0.74
30001 TO 40000	7	0.92	25172	0.45
40001 TO 50000	4	0.52	17208	0.31
50001 TO 100000	11	1.45	84366	1.50
100001 & above	20	2.64	5224143	93.41
Total	758	100	5592600	100

- l. REGISTRAR AND SHARE TRANSFER AGENT : Bigshare Services Private Limited
E-2, Ansa Industrial Estate,
Sakivihar Road, Saki Naka,
Andheri (East),
Mumbai - 400 072.
- m. Plant Location : Fabric Process Unit: E-15, MIDC- TARAPUR, Boisar- 421506,
Thane, (Maharashtra)
- n. Compliance Officer : Mr. Chetan Patel
413, Jogani Industrial Estate,
Opp. Kasturba Hospital,
J. R. Boricha Marg,
Lower Parel (East),
Mumbai-400011

DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchange, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended March 31, 2015.

For **Gini Silk Mills Limited**

Deepak Harlalka
(Managing Director)

Date : May 28, 2015

Place : Mumbai

CERTIFICATION BY CEO/CFO UNDER CLAUSE 49(IX) OF THE LISTING AGREEMENT

The Board of Directors,

GINI SILK MILLS LIMITED

We have reviewed the financial statements and the cash flow statement of **GINI SILK MILLS LIMITED** for the year ended March 31, 2015 and to the best of our knowledge and belief:

- (a) (i) these statements do not contain any materially 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) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Managing Director

Date : May 28, 2015

Place : Mumbai

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

Gini Silk Mills Limited

We have examined the compliance of conditions of Corporate Governance by Gini Silk Mills Limited, for the year ended on 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of the 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.

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

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

For **Vatsaraj & Co.**
Chartered Accountants
FRN: 111327W

CA Nitesh K Dedhia
Partner

M. No.: 114893

Place : Mumbai

Date : May 28, 2015

INDEPENDENT AUDITORS' REPORT

To The Members of
GINI SILK MILLS LIMITED

Report on the Financial Statements

- 1) We have audited the accompanying financial statements of Gini Silk Mills Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

- 3) Our responsibility is to express an opinion on these financial statements based on our audit.
- 4) We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
- 5) We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act & other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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.
- 6) An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls systems over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Director, as well as evaluating the overall presentation of the financial statements.
- 7) We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

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

Report on other Legal and Regulatory Requirements

- 9) As required by The Companies (Auditor's Report) Order, 2015' issued by the Central Government of India in terms of section (11) of the section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the

books & records of the Company as we considered appropriate and according to the information and explanation given to us, we give in the annexure a statement on the matters specified in paragraph 3 and 4 of the Order.

10) As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to information and explanations given to us:
 - i) The Company has disclosed the impact of pending litigations as at March 31, 2015 on its financial position, in its financial statements.
 - ii) The Company has made provision as at March, 31 2015 as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection fund by the Company during the year ended March 31, 2015.

For **Vatsaraj & Co.**
Chartered Accountants
FRN: 111327W

CA Nitesh K Dedhia
Partner
M. No.: 114893

Place: Mumbai
Date: 28/05/2015

Annexure to Independent Auditors Report
The Annexure referred to in paragraph 9 of the Our Report of even date to the members of GINI SILK MILLS LIMITED for the year ended 31st March, 2015.

1. a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
2. a) The inventory, including stocks with certain third parties, has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable.
b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventories as compared to book records.
3. The Company has not granted any loan, secured or unsecured to companies, firms or other parties, covered in the register maintained under section 189 of the Act.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventories and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weaknesses in internal control system.
5. The Company has not accepted any deposits from the public during the year. Therefore, the provisions of the clause 3 (v) of the order are not applicable to the Company.
6. We have broadly reviewed the cost records maintained by the company as specified by Central Government of India under sub section (1) of section 148 of the Act, and we are of opinion that prima facie the prescribed accounts and records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
7. a) According to information and explanation given to us and the records of the company examined by us, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Value added tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other material statutory dues have been generally regularly deposited with the appropriate authorities.
b) According to the information and explanation given to us and the records of the company examined by us, the disputed statutory dues aggregating ₹20,814,796/- that have not been deposited on account of disputed matters pending before appropriate authorities are as under:

Name of the Statute	Nature of Dues	Amounts (INR)	Forum where dispute is pending
Central Excise Act	Demand for interest and penalty on differential amount of excise duty	2,15,820/-	Commissioner of Central Excise (Appeal)
Excise Service Tax	Demand for Deemed Credit	3,38,418/-	Registrar the Customs Excise Service Tax Appellate Tribunal
Textile Committee	Collection of Cess under the Textile Committee Act and Cess Rules reg.	2,99,150/-	Textile Committee Cess Appellate Tribunal.
Central Excise Act	Demand on differential amount of excise duty for the period 16/12/98 to 28/02/2001	1,85,09,688/-	Supreme Court of India
Income tax act	Demand for A.Y.2012-13	14,51,720/-	Departmental Authorities
Total		20,814,796/-	

- c) The amount required to be transferred to Investor Education & Protection fund has been transferred within the stipulated time in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
8. The Company does not have any accumulated losses at the end of the financial year and the company has not incurred cash losses in current financial year and in the immediately preceding financial year;
9. According to the records of the company examined by us and the information and explanation given to us, the company has not defaulted in repayment of dues to any financial institution or bank or debenture holder as at the balance sheet date.
10. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
11. In our opinion, and according to the information and explanation given to us, the term loans have been applied, on an overall basis, for the purpose for which they were obtained.
12. During the course of our examination of books & records of the Company, carried out in accordance with the generally accepted auditing practice in India, and according to the information and explanation given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor we have been informed of any such case by the Management.

