



VISAGAR
you dream, we create

Date: 15th October, 2016

BSE Limited Corporate Services Department, Dalal Street, Fort Mumbai - 400001. BSE Scrip ID - VIVIDHA BSE Scrip Code - 506146	The National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. ISIN Code- INE370E01029
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Sub : Submission of Annual Report for the year 2015-16 pursuant to Regulation 34(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir,

In compliance with Regulation 34(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, enclosed herewith please find the Annual Report of the Company for the financial year 2015-16 which has been duly approved and adopted in the Annual General Meeting held on 30th September 2016.

Kindly take the same on your record and oblige.

FOR VISAGAR POLYTEX LIMITED


(Tilokchand Kothari)
Managing Director
DIN: 00413627



Encl: A/a.

VISAGAR POLYTEX LIMITED



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VISAGAR POLYTEX LIMITED



33RD ANNUAL REPORT 2015-16

CORPORATE INFORMATION

Board of Directors

Mr. Tilokchand Kothari
Chairman & Managing Director

Mr. Kanwarlal Rathi
Executive Director

Mr. Kamal Ahuja
Non-Executive Independent Director

Mr. Shivesh Anugrah Singh (till 10.02.2016)
Non-Executive Independent Director

Ms. Pooja Bhardwaj
Non-Executive Independent Director

Mr. Manish Kumar Gupta (w.e.f. 10.02.2016)
Non-Executive Independent Director

Key Managerial Personnel

Mr. Sagar Kothari
Chief Financial Officer

Ms. Ruchi Bhandari
Company Secretary and Compliance Officer

Statutory Auditors

M/s. SUDHIR M. DESAI & CO.
Chartered Accountants
B-7, Sadhicha CHS Limited,
Rokadia Lane, Borivali-West,
Mumbai – 400 066.

Secretarial Auditors

M/s. Rituraj & Associates
D-23, Shanti Shopping Center,
Near Mira Road Station,
Mira Road East,
Thane – 401107.

Bankers

HDFC Bank Limited
The Pratap Co-op. Bank Ltd.

Securities Listed on

National Stock Exchange of India Limited
BSE Limited

Corporate Identity Number

L65990MH1983PLC030215

Index

Contents	Pg. No.
Company Information	1
Notice of Annual General Meeting	2
Directors' Report	12
Corporate Governance Report	39
Management Discussion & Analysis	62
Independent Auditor's Report	67
Annexure to Auditor's Report	70
Audited Financial Statements	74
Notes to the Financial Statements	87

Registrar & Shares Transfer Agent

Adroit Corporate Services (P) Ltd.
19/20 , Jafferbhoy Industrial Estate, 1st floor,
Makwana Road, Marol Naka,
Andheri (East), Mumbai – 400 059.
Tel.No. 2859 6060/2850 3748
www.adroitcorporate.com

Registered Office

907/908, Dev Plaza, S. V. Road,
Andheri – West, Mumbai – 400 058
Tel : 022-67424815

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of **M/s. VISAGAR POLYTEX LIMITED** will be held on Friday, **30th September 2016** at 11.00 a.m. at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092, India to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and Profit & Loss Account of the Company for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kanwar Lal Rathi (DIN: 06441986), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Statutory Auditors and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 144 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Sudhir M. Desai & Co., Chartered Accountants (Firm Reg. No. 122516W), Mumbai, the retiring Statutory Auditors, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting upto the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors in addition to re-imbursment of actual out of pocket expenses, as may be incurred in the performance of their duties.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Manish Kumar Gupta (DIN: 05331936), who was appointed by the Board of Directors of the Company as an Additional Director of the Company w.e.f. February 10, 2016 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Mr. Gupta as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office upto September 29, 2021 or as on the date of 38th Annual General Meeting, whichever is earlier and not liable to retire by rotation.”

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

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), or any other applicable law, the Board of Directors of the Company, be and hereby authorised to charge from such member(s), an amount as it may deem fit as an advance amount being equivalent to the estimated expenses for delivery of any document to the member(s) in a mode specified by such member(s) and to put such reasonable conditions from time to time as it may deem fit in its absolute discretion in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

Registered Office:
907/908, Dev Plaza,
S.V. Road, Andheri (West),
Mumbai - 400058