For **Vatsaraj & Co.**
Chartered Accountants
FRN: 111327W

CA Nitesh K Dedhia
Partner
M. No.: 114893

Place : Mumbai
Date : 28/05/2015

BALANCE SHEET AS AT 31ST MARCH ' 2015

PARTICULARS	Note No.	(₹ in Lacs)	
		As at 31St March' 2015	As at 31St March' 2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	559.26	559.26
Reserves and surplus	3	2,274.70	2,045.06
		<u>2,833.16</u>	<u>2,604.32</u>
Non-current liabilities			
Long-term borrowings	4	561.40	-
Deferred tax liabilities (Net)	5	110.51	40.47
Other Long Term Liabilities	6	36.22	41.50
		<u>708.13</u>	<u>81.97</u>
Current liabilities			
Short-term borrowings	7	204.02	2.87
Trade payables	8	642.44	205.00
Other current liabilities	9	128.70	30.41
Short-term provisions	10	92.68	88.40
		<u>1,067.84</u>	<u>326.68</u>
TOTAL		<u><u>4,609.94</u></u>	<u><u>3,012.97</u></u>
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	11	1,187.31	388.93
Intangible assets	11	0.22	0.66
Capital work-in-progress		145.62	6.03
Non-current investments	12	433.70	262.04
Long-term loans and advances	13	194.26	183.23
Other Non Current Assets	14	10.85	2.08
		<u>1,971.95</u>	<u>842.96</u>
Current assets			
Current Investments	15	128.78	-
Inventories	16	604.20	413.91
Trade receivables	17	475.49	425.45
Cash and cash equivalents	18	14.77	100.67
Short-term loans and advances	19	1,408.39	1,223.84
Other current assets	20	6.37	6.14
		<u>2,637.99</u>	<u>2,170.00</u>
TOTAL		<u><u>4,609.94</u></u>	<u><u>3,012.97</u></u>

Significant Accounting Policies Notes on Financial Statements

1 to 38

As per our Report of even date

For Vatsaraj & Co

Chartered Accountants

FRN : 111327W

CA Nitesh K Dedhia

Partner

Membership No, 114893

Place : Mumbai

Date : 28/05/2015

For and on behalf of the Board
Vishwanath Harlalka

Chairman

Deepak Harlalka

Managing Director

Ramprasad Poddar

Director

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

(₹ in Lacs)

PARTICULARS	Note No.	As at 31St March' 2015	As at 31St March' 2014
INCOME			
Revenue from operations	21	4,012.11	3,489.53
Other income	22	242.38	218.83
Total Revenue		4,254.49	3,708.35
EXPENSES			
Cost of materials consumed	23a	1,646.88	1,323.48
Purchases of traded goods	23b	458.50	253.23
(Increase)/ decrease in inventories of finished goods and Stock in Process	23c	(169.35)	63.12
Employee benefits expense	24	346.40	321.53
Finance costs	25	44.93	5.63
Depreciation and amortization expense		40.06	45.97
Other expenses	26	1,493.09	1,417.59
TOTAL EXPENSES		3,860.51	3,430.56
Profit before Taxations		393.98	277.79
TAX EXPENSES			
Current tax		81.00	85.00
Excess/ Short provisions written back of earlier years		(0.09)	13.47
Deferred tax		70.03	5.30
Profit for the period		243.03	174.03
Basic/ Diluted Earning per equity share(₹)		4.35	3.11
		4.35	3.11
Significant Accounting Policies			
Notes on Financial Statements	1- 38		

As per our Report of even date

For Vatsaraj & Co

Chartered Accountants

FRN : 111327W

CA Nitesh K Dedhia

Partner

Membership No, 114893

Place :Mumbai

Date : 28/05/2015

For and on behalf of the Board
Vishwanath Harlalka

Chairman

Deepak Harlalka

Managing Director

Ramprasad Poddar

Director

CASH FLOW STATEMENT FOR THE YEAR 2014-2015

(₹ in Lacs)

31st March' 2015 31st March' 2014

PARTICULARS
A: CASH FLOW FROM OPERATING ACTIVITIES

Net Profit/(Loss) before tax and extraordinary items	393.98	277.79
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Adjusted For :

Depreciation and Amortisation Expense	40.06	45.98	
Sundry Balances Write off	1.23	-	-
Dividend Received	(10.49)	(8.23)	
Property Tax	4.22	1.86	
Demat Charges & Securities Transaction Tax	0.01	0.01	
Interest Income	(153.91)	(141.24)	
Finance costs	32.47	3.47	
Profit on Partnership Firm	(1.60)	(0.06)	
Rent Received	(49.20)	(49.20)	
Loss on sale/Discard of assets(net)	(18.79)	(7.84)	
Net Prior Year Adjustments	-	-	
Net gain on sale of Investments	(2.71)	(1.98)	(157.25)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE	235.29	102.54	

Adjusted For :

Decrease in other assets	(0.76)	28.24	
Increase in Trade Payable	437.44	5.67	
Increase in other liabilities	96.32	21.70	
Inventories	(190.30)	73.35	
Trade Receivable	(51.16)	(33.66)	95.30
Cash generated from Operations	526.83	215.85	

Taxes Paid	(100.30)	(88.41)
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NET CASH FROM OPERATING ACTIVITY	426.54	127.44
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B. CASH FLOW FROM INVESTING ACTIVITY

Dividend Income	1.69	1.83
Purchase of Investments	(560.00)	(407.88)
Sale/Redemption of Investments	445.91	552.29
Interest Income	127.31	133.37
Movement in Loans and Advances	(184.55)	(73.92)
Movment in Investment in Partnership Firm Capital	(115.00)	(200.00)

PARTICULARS	(₹ in Lacs)	
	31st March' 2015	31st March' 2014
Rent Income	49.20	49.20
Purchase of Fixed Assets	(850.23)	(2.57)
Sale of Fixed Assets	19.69	9.50
Capital Work-in-Progress	(139.59)	(1.16)
Bank Balances not considered as Cash and cash equivalents	(0.04)	(0.12)
Property tax	(4.22)	(1.86)
Demat Charges & Securities Transaction Tax	(0.01)	(0.01)
	(1209.84)	58.68
NET CASH FLOW FROM INVESTING ACTIVITY	(783.30)	186.12
C. CASH FLOW FROM FINANCING ACTIVITY		
Interest Paid	(23.22)	(0.89)
Long Term Borrowing - Bank	561.40	-
Short Term Borrowing - Bank	3.76	(2.54)
Short Term Borrowing - Director (Net)	188.13	(57.51)
Dividend Paid (Including DDT)	(32.72)	(32.50)
	697.36	(93.44)
NET CASH FLOW FROM FINANCING ACTIVITY	(85.94)	92.68
Cash and Cash Equivalents as at commencement of the year	98.88	6.20
Cash and Cash Equivalents at the end of the year	12.94	98.88
NET INCREASE/(DECREASE) OF CASH & CASH EQUIVALENTS	(85.94)	92.68

As per our Report of even date

For Vatsaraj & Co
Chartered Accountants
FRN : 111327W

CA Nitesh K Dedhia
Partner
Membership No, 114893
Place :Mumbai
Date : 28/05/2015

For and on behalf of the Board

Vishwanath Harlalka
Chairman
Deepak Harlalka
Managing Director
Ramprasad Poddar
Director

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF ACCOUNTS

(annexed to and forming part of financial statement for the year ended 31st March 2015)

CORPORATE INFORMATION

Gini Silk Mills Limited is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange Limited, Mumbai. The company is engaged in the manufacturing and selling of shirting and suiting with reputed brand name "GINI".

1 SIGNIFICANT ACCOUNTING POLICIES

1 ACCOUNTING CONVENTION

The financial statements are prepared under the historical cost convention, on an accrual basis of accounting. The statement complies with the Accounting Standard prescribed by the ICAI and also complies with the Section 133 of the Companies Act, 2013. The accounts are prepared as a going concern.

2 USE OF ESTIMATES

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised

3 CASH AND CASH EQUIVALENTS

Cash and cash equivalents for the purpose of cash flow statement comprise cash and bank and in hand and short -term investments with an original maturity of three months or less.

4 FIXED ASSETS

Tangible Assets

Tangible Assets are stated at acquisition cost, net of accumulated depreciation & accumulated impairment losses. Subsequent expenditure related to an item of fixed assets are added to its book value only if they increase the future benefit from the existing asset beyond its previously assessed standard of performance.

Items of Fixed Assets that have been retired from active use and are held for disposal are stated at the lower of their net book value & net realisable value & are shown separately in the financial statement. Any expected loss is recognised immediately in the statement of Profit & Loss.

Losses arising from the retirement of & gain or losses arising from disposal of fixed assets which are carried at cost are recognised in Statement of Profit & Loss.

Intangible Assets

Intangible Assets are stated at acquisition cost, net of accumulated depreciation & accumulated impairment losses, if any.

Intangible Assets are amortised on a straight line basis over their estimated useful life.

Gain or Losses arising from the retirement or disposal proceeds recognised as Income or expense in Statement of Profit & Loss.

5 METHOD OF DEPRECIATION AND AMORTIZATION

Depreciation for the year in respect of assets relating to undertaking at Tarapur has been provided on straight line method. In respect of assets relating to undertakings at Kandivali depreciation has been provided on written down value method, over the estimated useful life of assets.

Effective 1st April 2014, the Company depreciates its Fixed Assets over the useful life in the manner prescribed in Schedule II of the Companies Act, 2013 as against the earlier practice of depreciating at the rates prescribed in Schedule XIV of Companies act, 1956. Lease Hold land has been amortized over the period of the lease on straight line basis

Depreciation on the Fixed Assets added during the year has been provided on pro –rata basis with reference to the month of addition.

6 IMPAIRMENT OF ASSETS

An assets treated impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

7 LEASED ASSETS

Operating Lease: Rentals are expensed with reference to lease terms and other considerations.

8 FOREIGN CURRENCY TRANSACTIONS

Transactions denominated to foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

Monetary items denominated in foreign currencies at the year end are restated at year end rules. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is

recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract. Non monetary foreign currency items are carried at cost

Any Income or Expense on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss account except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

9 INVESTMENTS

Current Investments are carried at lower of cost or quoted/fair value, computed category wise.

The long-term investments are stated at cost. Provision for permanent diminution in value is made only if such a decline is other than temporary in nature.

10 INVENTORIES

Inventories of Raw Materials, Stores and Spares, Finished goods and Work in progress are valued at lower of cost or net realizable value after providing for obsolescence, if any.

Cost comprises of all cost of purchases, cost of conversion and other cost incurred in bringing the inventory to their present location and conditions.

Cost is determined under Weighted Average method for Raw Material, stores & spares & Work in Progress and for fabrics on First-in-First-Out (FIFO) basis.

11 REVENUE RECOGNITION

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection.

Revenue from operations include sale of goods, process income and job work receipts which are exclusive of sales tax but net off after adjusting claims, incentives, rebates and discounts.

Dividend income is recognised when right to receive is established.

Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable.

12 EMPLOYEES BENEFITS

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Profit and Loss account for the year in which the related service is rendered

Post employment and other long term employee benefits are recognized as an expense in the Profit and Loss account for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the Profit and Loss account.

The Company has taken Group/Master Insurance Policy with Life Insurance Corporation of India for the future payments of retiring employee's gratuities. The premium thereon has been so adjusted as to cover the liability under scheme in respect of eligible employees at the end of their future anticipated service with the company.

13 BORROWING COST

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of the assets, up to the date the asset is ready for its intended use. All other borrowing costs are recognized as expense and charged to the Profit and Loss Account in the year in which they are incurred.

14 TAXES ON INCOME

Current tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred tax for the year is recognized, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized and carried forward only if there is a reasonable/virtual certainty of its realization.

15 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The Company recognizes provisions when there is present obligation as a result of past event and it is probable that there will be an outflow of resources and reliable estimate can be made of the amount of the obligation. A disclosure for Contingent Liabilities is made in the notes on accounts when there is a possible obligation or present obligations that may, but probably will not, require an outflow of resources. Contingent Assets are neither recognized nor disclosed in the financial statement.

16 SEGMENT REPORTING

Segments have been identified in line with the accounting standard on Segment reporting (AS-17) taking into account the organisation structure as well as the differential risk in returns of segments.

17 GOVERNMENT GRANTS

Grants received against specific fixed assets are adjusted to the cost of the assets & those in the nature of promoter's contribution are credited to Capital Reserve. Revenue Grants are recognised in the Profit & Loss account in accordance with related scheme and in the period in which these are accrued.

Notes on Financial Statement for the year ended 31st March, 2015

Particulars	As at 31st March' 2015	As at 31st March' 2014
	₹	₹
Note 2 SHARE CAPITAL		
Authorised Share Capital		
60,00,000 (31 March 2014 : 60,00,000)Equity shares of ₹ 10/- each	600.00	600.00
1,00,000 (31 March 2014 : 100,000) 10% Cumulative Convertible Preference shares of 100 each	100.00	100.00
	<u>700.00</u>	<u>700.00</u>
Issued, Subscribed and Paid up		
55,92,600 (31 March 2014 : 55,92,600).Equity shares of ₹ 10/- each fully paid up	559.26	559.26
TOTAL	<u>559.26</u>	<u>559.26</u>

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:
Equity Shares

	As at 31st March' 2015		As at 31st March' 2014	
	No	₹	No	₹
At the beginning of the period	55.93	559.26	55.93	559.26
At the end of the period	<u>55.93</u>	<u>559.26</u>	<u>55.93</u>	<u>559.26</u>

b) Rights, Preference and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per shares. Each holder of equity shares is entitled to one vote per shares. The Company declares and pay dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

During the year ended 31 March 2015, the amount of per share dividend recognized as distribution of equity shareholders was ₹ 27,96,300/- (31st March 2014 : ₹ 27,96,300/-).