Place: Mumbai
Date: August 12, 2016

By Order of the Board of Directors
For Visagar Polytex Limited

Sd/-
Tilokchand Kothari
Managing Director
DIN: 00413627

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

2. The instrument appointing the proxy should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members are requested to:
 - i) Bring their copy of Annual Report to the Meeting.
 - ii) Bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is sent with this Annual Report. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.
 - iii) Quote their Registered Folio Nos. on all correspondence with the Company
 - iv) Register their e-mail address, if not already registered for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
 - v) Notify changes in address, if any, to the Registrars of the Company immediately, quoting their folio numbers, if shares are held by them physical form. Those holding shares in dematerialized form, should send the above information to the respective Depository Participants.
 - vi) Intimate the Registrar and Share Transfer Agents, M/s. Adroit Corporate Services (P) Ltd., for consolidation into a single folio Members, if they have shares in physical form in multiple folios in identical names or joint holding in the same order of names.
 - vii) Convert their holdings in dematerialised form to eliminate risks associated with physical shares and better management of the securities. Members can write to the company's registrar and share transfer agent in this regard.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. The Register of Members and Share Transfer Books of the Company shall remain closed from September 26, 2016 to September 30, 2016 (both days inclusive) for the purpose of annual book closure.
7. Additional information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Meeting is furnished and forms a part of the Notice. The Director has furnished the requisite consent/ declaration for his re-appointment.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Adroit Corporate Services (P) Ltd., 19/20 , Jafferbhoy Industrial Estate, 1st floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400 059.
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 02.00 p.m. up to the date of declaration of the result of the Annual General Meeting of the Company.
10. The Annual Report 2015-16 and Notice of the 33rd Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent in electronic form to all the members whose email IDs are registered with the Company/Depository Participants(s). For members who have not registered their email address, physical copies of the aforesaid documents are being sent in the permitted mode. Members who prefer physical copy to be delivered may write to the Company at its registered office or send an E-mail to investors@visagar.com or secretarial@visagar.com by providing their DP Id and Client Id as reference.
11. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.visagarpolytex.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
12. Members who wish to get any further information as regards the items to be transacted at the meeting are requested to write to Ms. Ruchi Bhandari, Company Secretary atleast ten days prior to the Meeting so as to enable the management to reply at the meeting.
13. Members holding shares in physical form are requested to consider converting their holdings in dematerialised form to eliminate risks associated with physical shares and better management of the securities. Members can write to the company's registrar and share transfer agent in this regard.
14. **Voting through electronics means:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **27th September 2016 (10.00 am) and ends on 29th September (05.00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **23rd September 2016** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - a. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "**VISAGAR POLYTEX LIMITED**".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.

- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to skjaincs1944@gmail.com with a copy marked to evoting@nsdl.co.in
- b. In case a Member receives physical copy of the Notice of AGM[for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
- | | | |
|---|-----------------------|----------------------------|
| <u>EVEN (Remote e-voting Event Number)</u> | <u>USER ID</u> | <u>PASSWORD/PIN</u> |
|---|-----------------------|----------------------------|
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@adroitcorporate.com.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- XIII. Dr. S. K. Jain, Practising Company Secretary, Proprietor of M/s. S. K. Jain & Company, Company Secretaries, FCS 1473, CP. No.3076 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting by polling papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company viz. www.visagarpolytex.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited.

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

ITEM NO: 4

Mr. Manish Kumar Gupta was appointed as an Additional Director on February 10, 2016 on the Board of the Company. The Company has received a notice in writing from a shareholder along with the requisite deposit of Rs. 100,000/- as required under Section 160 of the Companies Act, 2013 signifying his candidature for the office of Director.

Mr. Manish Kumar Gupta has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for his appointment as an Independent Director of the Company and he is independent of the management. Mr. Manish Kumar Gupta has given his consent to act as Director and he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors is of the view that his skill and experience can prove beneficial for the growth of the Company and therefore recommends the aforesaid resolution for your consideration and approval as an Ordinary Resolution.

Mr. Manish Kumar Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel except Mr. Manish Kumar Gupta is, in anyway, concerned or interested in the above resolution.

ITEM NO: 5

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the members to avail this facility, it is necessary for the Company to approve the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be approved in the Annual General Meeting, the Directors accordingly commend the Ordinary Resolution at item no. 5 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of the accompanying Notice.

Annexure to Notice

Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting (Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015)

Ordinary Business Item No. 02

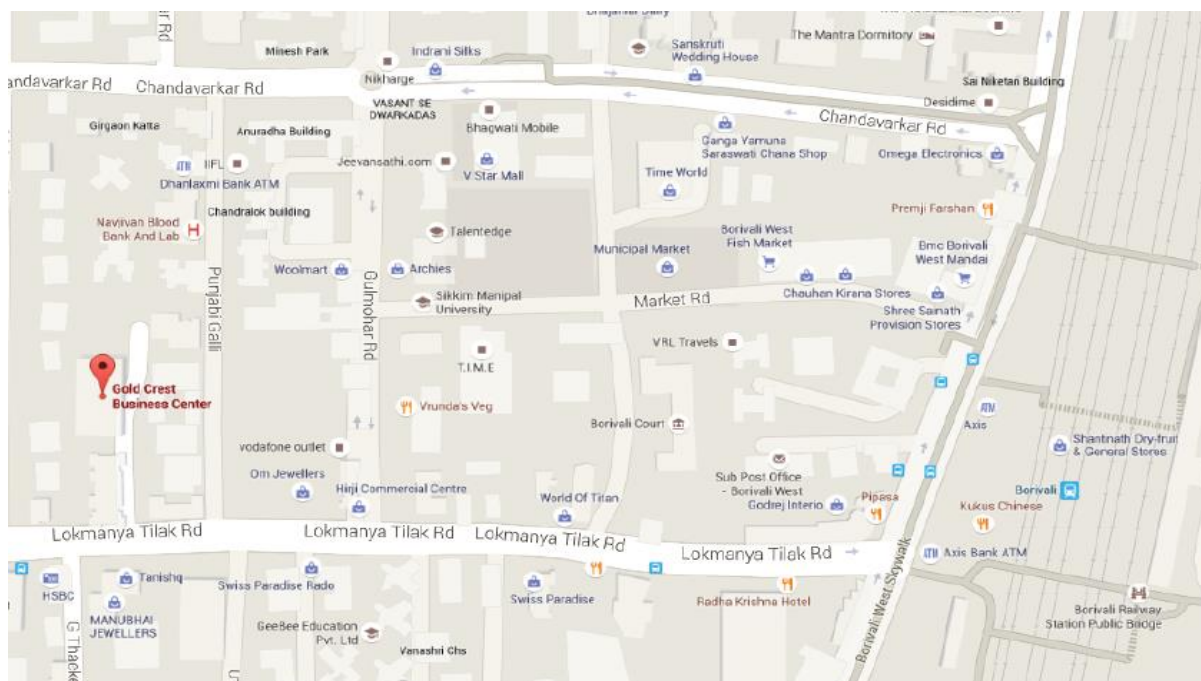
Name of Director	Mr. Kanwar Lal Rathi
DIN	06441986
Date of Appointment	11.10.2012
Brief Profile	Mr. Rathi has been associated with the Company since 5 years handling wholesale trading division of the Company particularly sale of Lehengas. He has experience of 20 years in the field of trading and textile Industries.
Directorship in other Public limited Companies	Maharashtra Corporation Limited Trisha Media Limited
No. of Shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Nephew of Mr. Tilokchand Kothari
Chairman/Member of the Committee of the Board of Directors of the Company	Nil
Chairman/Member of the Committee of the Board of Directors of other Public Companies*	Member of Stakeholders' Relationship Committee of Maharashtra Corporation Limited

Special Business Item No. 04

Name of Director	Mr. Manish Kumar Gupta
DIN	05331936
Date of Appointment	10.02.2016
Brief Profile	Mr. Manish Kumar Gupta is having experience of more than 4 years in Accounts Field. He is having rich experience in finance, Accounts and taxation matters. The Board expects his re-appointment will be an added advantage in guiding Company on finance related matters.
Directorship in other Public limited Companies	Osiajee Texfab Limited
No. of Shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman of Audit Committee Member of Nomination and Remuneration Committee
Chairman/Member of the Committee of the Board of Directors of other Public Companies*	Member of Audit Committee of Osiajee Texfab Limited Member of Nomination and Remuneration Committee of Osiajee Texfab Limited

**The Directorship above does not include Directorship held with Private and foreign companies and companies registered under Section 8 of the Companies Act, 2013.*

ROUTE FOR THE VENUE OF ANNUAL GENERAL MEETING



DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present their **33rd Annual Report** for the financial year ended March 31, 2016:

BUSINESS PERFORMANCE:

(Rs. In Lacs)

Particulars	Year Ended 31-03-2016	Year Ended 31-03-2015
Revenue from Operations	10,317.87	6,097.32
Profit before depreciation and Tax	201.43	341.62
Less: Depreciation	185.81	110.65
Profit after depreciation and before Tax	15.63	230.97
Less : Provision For Tax	5.00	60.00
Less : Deferred Tax	-	-
Less : Short/ Excess earlier year	-	-
Net Profit	10.63	170.97
Add: Profit & Loss A/c balance of previous years	2,404.10	2,253.28
Appropriations:		
Proposed Dividend	55.40	16.79
Interim Dividend	-	-
Dividend Distribution Tax	11.08	3.36
Transfer to Capital (Bonus 1:10)	1,678.64	-
Balance c/f to Balance Sheet as at 31.03.2016	669.61	2,404.10

OPERATIONS AND FUTURE PLANS:

Your Company has seen an increase in turnover of the Company during the year under review which accounted for Rs. 10,317.87 Lakhs as compared to Rs. 6,097.32 Lakhs in FY 2014-15. The Net Profit has decreased significantly from Rs. 170.97 Lakhs in FY 2014-15 to Rs. 10.63 Lakhs in FY 2015-16. The reason for the decrease in profit margin is attributed towards raising expenses during the year, depreciation being a significant aspect.

However, your Company is optimistic about the coming year. Since the Company is trying to reduce cost and expand its business, your Director are hopeful that the results will be more encouraging.

EXPANSION:

During the year, Company had opened two showrooms at Mumbai and Jaipur under its Brand name 'VIVIDHA'. In addition, Company has also launched its Home Based Opportunity Scheme (HBO) for aspiring women entrepreneurs where a woman with nominal capital could approach Company. The Company would in turn provide its product for sale. In this way, both Company and the women entrepreneurs will get benefitted and the brand name of Company will be established.

DIVIDEND:

In order to plough back the profit, your Directors have not recommended any dividend for the year ended March 31, 2016.

SHARE CAPITAL:

As at March 31, 2016, the authorised share capital of the Company was Rs. 19,00,00,000 (Rupees Nineteen Crores Only) divided into 19,00,00,000 (Nineteen Crores) Equity Shares of Re. 1/- (Rupee One Only) each. During the year, Company had increased its Authorized Capital by Rs. 14,00,00,000 Crores.

As at March 31, 2016, the paid-up Equity Share Capital of the Company stood at Rs. 18,46,50,400 (Rupees Eighteen Crores Forty Six Lakhs Fifty Thousand and Four Hundred Only) divided into 184,650,400 (Eighteen Crores Forty Six Lakhs Fifty Thousand and Four Hundred) Equity Shares of Re. 1/- (Rupee One Only) each.