c) Details of shares holding more than 5% shares in the Company

Name of shareholder		As at 31st March' 2015		As at 31st March' 2014	
		Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Vishwanath Harlalka	Promoter	18.91	33.80	18.91	33.80
Deepak Harlalka	Promoter	3.10	5.54	3.10	5.54
Deepak Harlalka HUF	Promoter	8.63	15.44	8.63	15.44
Anjali D Harlalka	Person Acting Concert	3.11	5.56	3.11	5.56
Vimla V Harlalka	Person Acting Concert	5.09	9.09	5.09	9.09
Garnet International Ltd	Public	4.39	7.84	3.32	5.93

Particulars	(₹ in Lacs)	
	As at 31st March' 2015	As at 31st March, 2014
Note 3 RESERVES AND SURPLUS		
Capital Reserve		
As per Last Balance Sheet	8.14	8.14
Closing Balance	<u>8.14</u>	<u>8.14</u>
General Reserve		
As per Last Balance Sheet	10.23	10.23
	-	-
Closing Balance	<u>10.23</u>	<u>10.23</u>
Surplus in Statement of Profit and Loss		
As per Last Balance Sheet	2,026.68	1,885.37
Add/(Less) : Depreciation pursuant to enactment of Schedule II of the Companies Act 2013	(11.35)	-
Add: Profit for the year	243.03	174.03
Less: Proposed Dividend on Equity Shares(amount per share ₹0.50 (31 st March 2014 ₹ 0.50)	(27.96)	(27.96)
Less: Dividend Distribution Tax on proposed dividend	(5.72)	(4.75)
Add: Prior Period adjustments	31.65	-
Closing Balance	2256.33	2,026.68
Total Reserves and Surplus	<u>2274.70</u>	<u>2,045.06</u>

Note 4 LONG TERM BORROWING
Secured

Term Loan From Banks

	561.40	-
Total	<u>561.40</u>	<u>-</u>

Nature of Security

The Term Loan from State Bank of India are primary secured by entire Plant and Machinery at Tarapur plant acquired out of this loan and entire stock of trading goods. The Company has provided collateral security of equitable mortgage of leasehold factory land & building at Tarapur. The Director Mr. Vishwanath S. Harlalka and Mr. Deepak V. Harlalka has provided personal guarantee for the said loan.

Terms of Repayment and Interest Rate

Repayable in 70 monthly installment starting from June 2015 having moratorium period of 12 months from June 2014 to May 2015. Rate of interest 3.90% margin above base rate which is presently 10.00%. Effective rate is 13.90% p.a. as at year end. (P.Y. Nil). Rate of margin vary based on the credit risk assessment of the company.

During the year, Company has taken term loan of ₹6.67 Corers under the Technology Up-gradation Fund Scheme (TUFS). Under this Scheme Company will receive the 10% capital subsidy in some items and reimbursement of 5% of interest cost. Scheme's Benefits would available on the approval of the Department of Textile, Central Government. The Capital Subsidy benefit and interest benefits under the scheme would be accounted on the receipt of the approval.

Note 5 DEFERRED TAX LIABILITIES (NET)
Deferred tax liability

On Accumulated Depreciation

110.51

40.47

Deferred tax assets

-

-

Total	<u>110.51</u>	<u>40.47</u>
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Note 6 OTHER LONG-TERM LIABILITIES

a) Unsecured Trade deposits (including interest)

1.32

2.87

Security deposits (including interest)

35.45

39.22

36.77

42.09

(b) Interest Accrued and due (Current Maturities)

(0.55)

(0.59)

Total (a)-(b)	<u>36.22</u>	<u>41.50</u>
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Particulars	(₹ in Lacs)	
	As at 31st March, 2015	As at 31st March, 2014
Note 7 SHORT-TERM BORROWINGS		
From Cash Credit from Banks	3.76	-
From Directors (unsecured, repayable on demand)	200.26	2.87
Total	204.02	2.87

Nature of Security

The Cash Credit from State Bank of India are primary secured by entire Plant and Machinery at Tarapur plant acquired out of this loan and entire stock of trading goods. The Company has provided collateral security of equitable mortgage of leasehold factory Land & Building at Tarapur. The Director Mr. Vishwanath S. Harlalka and Mr. Deepak V. Harlalka has provided personal guarantee for the said loan.

Terms of Repayment and Interest rate

Repayable on demand rate of interest 2.75% margin above base rate which is presently 10.00%. Effective rate is 12.75% p.a. as at year end.(P.Y. Nil). Rate of margin vary based on the credit risk assessment of the company.

Note 8 TRADE PAYABLES

Micro, Small and Medium Enterprises	-	-
Others	642.44	205.00
Total	642.44	205.00

(There are no dues to Micro & Small Enterprises as on 31st March' 2015. This information as required to be disclosed under the Micro, Small & Medium Enterprise Development Act,2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.)

Note 9 OTHER CURRENT LIABILITIES

Current maturities of Long Term Debt (Refer Note 4)	100.00	-
Interest Payable on Term Loan	6.29	-
Unpaid Dividends #	1.77	1.74
Statutory Remittances (Contribution to PF ,ESIC, VAT, TDS and Service Tax)	11.50	4.21
Interest received in advance	-	10.29
Advances from customers	8.59	13.58
Interest Accrued and due on Long Term Deposits (Refer note 6)	0.55	0.59
Total	128.70	30.41

There are no amounts due for payments to the Investor Education and Protection Fund as at the year end.

Note 10 SHORT TERM PROVISIONS
Provision for other Employees Benefits

Bonus	3.81	3.51
Leave Encasment	18.00	15.45
Other Provisions		
Provision for proposed Equity Dividend	27.96	27.96
Provision for tax on proposed Dividends	5.72	4.75
Provision for Expenses	37.19	36.73
Total	92.68	88.40

Note 11 - FIXED ASSETS

(₹ in Lacs)