BONUS:

During the year, the Company had issued 167,864,000 Equity Shares on June 02, 2015 to its then existing shareholders in the ratio of 10:1 by way of capitalisation of free reserves which has resulted into increase in paid up share capital of the Company.

On February 10, 2016, the Board had approved further issue of bonus shares in the ratio of 1:3, i.e., 61,550,134 Equity Shares by way of capitalization of reserves and put the matter before the Members for their approval. The consent of Members was accorded to the said issue. However, the allotment procedure was not completed by the end of the year 2015-16 and there was no impact on the capital structure of the Company because of the subsequent bonus issue.

TRANSFER TO RESERVE:

The Board does not propose to make transfer to reserves for the year 2015-16 and instead intends to retain the net profit of Rs. 1,062,520/- in the Profit & Loss Account for the year ended March 31, 2016.

TRANSFER TO UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The amount of dividends remaining unpaid/unclaimed for seven years from the date of its transfer to the Unpaid Dividend Accounts of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. During the year, no amount has been transferred to IEPF. The unclaimed dividend of Rs. 19,338.28/- declared for the year 2008-09 and approved on December 14, 2009 falls due on December 13, 2016. If the same is not claimed by the Members, the said amount will be transferred to IEPF.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:**i) Retire by Rotation:**

In accordance with the provisions of Section 152 of the Act, and that of Articles of Association of the Company, Mr. Kanwarlal Rathi (DIN: 06441986) Director of the Company retires by rotation at this Annual General Meeting of the Company and being eligible, offers himself for reappointment.

ii) Change in Directors and Key Managerial Personnels:

During the year under review, Mr. Shivesh Anugrah Singh has resigned from the directorship of the Company w.e.f. February, 10, 2016 citing personal reasons. The board has accepted his resignation in the Board Meeting held on February, 10, 2016. In the same Board Meeting, Mr. Manish Kumar Gupta was appointed as an Additional Director (Non-Executive Independent) w.e.f. February, 10, 2016.

As at March 31, 2016, the Key Managerial Personnels of the Company are Mr. Tilokchand Kothari (Managing Director) and Mr. Sagar Kothari (Chief Financial Officer).

During the year, Mr. Sagar Kothari was appointed as Chief Financial Director with effect from April 06, 2015. Mr. Alok Jain, who was Company Secretary & Compliance had resigned from the Company w.e.f. May 20, 2015. In absence of Company Secretary, Mr. Tilokchand Kothari is designated as Compliance Officer in accordance with SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 till the time another Company Secretary is appointed.

iii) Appointment of Independent Directors:

As stated above, in accordance with the provisions of Section 149 and 152 and other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company and relevant regulations of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 entered with Stock Exchange, the Board of Directors have appointed Mr. Manish Kumar Gupta (DIN: 05331936) w.e.f. February 10, 2016 as an Additional Director (Independent, Non-Executive) who shall hold office up to the ensuing Annual General Meeting.

The Board recommends appointment of Mr. Manish Kumar Gupta at the ensuing Annual General Meeting as Non-Executive Independent Director for five consecutive years for a term up to September 29, 2021 or as on the date of 38th Annual General Meeting, whichever is earlier in accordance with Section 149 of the Companies Act, 2013. In the opinion of the Board, Mr. Gupta fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company.

iv) Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 read with the Rules issued thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of its various Committees. The criteria applied in the evaluation process are detailed in the Corporate Governance Report which forms part of this report.

v) Meetings of the Board:

During the year ended 31st March 2016, Eight (8) Board Meetings were held by the Company on April 06, 2015; May 19, 2015; May 30, 2015; June 02, 2015; August 14, 2015; November 14, 2015; January 25, 2016 and February 10, 2016. Details of the meetings and the attendance record of the Directors are mentioned in the Corporate Governance section which forms part of this Report.

vi) Committees of the Board:

At present, there are three (3) Committees of Board, i.e. Audit Committee, Stakeholders' Relationship Committee & Nomination & Remuneration Committee. The Composition and other details related to the Committees have been stated in the Corporate Governance Report which forms part of this report.

DECLARATION OF INDEPENDENCE FROM INDEPENDENT DIRECTORS:

All Independent Directors of your Company have individually and severally given a declaration pursuant to Section 149(7) of the Companies Act, 2013 affirming compliance to the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013. Based on the declaration(s) of Independent Directors, the Board of Directors recorded its opinion that all Independent Directors are independent of the Management and have fulfilled the conditions as specified in the Companies Act, 2013, rules made thereunder as well as applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) 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;
- c) 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;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) 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
- f) 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.

CHANGE IN THE NATURE OF BUSINESS:

During the period under review, there is no change in the nature of business of the Company. The Company continues to operate in the Textile Sector.

EXTRACT OF ANNUAL RETURN:

The extract of Annual Return in Form MGT-9 as required under Section 92 of the Companies Act, 2013 (herein after referred to as "the Act") forms an integral part of this Report as "**Annexure A**".

NOMINATION AND REMUNERATION COMMITTEE POLICY:

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Nomination & Remuneration Policy is annexed as "**Annexure B**" to this Report.

AUDIT COMMITTEE:

Your Company has an Audit Committee in compliance with the provisions of the Companies Act, 2013 as well as Part C of Schedule II of the Listing Regulations. The composition of the Audit Committee, detail of terms of reference, number and dates of meetings held and attendance of the Members therein have been specified separately in the attached Corporate Governance Report. The Board accepted the recommendations of the Audit Committee whenever made by the Committee during the year.

PARTICULARS OF CONTRACTS/ ARRANGEMENTS WITH RELATED PARTY:

All related party transactions that were entered into by the Company during the financial year under review were on arms' length basis and in the ordinary course of business. There are no material significant related party transactions entered into by the Company with its Promoters, Directors, Key Managerial Personnel or other designated persons, which may have a potential conflict with the interest of the Company at large, hence Form AOC-2 is not applicable to the Company.

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: <http://vpl.visagar.com/attachments/policyrtp.pdf>.

AUDITORS & THEIR REPORT:**a) Statutory Auditor:**

M/s. Sudhir M. Desai & Co., Chartered Accountant (Firm Reg. No. 125516W), Mumbai, the Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting are eligible for re-appointment. They have expressed their willingness to be re-appointed and have confirmed that their appointment, if made, will be in accordance with the provisions of Section 139 & 141 of the Companies Act, 2013.

The Statutory Auditors M/s. Sudhir M. Desai & Co., Chartered Accountants have issued their reports on Financial Statements for the year ended March 31, 2016. There are no adverse remarks or qualifications in the said report. The Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

Your Directors recommend reappointment of M/s. Sudhir M. Desai & Co. as the Auditors of the Company for the financial year 2016-17.

b) Secretarial Auditor:

In compliance with the provisions of Sec 204 and other applicable provisions of Companies Act 2013, the Board of Directors have appointed M/s. Rituraj & Associates, Practising Company Secretary as Secretarial Auditors to undertake secretarial audit of the Company for the financial year ended March,31, 2016. The Secretarial Audit Report is attached herewith marked as "**Annexure C**" and forms an integral part of this report.

Secretarial Auditor has made and mentioned the following observation in its report:

Shri Alok Jain Company Secretary resign with effect from 20th May 2015. However the Company did not fill the casual vacancy within period of 6 months from the date such vacancy i.e. on or before 19th Nov 2015 as require under Section 203 Companies Act 2013.

With respect to the observation made by the Secretarial Auditor, your Directors would like to clarify that the Company had made all diligent efforts to appoint a Company Secretary in place of Mr. Alok Jain. However the Company failed to get a suitable candidate for the position. Your Directors assure you that as soon as Company find someone appropriate, no time would be wasted in the appointment.

RISK MANAGEMENT:

Risk Management is a risk based approach to manage an enterprise, identifying events that may affect the entity and manage risks to provide reasonable assurance regarding achievement of entity's objective. The risk management process consists of risk identification, risk assessment, risk prioritization, risk treatment or mitigation, risk monitoring and documenting the new risks. The Company has laid a comprehensive Risk Assessment and Minimization Procedure, which is reviewed by the Audit committee and approved by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. In the opinion of your Board, none of the risks which have been identified may threaten the existence of the Company

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place an adequate budgetary control system and internal financial controls with reference to financial statements. No reportable material weaknesses were observed in the system during the previous fiscal. Further, the Company has laid down internal financial control policies and procedures which ensure accuracy and completeness of the accounting records and the same are adequate for safeguarding of its assets and for prevention and detection of frauds and errors, commensurate with the size and nature of operations of the Company. The policies and procedures are also adequate for orderly and efficient conduct of business of the Company.

PUBLIC DEPOSITS:

The Company has not accepted any deposit from the general public within the meaning of section 73 of the Companies Act, 2013 and the rules made there under.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY UNDER SECTION 186:

Details of Loan, Guarantees and Investments covered under the provisions of the Act, are disclosed in the notes to the Financial Statements.

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

During the year ended March 31, 2016, there were no material changes and commitments affecting the financial position of the Company have occurred between the period ended March 31, 2016 to which financial results relate and the date of the Report.

CORPORATE SOCIAL RESPONSIBILITY:

Since the provisions as laid down in the Section 135 of the Companies Act, 2013 are not applicable to the Company, hence no such Committee has been formed. However, Company had always tried in its best possible ways to involve itself in social development activities.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

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

MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis Report is presented in a separate section forming part of this Annual Report.

CORPORATE GOVERNANCE:

In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance along with a certificate from the Company's Auditors on its compliance forms an integral part of this report.

INSURANCE:

The fixed assets of the Company have been adequately insured.

DEMATERIALISATION OF SHARES:

Your Company has connectivity with the National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) for dematerialization of its Equity Shares. The ISIN No. **INE370E01029** has been allotted for the Company Shares. The status of dematerialisation of shares as on March 31, 2016 is mentioned in the Corporate Governance section which forms part of this Report.

LISTING OF SHARES:

The shares of your Company are listed at National Stock Exchange of India Limited and BSE Limited. The applicable Annual Listing fees have been paid to both the Stock Exchange for the financial year 2015-16.