PARTICULARS	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	As at 01/04/2014	Additions	Adjustments/ Deduction	Disposals/ Adjustment	As at 31/03/2015	Up to 01/04/2014	Provided For the Year	AdjustMents/ Deduction	Up to 31/03/2015	As at 31/03/2015	As at 31/03/2014
TANGIBLE ASSETS											
Leasehold Land	49.87	-	-	-	49.87	10.09	0.56	-	10.65	39.23	39.79
Factory Building											
Own Use	288.10	44.12	-	-	332.22	152.75	9.57	-	162.32	169.91	135.36
Given on Lease	12.10			0.68	11.42	10.85	-		10.85	0.57	1.25
Building	8.49	-	-	-	8.49	2.29	0.42	-	2.71	5.78	6.20
Plant & Machinery	632.31	727.86	142.41	0.59	1,217.16	474.06	18.60	141.52	351.14	866.02	158.25
Furniture & Fixture	14.99	-	-	0.60	14.39	12.36	0.40	-	12.76	1.63	2.63
Electric Installation	58.10	8.45	-	4.59	61.96	36.59	4.06	-	40.65	21.31	21.52
Office Equipment	13.12	-	-	2.32	10.81	8.25	0.68	-	8.93	1.88	4.88
Vehicles	14.64	-	-	-	14.64	5.13	2.31	-	7.44	7.20	9.51
Computers	29.01	0.38	-	0.95	28.44	26.16	1.30	-	27.47	0.97	2.85
Fire Fighting Equipment	2.85	-	-	0.11	2.73	1.46	0.21	-	1.68	1.05	1.38
E.T.Plant	15.17	-	-	-	15.17	15.17	-	-	15.17	-	-
Reverse Osmosis Plant		66.41	-	-	66.41	-	0.03	-	0.03	66.38	-
Lab Equipments	9.16	3.01	-	1.50	10.67	3.83	1.47	-	5.30	5.37	5.33
Sub-Total A	1,147.93	850.23	142.41	11.35	1,844.40	758.99	39.62	141.52	657.09	1,187.31	388.93
INTANGIBLE ASSETS											
Computer Software	2.87	-	-	-	2.87	2.21	0.44	-	2.65	0.22	0.66
Sub-Total B	2.87	-	-	-	2.87	2.21	0.44	-	2.65	0.22	0.66
Total A + B	1,150.80	850.23	142.41	11.35	1,847.27	761.21	40.06	141.52	659.74	1,187.52	388.59
Capital Work in Progress										145.62	6.03
<i>PREVIOUS YEAR</i>	1,162.51	2.57	14.28	-	1,150.80	727.86	45.97	12.62	761.21	434.65	416.37

Note : In accordance with the provisions of Schedule II of the Act, in case of fixed assets which have completed their useful life as at 1st April 2014, the carrying value (net of residual value) amounting to ₹ 11.35 Lacs as a transitional provision has been recognised in Retained Earning.

Further, in case of assets acquired prior to 1st April 2014, the carrying value of assets (net of residual value) is depreciated over the remaining useful life as determined effective 1st April 2014.

Particulars	As at 31st March' 2015	₹ in Lacs As at 31st March, 2014
Note 12 NON-CURRENT INVESTMENTS		
TRADE		
In Equity Share (Fully Paid Up)		
Unquoted		
195000 Equity Shares (31 March 2014 : 195000) of ₹.10/- each, of Gini Tex Private Limited	8.88	8.88
31,717 Shares (31 March 2014 : 72 Shares) @ 100/- each of Tarapur Environment Protection Society	31.72	0.07
NON - TRADE		
In Equity Share (Fully Paid Up)		
Unquoted		
1800 Equity Shares (31 March 2014 : 1800) of ₹.10/- each, of Gini Construction Private Limited	0.18	0.18
Quoted		
0 Equity Shares (31 March 2014 : 664) of ₹ 10/- each of Reliance Industries Ltd	-	3.19
2,019 Equity Shares (31 March 2014 : 2,019) of ₹ 10/- each of National Thermal Power Corporation Ltd	1.25	1.25
2019 Bonus Debentures allotted by National Thermal Power Corporation Ltd (31 March, 2014 - Nil)	-	-
6,000 Equity Shares (31 March 2014 : 6,000) of ₹ 10/- each of TATA Steel Limited	37.26	37.26
INVESTMENT IN PARTNERSHIP FIRMS		
Gini Construction Co - Capital Account #	2.90	2.86
Gini Citicorp Reality LLP Capital Account	351.52	208.35
TOTAL	433.70	262.04

Quoted Investments

Book Value	38.51	41.70
Market Value	21.97	32.24

Unquoted Investments

Book Value	395.19	220.34
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The Company had entered in to partnership with Gini Construction Co for development and construction of residential building. The share of profit / loss of each partner are Gini Silk Mills Limited is 9%, Gini Tex Private Limited is 9%, Shree Gini Texturising Private Limited 2%, Shri Vishwanath S. Harlalka 15%, Shri Deepak V. Harlalka 15%, Shri Gautam Vinod Harlalka 20%, Shri Manish Vinod Harlalka 20% and Shri Vinod S. Harlalka 10%. The fixed capital of the partnership firm is ₹ NIL

Note 13 LONG-TERM LOANS AND ADVANCES

Capital Advances (Unsecured, considered good)	15.77	58.18
Security Deposit (Unsecured, considered good)	30.77	30.30
Advance Income Tax (Net of Provisions)	46.67	27.15

Balances with government authorities (Unsecured considered good)

Mvat Receivable	99.87	65.65
Balance with Central Excise #	1.00	1.00
Prepaid Expenses	0.17	0.95

Total	194.26	183.23
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#Commissioner of Central Excise, Thane II has demanded of ₹ 3, 38,418/- on Deemed Credit. The Company has deposited ₹ 1,00,000/- (Previous year ₹ 1,00,000/-) to Asst. Registrar the Customs Excise Service Tax Appellate Tribunal W.Z.B. (Previous year ₹ 3,38,418/-)

Particulars	₹ in Lacs	
	As at 31st March' 2015	As at 31st March, 2014
Note 14 OTHER NON CURRENT ASSETS		
Fixed Deposit with bank with maturity period more than 12 months#	2.28	2.08
Application Money paid to Tarapur Environment Protection Society	8.58	-
Total	10.85	2.08
# Held as lien by bank against bank guarantee amounting to ₹ 1,75,000/- (P.Y. ₹ 1,75,000/-) to the Commissioner of Custom on account of bond for availing duty exemption under EPCG scheme and ₹ 2,00,000/- (P.Y. ₹ 2,00,000/-) to the Maharashtra Pollution Control Board.		
Note 15 CURRENT INVESTMENTS		
Investment in Mutual Funds		
12,83,705.907 Units (31 March 2014 : Nil) of ₹ 10/- each in HDFC Cash Mgmt. Fund - Treasury Advantage Plan- Retail- Daily Dividend	128.78	-
	128.78	-
Quoted Investments		
Book Value	128.78	-
Market Value	128.78	-
Note 16 INVENTORIES		
(At lower of cost or Net Realisable Value)		
Raw Materials	133.78	106.97
Work-in-Progress	18.56	30.97
Finished Goods	406.16	224.40
Stores and Spares	45.71	51.57
Total	604.20	413.91
Note 17 TRADE RECEIVABLES		
(Unsecured, considered good)		
Over Six Months	23.92	37.05
Others	451.57	388.39
Total	475.49	425.45
Note 18 CASH AND BANK BALANCE		
Cash and Cash Equivalents		
Cash on hand	10.78	9.28
[Includes foreign currency in hand of ₹ 54232 /- (P.Y. ₹ 88768/-)]		
Balances with banks in current accounts	2.16	89.60
Others		
Unpaid Dividend accounts	1.83	1.79
Total	14.77	100.67
Note 19 SHORT TERM LOANS AND ADVANCES		
Life Insurance Corporation of India - Gratuity	8.92	2.03
Prepaid Expenses	4.99	4.36
Loans and Advances to Employees (Unsecured, considered good)	13.78	10.87
Other Loans and Advances (Unsecured, considered good)	1,315.65	1,183.24
Advance to Suppliers	65.05	23.33
Total	1,408.39	1,223.84