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

Pursuant to the provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has implemented a vigil mechanism policy to deal with instance of fraud and mismanagement, if any. The policy also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in all cases. The Policy is also available on the web-site at the web-link <http://vpl.visagar.com/attachments/WhistleblowerVigilPolicy.pdf>. The Audit Committee of Directors are entrusted with the responsibility to oversee the Vigil mechanism. During the year 2015-16, no complaints were received.

SECRETARIAL STANDARDS OF ICSI:

Pursuant to the approval given on April 10, 2015 by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from July 01, 2015. The Company is in compliance with the same.

PARTICULARS OF EMPLOYEES:

Particulars of employees in accordance with the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not given, as none of the employees qualifies for such disclosure.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO:

Information on conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under section 134[3][m] of the Act read with the Companies [Accounts] Rules, 2014, are provided in the '**Annexure D**' and forms part of this Report.

SEXUAL HARRASSMENT AT WORKPLACE:

The Company has zero tolerance towards sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rule made thereunder. During the year under review, there were no cases filed or reported pursuant to the provisions of the said Act.

ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their grateful appreciation for the excellent assistance and co-operation received from all our Clients, Bankers, Business Associates and the Government and other regulatory authorities and thank all stakeholders for their valuable sustained support and encouragement towards the conduct of the proficient operation of the Company. Your Directors would like to place on record their gratitude to all the employees who have continued their support during the year.

By Order of the Board of Directors
For Visagar Polytex Limited

Place: Mumbai
Date: May 30, 2016

Sd/-
Tilokchand Kothari
Chairman & Managing Director
DIN: 00413627

ANNEXURE - A

Form No.MGT-9

Extract of Annual Return as on the financial year ended March 31, 2016

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L65990MH1983PLC030215
ii)	Registration Date	16/06/1983
iii)	Name of the Company	VISAGAR POLYTEX LIMITED
iv)	Category/Sub - Category of the Company	
v)	Category	Public Company
vi)	Sub - Category	Company limited by shares
vii)	Address of the Registered Office	907/908, Dev Plaza, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai - 400058
viii)	Contact Details	022-67424815 Email id: contact@visagar.com
ix)	Whether listed company	Yes
x)	Name, Address and Contact details of Registrar and Transfer Agent, if any	
xi)	Name	Adroit Corporate Services (P) Ltd.
xii)	Address	19/20, Jafferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai - 400059.
xiii)	Contact	Tel: 42270400/2850 3748 Fax No.: 022 -28503748 Email id: info@adroitcorporate.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:-

Sr. No	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture of Textiles	139	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of Shares held	Applicable Section
	NA	NA	NA	NA	NA

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

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Promoter									
1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	1627655	-	1627655	9.69	15374205	-	15374205	8.33	(1.36)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other									
Directors	5708000	-	5708000	34.00	62678000	-	62678000	33.94	(0.06)
Directors' Relatives	1574000	-	1574000	9.38	19954000	-	19954000	10.81	1.43
Sub-total(A)(1):-	8909655	-	8909655	53.08	98006205	-	98006205	53.08	-
2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-	-	-	-	-	-	-	-	-	-
c) Individuals									
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
g) Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters & Promoter Group (A)=(A)(1)+(A)(2)	8909655	-	8909655	53.08	98006205	-	98006205	53.08	-
Public Shareholding									
1) Institutions									
a) Mutual Funds	-	-	-	-	1269	-	1269	0.00	-
b) Banks / FI	265200	-	265200	1.58	4563000	-	4563000	2.47	0.89

c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
j) Sub-total (B)(1)	265200	-	265200	1.58	4564269	-	4564269	2.47	0.89
k) Non Institutions									
l) Bodies Corp.									
m) Indian	6568415	16700	6585115	39.23	70499904	183700	70683604	38.28	(0.95)
n) Overseas	-	-	-	-	-	-	-	-	-
o) Individuals									
p) Individual shareholders holding nominal share capital upto Rs. 1 lakh	971123	49140	1020263	6.08	3021076	344740	3365816	1.82	(4.26)
q) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	7535097	195800	7730897	4.19	4.19
r) Others	-	-	-	-	-	-	-	-	-
s) Clearing Member	4994	-	4994	0.03	231108	-	231108	0.13	0.10
t) NRIs	1173	-	1173	0.01	68501	-	68501	0.04	0.03
u) Sub-total(B)(2)	7545705	65840	7611545	45.34	81355686	724240	82079926	44.45	(0.89)
v) Total Public Shareholding (B)=(B)(1)+ (B)(2)	7810905	65840	7876745	46.92	85919955	724240	86644195	46.92	-
w) Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
x) Grand Total (A+B+C)	16720560	65840	16786400	100.00	183926160	724240	184650400	100.00	-

ii. *Shareholding of Promoters*

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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.	Tilok Chand Kothari	5708000	34.00	-	62678000	33.94	-	0.06
2.	Asha Kothari	1103000	6.57	-	12133000	6.57	-	-
3.	Sagar Tilokchand Kothari	471000	2.81	-	5181000	2.81	-	-
4.	Tilokchand Manekchand Kothari (HUF)	240000	1.43	-	2640000	1.43	-	-
5.	Sagar Portfolio Services Ltd	430000	2.56	-	4730000	2.56	-	-
6.	Sib Sagar Trade & Agencies Pvt Ltd	390000	2.32	-	4290000	2.32	-	-
7.	Maharashtra Corporation Ltd	360000	2.14	-	3960000	2.14	-	-
8.	Trisha Media Ltd	181400	1.08	-	1995400	1.08	-	-
9.	Visagar Financial Services Ltd	26255	0.16	-	398805	0.22	-	0.06
	Total	890965	53.08	-	9800620	53.08	-	-