Particulars	₹ in Lacs	
	As at 31st March' 2015	As at 31st March, 2014
Note 20 OTHER CURRENT ASSETS		
Rent Receivable	4.20	4.18
Interest Receivable	2.17	1.96
Total	<u><u>6.37</u></u>	<u><u>6.14</u></u>

Particulars	₹ in Lacs	
	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Note 21 REVENUE FROM OPERATIONS		
Sale of Products		
Fabric Sales	2,239.12	1,821.10
Sale of Service		
Processing Income	1,772.39	1,667.93
Other Operating Revenues		
Sale of scrap	0.60	0.49
Total	<u><u>4,012.11</u></u>	<u><u>3,489.53</u></u>

Note 22 OTHER INCOME
Dividend Income:

From Current Investments - Mutual Fund	8.80	6.40
From Long Term Investments - Equity Shares	1.69	1.83

Net gain on sale of:

From Current Investments - Mutual Fund	(0.01)	-
From Long Term Investments - Equity Shares	2.73	1.98
	<u>13.20</u>	<u>10.22</u>

Interest Income Comprises:

Interest on Loans and Advances	153.91	141.24
Interest on overdue Trade Receivables	2.60	3.15
Interest received on Fixed Deposit	0.21	0.19
Interest on Mvat Refund	1.01	1.04
Interest on Income Tax Refund	-	0.11
Interest on Security Deposit	1.88	1.85

Total - Interest Income

<u>159.60</u>	<u>147.57</u>
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Share of Profit from Partnership Firms / LLP

1.60	0.32
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(Profit was accounted as per the Unaudited Accounts of Partnership Firm / LLP)

Other Non-Operating Income Comprises:

Rental income from Investment properties	49.20	49.20
Profit on sale of Fixed Assets	18.79	7.84
Mvat Refund Received	-	3.63
Miscellaneous Income	-	0.05

Total - Other Non-Operating Income

<u>67.99</u>	<u>60.72</u>
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Total	<u><u>242.38</u></u>	<u><u>218.83</u></u>
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₹ in Lacs

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
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Note 23 a - COST OF MATERIAL CONSUMED

Raw Material		
Opening Stock	106.97	103.38
Add: Purchases	1,673.70	1,327.07
	<u>1,780.66</u>	<u>1,430.45</u>
Less: Closing Stock	133.78	106.97
Cost of material consumed	<u>1,646.88</u>	<u>1,323.48</u>

Material Consumed Comprises:

Dyes & Chemicals	381.68	385.52
Grey Fabrics	1,265.20	937.97
Total	<u>1,646.88</u>	<u>1,323.48</u>

Note 23 b - Purchase of Stock in Traded

Finished Fabrics	458.50	253.23
Total	<u>458.50</u>	<u>253.23</u>

Note 23 c - Changes in inventories of finished goods, work-in-progress and stock-in-trade

Inventories at the end of the year:

Finished Goods	406.16	224.40
Work-in-Progress (Job)	18.56	30.97
	<u>424.71</u>	<u>255.37</u>

Inventories at the beginning of the year:

Finished Goods	224.40	258.46
Work-in-Progress (Job)	30.97	60.03
	<u>255.37</u>	<u>318.48</u>
Net Increase / (decrease)	<u>169.35</u>	<u>(63.12)</u>

VALUE OF RAW-MATERIAL/STORES/SPARES/GREY FABRICS CONSUMED

	2015 ₹	% of Consumption	2,014 ₹	% of Consumption
Imported	-	-		
Indigenous	1,778.27	100%	1,478.33	100%
	<u>1,778.27</u>	<u>100%</u>	<u>1,478.33</u>	<u>100%</u>

Note 24 EMPLOYEE BENEFITS EXPENSE

Salaries and Wages	319.63	282.73
Contributions to Provident and other Funds	16.54	31.40
Staff Welfare Expenses	10.23	7.40
Total	<u>346.40</u>	<u>321.53</u>

As per Accounting Standard 15 "Employee Benefits", the disclosures of Employee Benefits as defined in the Accounting Standard are given below:

Defined Contribution Plan

Contribution to Defined Contribution Plan, recognized as expense for the year are as under

	₹ in Lacs	
	2014-15	2013-14
Employer's Contribution to Provident Fund	16.23	15.10

Defined Benefit Plan

The employees' gratuity fund scheme managed by a Trust is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognized in the same manner as gratuity.

Calculation of changes in PV of Obligation

	₹ in Lacs	
Particulars	2014-15	2013-14
Opening PV of Obligation	45.43	41.23
Interest Cost	3.63	3.30
Current Service Cost	4.19	5.69
Benefits Paid	(3.13)	(7.10)
Actuarial Gain / Loss	4.44	2.31
PV of Closing Obligation	54.56	45.43

Calculation of Changes in Fair Value of Plan Asset

FV of Plan Asset at beginning	47.46	50.66
Expected Return on Plan Asset	4.72	3.91
Employer Contribution	14.43	-
Benefits Paid	(3.13)	(7.10)
Actuarial Gain / (Loss)	NIL	NIL
FV of Asset at end	63.49	47.46

Liability in Balance Sheet

Closing PV of Obligation	54.56	45.43
FV of Plan Asset	63.49	47.46
Asset/ (Liability) recognised in Balance Sheet	8.92	2.03

Expense in Profit & Loss A/c Statement

Current Service Cost	4.19	5.69
Interest Cost	3.63	3.30
Expected Return on Plan Asset	(4.72)	(3.91)
Actuarial Loss	4.44	2.31
Actuarial Gain	-	-
Total Expenses Recognised in P & L A/c	7.54	7.40

Actuarial Assumptions

	31/03/2015	31/03/2014
Discount Rate Per Annum	8%	8%
Rate of Escalation in salary (per annum)	4%	4%

Principal actuarial assumptions at the Balance Sheet date are as follows:

Mortality Table (LIC)	1994- 1996
Discount rate per annum	8%
Withdrawal rate	1% to 3% depending on age
Retirement age	58 year

The rate of escalation in salary considered in actuarial calculation is estimated taking into account inflation, seniority, promotion and other relevant factors.