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

Sr. no	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Tilokchand Kothari				
	At the beginning of the year	5708000	34.00	5708000	34.00
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 10:1 on 02.06.2015	57080000	--	62788000	34.00
	Inter-se Transfer to Visagar Financial Services Limited on 29.01.2016	110000	0.06	62678000	33.94
	At the End of the year	62678000	33.94	62678000	33.94

2.	Mrs. Asha Kothari				
	At the beginning of the year	1103000	6.57	1103000	6.57
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 10:1 on 02.06.2015	11030000	--	12133000	6.57
	At the End of the year	12133000	6.57	12133000	6.57
3.	Mr. Sagar Tilokchand Kothari				
	At the beginning of the year	471000	2.81	471000	2.81
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 10:1 on 02.06.2015	4710000	--	5181000	2.81
	At the End of the year	5181000	2.81	5181000	2.81
4.	Tilokchand Manekchand Kothari (HUF)				
	At the beginning of the year	240000	1.43	240000	1.43
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 10:1 on 02.06.2015	2400000	--	2640000	1.43
	At the End of the year	2640000	1.43	2640000	1.43
5.	Sagar Portfolio Services Ltd				
	At the beginning of the year	430000	2.56	430000	2.56
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 10:1 on 02.06.2015	4300000	--	4730000	2.56
	At the End of the year	4730000	2.56	4730000	2.56
6.	Sib Sagar Trade & Agencies Pvt Ltd				
	At the beginning of the year	390000	2.32	390000	2.32
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 10:1 on 02.06.2015	3900000	--	4290000	2.32
	At the End of the year	4290000	2.32	4290000	2.32
7.	Maharashtra Corporation Ltd				
	At the beginning of the year	360000	2.14	360000	2.14
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 10:1 on 02.06.2015	3600000	--	3960000	2.14
	At the End of the year	3960000	2.14	3960000	2.14
8.	Trisha Media Ltd				
	At the beginning of the year	181400	1.08	181400	1.08
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 10:1 on 02.06.2015	181400	--	1995400	1.08

	At the End of the year	1995400	1.08	1995400	1.08
9.	Visagar Financial Services Limited				
	At the beginning of the year	26255	0.16	26255	0.16
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 10:1 on 02.06.2015	262550	--	288805	0.16
	Inter-se Transfer from Mr. Tilokchand Kothari on 29.01.2016	110000	0.06	398805	0.22
	At the End of the year	398805	0.22	398805	0.22

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

Sr. No	Name of Shareholder	Shareholding at the beginning of the year		Change in Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total Share Capital	Increase (No. of Shares)	Decrease (No. of Shares)	No. of shares	% of total Share Capital
1.	Shatbhisha Trading Private Limited	523989	3.12	5700878	-	6224867	3.37
2.	Sankatharn Merchants Private Limited	539422	3.21	5396145	-	5935567	3.21
3.	Pawanshiv Tradelink Private Limited	294094	1.75	5096003	-	5390097	2.92
4.	Rashel Agrotech Limited	440441	2.62	4308248	-	4748689	2.57
5.	Canara Bank-New Delhi	265200	1.58	4297800	-	4563000	2.47
6.	Santokhi Merchandise Private Limited	239653	1.43	3258435	-	3498088	1.89
7.	Shagufta Investment Pvt Ltd	301705	1.80	2999276	-	3300981	1.79
8.	Mayekar Investment Pvt Ltd	300000	1.79	3000000	-	3300000	1.79
9.	Sidhidhan Commodeal Pvt. Ltd.	-	-	2500062	-	2500062	1.35
10.	Greatscope Traders Pvt Ltd	-	-	2487351	-	2487351	1.35

v. Shareholding of Directors and Key Managerial Personnel:

Sr. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Tilokchand Kothari (Managing Director)				
	At the beginning of the year	5708000	34.00	5708000	34.00
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 10:1 on 02.06.2015	57080000	--	62788000	34.00
	Inter-se Transfer to Visagar Financial Services Limited on 29.01.2016	110000	0.06	62678000	33.94
	At the End of the year	62678000	33.94	62678000	33.94
2.	Mr. Sagar Kothari (Chief Financial Officer)				
	At the beginning of the year	430000	2.56	430000	2.56
	Increase / Decrease during the year				
	Allotment of bonus shares in the ratio of 10:1 on 02.06.2015	4300000	--	4730000	2.56
	At the End of the year	4730000	2.56	4730000	2.56

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the FY				
i) Principal Amount	15,808,546	82,750,148	--	98,558,694
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not	--	--	--	--
Total(i+ii+iii)	15,808,546	82,750,148	--	98,558,694
Change in Indebtedness during the FY				
- Addition	19,674,159	3,005,395	--	22,679,554
- Reduction	--	--	--	--
Net Change	19,674,159	3,005,395	--	22,679,554
Indebtedness at the end of the FY				
i) Principal Amount	35,482,705	85,755,543	--	121,238,248
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	35,482,705	85,755,543	--	121,238,248