Particulars	₹ in Lacs	
	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Note 25 FINANCE COST		
Interest expense on:		
Borrowings from Directors	10.29	2.86
Cash Credit from Bank	0.01	0.01
Term Loan from Bank	21.62	-
Trade Deposits	0.55	0.59
Bank Commission Charges	12.46	2.17
Total	<u><u>44.93</u></u>	<u><u>5.63</u></u>
Note 26 OTHER EXPENSES		
STORES & SPARES CONSUMED		
Opening Stock	14.71	27.39
Add : Purchases	45.03	56.99
	<u>59.74</u>	<u>84.38</u>
Less : Closing Stock	18.60	14.71
	<u>41.14</u>	<u>69.67</u>
PACKING MATERIAL CONSUMED		
Opening Stock	23.33	30.98
Add : Purchases	90.18	77.53
	<u>113.51</u>	<u>108.50</u>
Less : Closing Stock	23.27	23.33
	<u>90.24</u>	<u>85.17</u>
COAL CONSUMED		
Opening Stock	12.96	6.34
Add : Purchases	354.17	360.97
	<u>367.13</u>	<u>367.30</u>
Less : Closing Stock	3.00	12.96
	<u>364.13</u>	<u>354.35</u>
POWER & FUEL CONSUMED		
Opening Stock	0.58	0.69
Add : Purchases	198.07	204.92
	<u>198.65</u>	<u>205.61</u>
Less : Closing Stock	0.84	0.58
	<u>197.81</u>	<u>205.03</u>
OTHER MANUFACTURING EXPENSES		
Processing Charges	60.42	85.00
Embroidery Charges	-	-
Design Charges	0.02	0.35
Labour Charges	273.67	249.04
Carriage & Freight	37.22	31.34
Testing Fees & Laboratory Charges	0.87	1.10
Packing Charges	36.84	27.90
Water Charges	75.26	75.37
Effluent Treatment Expenses	37.22	28.15
	<u><u>521.52</u></u>	<u><u>498.25</u></u>

Particulars	₹ in Lacs	
	For the yearended 31st March, 2015	For the year ended 31st March, 2014
SELLING DISTRIBUTION AND OTHER EXPENSES		
Commission on Sales	84.77	70.08
Advertisement Expenses	1.29	1.49
Sales Promotion Expenses	41.09	5.65
	<u>127.16</u>	<u>77.21</u>
ESTABLISHMENT EXPENSES		
Insurance Charges	8.76	7.34
Rent	13.65	13.50
Rating Fees	0.56	-
Rates & Taxes	7.84	4.68
Traveling & Conveyance	27.35	30.28
Printing & Stationery	5.76	4.74
Legal & Professional Charges	8.51	6.23
Postage Expenses	5.52	4.39
Miscellaneous Expenses	8.66	6.47
Motor Car Expenses	4.50	5.13
Telephone Charges	5.39	5.48
Electricity Charges	13.68	12.55
Donation	2.77	5.00
Entertainment Expenses	0.32	0.59
Registration Charges- Leave & Licences	-	0.01
Sundry Balances W/off	1.23	-
Security Transaction Tax	0.01	0.00
Share of loss from Partnership Firms (Audited)	-	0.25
Internet Expenses	1.22	1.43
Society Expenses	1.77	1.75
	<u>117.50</u>	<u>109.83</u>
REPAIRS & MAINTENANCE		
To Plant & Machinery	25.69	11.99
To Building	2.89	1.33
To Others	4.06	3.82
	<u>32.65</u>	<u>17.15</u>
PAYMENT TO AUDITORS		
As Audit Fees	0.73	0.73
As Tax Audit Fees	0.20	0.20
	<u>0.93</u>	<u>0.93</u>
	<u>1,493.09</u>	<u>1,417.59</u>

27 VALUE OF STORES/SPARES CONSUMED

	2015	% of	2,014	% of
	₹	Consumption	₹	Consumption
Imported	-	-	-	0%
Indigenous	495.52	100	509.19	100%
	<u>495.52</u>	<u>100</u>	<u>509.19</u>	<u>100</u>

28 CONTINGENT LIABILITIES AND COMMITMENTS (to the extent not provided for)
a CONTINGENT LIABILITIES

Central Excise duty Demand of ₹ 215,820 /-for Interest and Penalty on differential amount of Excise duty [The Company has gone in appeal to the Commissioner (Appeal)] (Previous year ₹ 215,820/-).

Liability if any, arising on account of an undertaking given by the company to Excise authorities on account of purchase of land & building from GINI TEX PVT LTD. Of which amount cannot be ascertained.

Commissioner of Central Excise, Thane II has demanded of ₹. 3, 38,418/- on Deemed Credit. The Company has deposited ₹ 1,00,000/- (Previous year ₹ 1,00,000/-) to Asst. Registrar the Customs Excise Service Tax Appellate Tribunal W.Z.B. (Previous year ₹ 3,38,418/-).

Textile Committee has demanded ₹ 2,99,150/- on collection of Cess under the Textile Committee Act & Cess Rules Reg. (Previous year ₹ 2,99,150/-).

Central Excise duty demand for ₹ 1,85,09,688/- for excise duty and interest on differential amount on excise duty. (The Central Excise Department has made Special Leave Petition in Supreme Court).(Previous Year ₹ 1,85,09,688/-).

Bank Guarantees of ₹ 1,75,000/- given to the commissioner of custom on account of bond for availing duty exemption under EPCG scheme.

Bank Guarantee of ₹ 200,000/- given to the Maharashtra Pollution Control Board for compliance of directions issued by Board.

Disputed Demand in respect of Income -Tax for FY 2011-12 of ₹ 14,51,720/-.

b COMMITMENTS

Commitment for Capital Expenditure is ₹11,93,625/- (P.Y ₹ 39,000,000/-), advance paid ₹ 11,93,625/- (P.Y. ₹ 58,42,500).

Other Commitment of ₹ 25,60,000/- (P.Y. Nil) towards capital contribution to Tarapur Environment Protection Society, advance paid ₹ 8,57,600/- (P.Y. Nil)

	₹ in Lacs	
29 VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF	2014-2015	2013-2014
Raw Materials	-	-
Stores and Spare Parts	-	-
Capital Goods	-	-
30 EXPENDITURE/EARNING IN FOREIGN CURRENCY ON ACCOUNT OF		
Expenditure in Foreign Currency		
Travelling Expenses	0.37	0.37
Earning in Foreign Currency	-	-
	0.37	0.37
31 EARNING PER SHARE (EPS)	2014-2015	2013-2014
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	243.03	174.03
Weighted Average number of Equity Shares used as denominator for calculating EPS	55.93	55.93
Basic and Diluted Earning Per Share	4.35	3.11
Face Value per Equity Share	10	10

₹ in Lacs

32 DEFERRED TAX (LIABILITY)/ ASSETS	2014-2015	2013-2014
LIABILITY		
Accumulated Depreciation	110.51	40.47
Deferred Tax Liability	110.51	40.47
ASSETS	-	-
Net Deferred Tax Liability	110.51	40.47

The Company has recognised deferred tax asset on unabsorbed depreciation to the extent of the corresponding deferred tax liability on the difference between the book balance and the written down value of fixed assets under Income Tax

33 RELATED PARTY TRANSACTION
(A) RELATIONSHIP

Name of the Related Party	Relationship
1. Vishwanath Harlalka	Key Managerial Personal
2. Deepak Harlalka	Key Managerial Personal
3. Gini Tex Private Limited	Associates
4. Shree Enterprises	Partner
5. Gini Construction Co.	Partner
6. Gini Constructions Pvt Ltd	Associates
7. Gini Citicorp Reality LLP	Partner

(B) Transaction carried out with related parties referred in (A) above

	Nature of Transactions	Partner	Associates	Key Managerial Personal	Total
1. Sales					
	Processing Job Work		746.32		746.32
			699.27		699.27
	Sale of Dyed Fabrics		-		-
			0.35		0.35
2. Purchase					
	Purchase of Grey Fabrics		119.97		119.97
			320.50		320.50
	Purchase of Dyed Fabrics		-		-
			5.81		5.81
3. Income					
	Share of Profit	1.60			1.60
		0.32			0.32
4. Expenses					
	Rent Paid		12.06		12.06
			12.06		12.06
	Telephone Charges Paid		1.66		1.66
			1.64		1.64
	Managerial Remuneration			48.00	48.00
				48.00	48.00
	Interest on Unsecured Loan Payment			9.26	9.26
				2.86	2.86

	Nature of Transactions	Partner	Associates	Key Managerial Personal	Total
5.	Investments				
	Return of Investments	-			-
		<i>50.00</i>			<i>50.00</i>
	Addition in Investments	115.00			115.00
			-		-
6.	Others				
	Acceptance of Unsecured Loans			228.50	228.50
				<i>15.50</i>	<i>15.50</i>
	Repayment of Unsecured Loans			37.50	37.50
				<i>73.01</i>	<i>73.01</i>
7.	Outstanding				
	Balance as at 31st March, 2015				
	Trade Receivables			-	-
	Trade Payables			-	-
	Loans and Advances			200.26	200.26
				<i>2.87</i>	<i>2.87</i>
	Investments	353.01			353.01
		<i>211.22</i>			<i>211.22</i>
	Figures in italic represents Previous Year's amount				

34 Balances of Trade Receivables, Loans and Advances and Trade Payables, Advances from Customers and to Suppliers have been taken as per books awaiting respective confirmation and Reconciliation if any.

35 Income Tax assessment is completed up to the Assessment Year 2012- 2013.

36 The Company is in process of appointing the Company Secretary, however during the year under audit the company unable to appoint the same.

37 The Company's operation fall under single segment namely "Textile" therefore, separate business segment is not disclosed.

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

As per our Report of even date

For Vatsaraj & Co
Chartered Accountants
FRN : 111327W

CA Nitesh K Dedhia
Partner
Membership No, 114893

Place : Mumbai
Date : May 28, 2015

For and on behalf of the Board

Vishwanath Harlalka
Chairman

Deepak Harlalka
Managing Director

Ramprasad Poddar
Director



ATTENDANCE SLIP

GINI SILK MILLS LIMITED

Registered Office : 413, Tantia Jogani Industrial Premises, J.R. Boricha Marg, Lower Parel (East), Mumbai -400 011

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting

DP ID*	
--------	--

Folio No.	
-----------	--

Client Id*	
------------	--

No. Of Shares	
---------------	--

NAME AND ADDRESS OF THE SHAREHOLDERS

I hereby record my presence at the 35th Annual General Meeting of the GINI SILK MILLS LIMITED held on Monday, September 14, 2015 at 12.30 p.m. at Maheshwari Pragati Mandal, Maheashwari Bhawan, 603, Girgaon Road, Mumbai-400002.

*Applicable for Investor holding shares in electronic form

Signature of Shareholder/ proxy

.....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)

GINI SILK MILLS LIMITED

CIN NO: L17300MH1981PLC024184

Registered Office: 413, Tantia Jogani Industrial. Estate, J.R.Boricha Marg, Lower Parel, Mumbai – 400 011.

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

I/We being the member(s) of _____ shares of Gini Silk Mills Limited hereby appoint:

(1) Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing him;

(2) Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing him;

(3) Name: _____

Address: _____

E-mail ID: _____

Signature: _____

.....Tear Here

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Monday, September 14, 2015 at 12.30 p.m. at Maheshwari Pragati Mandal, Maheashwari Bhawan, 603, Girgaon Road, Mumbai-400002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	Vote	
		(For)	(Against)
1	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015		
2	Declaration of Dividend for the financial year ended March 31, 2015		
3	Appointment of Mr. Vishwanath Harlalka as a Director, who retires by rotation		
4	Appointment of Auditors and to fix their remuneration		
5	Appointment of Mr. Pankaj Agarwal as an Independent Director		
6	Appointment of Mr. Suresh Gaggar as an Independent Director		
7	Appointment of Mrs. Anjali Harlalka as a Non-executive Director		
8	Re-appointment of Mr. Vishwanath Harlaka as a Managing Director.		
9	Adoption of new sets of Articles of Association.		

Signed this _____ day of _____ 2015

Signature of shareholder _____

Signature of Proxy holder _____

Affix
Revenue
Stamp

- Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The proxy need not be a member of the Company.

BY - COURIER

To,

If Undelivered Please Return to :

GINI SILK MILLS LIMITED
413, Tantia Jogani Industrial Premises
J. R. Boricha Marg,
Lower Parel (E), Mumbai - 400 011.