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
		Mr. Tilokchand Kothari (Managing Director)	
	Gross salary		
	(a)Salary as per provisions contained in section17(1) of the Income Tax Act, 1961	Rs. 19,00,000/-	Rs. 19,00,000/-
	(b)Value of perquisites u/s 17(2) of Income Tax Act, 1961	Rs. 97,504/-	Rs. 97,504/-
	(c)Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	--	--
	Stock Option	--	--
	Sweat Equity	--	--
	Commission - as % of profit	--	--

	- others, specify...		
	Others, please specify	--	--
	Total (A)	Rs. 19,97,504/-	Rs. 19,97,504/-

B. Remuneration to other directors:

Particulars of Remuneration	Name of Directors				Total Amount
<i>(Sitting Fees)</i>	Mr. Kamal Ahuja	Mr. Shivesh Singh	Ms. Pooja Bharadwaj	Mr. Manish Kumar Gupta	
<u>Independent Directors</u>					
Fee for attending Board/Committee Meetings	40000/-	42500/-	52500/-	5000/-	140000/-
Commission	--	--	--	--	--
Others, please specify	--	--	--	--	--
Total (1)	40000/-	42500/-	52500/-	5000/-	140000/-
<u>Other Non-Executive Directors</u>					
Fee for attending board / committee meetings	--	--	--	--	--
Commission	--	--	--	--	--
Others, please specify	--	--	--	--	--
Total (2)	--	--	--	--	--
Total (B)=(1+2)	40000/-	42500/-	52500/-	5000/-	140000/-
Total Managerial Remuneration	--	--	--	--	--
Overall Ceiling as per the Act	--	--	--	--	--

C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Alok Jain Company Secretary *	Mr. Sagar Kothari Chief Financial Officer	Total
	Gross salary Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs. 22,000/-	Rs. 6,00,000/-	Rs. 6,22,000/-
	Value of perquisites u/s 17(2) Income-tax Act, 1961	--	Rs. 50,000/-	Rs. 50,000/-
	Profits in lieu of salary under section 17 (3) of Income Tax Act, 1961	--	--	--
	Stock Option	--	--	--
	Sweat Equity	--	--	--
	Commission - as % of profit - others, specify...	--	--	--
	Others, please specify	--	--	--
	Total	Rs. 22,000/-	Rs. 6,50,000/-	Rs. 6,77,000/-

* Mr. Alok Jain, Company Secretary has shown his interest to discontinue services of the Company due to pre-occupation and it has been accepted by the Board in the Board meeting held on 19th May, 2015. Hence, the remuneration drawn by him pertains till that period.

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compoundin g fees imposed	Authority [RD/NCLT/ Court]	Appeal made. If any(give details)
Company					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
Directors					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
Other Officers In Default					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

ANNEXURE - B

NOMINATION & REMUNERATION POLICY

PREAMBLE:

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement, as amended from time to time. This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

APPLICABILITY:

This Policy is applicable to all the Directors, Key Managerial Personnel (KMP) and Senior Management team and other employees of **Visagar Polytex Limited** ("Company").

DEFINITIONS:

- i) **"Act"** means Companies Act, 2013 and rules framed thereunder as amended from time to time;
- ii) **"Board of Directors"** or Board, in relation to the company, means the collective body of the Directors of the Company;
- iii) **"Company"** means **"Visagar Polytex Limited"**; and
- iv) **"Policy"** or **"This policy"** means Nomination and Remuneration Policy.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and the Listing Agreement as may be amended from time to time shall have the meaning respectively assigned to them therein.

ROLE OF THE COMMITTEE:

The role of the Committee will be the following:

- i) To formulate criteria for determining qualifications, positive attributes and independence of a Director;
- ii) To formulate criteria for evaluation of Independent Directors and the Board;
- iii) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy;
- iv) To carry out evaluation of Director's performance; and
- v) To recommend to the Board the appointment and removal of Directors and Senior Management.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT:

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.

- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.

REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL:

- **Remuneration to Managing Director / Whole-time Directors:**
 - a. The Remuneration/ Commission etc. paid to Managing Director / Whole-time Directors shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
 - b. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration of Managing Director / Whole-time Director.
- **Remuneration to Non- Executive / Independent Directors:**
 - a. The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
 - b. All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

AMENDMENTS TO THE NOMINATION AND REMUNERATION POLICY:

The Board of Directors on its own and/or as per the recommendations of Nomination and Remuneration Committee can amend this policy, as deemed fit from time to time.

By Order of the Board of Directors
For Visagar Polytex Limited

Place: Mumbai
Date: May 30, 2016

Sd/-
Tilokchand Kothari
Managing Director
DIN: 00413627

ANNEXURE – C

FORM NO. MR - 3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Visagar Polytex Limited.
907, Dev Plaza, 9th Floor,
Opp.Andheri Fire Station(West)
Mumbai-400059.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Visagar Polytex Limited** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on **31st March, 2016** complied with the statutory provisions listed hereunder and also that the Company has proper Board–processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2016** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye- laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of External Commercial Borrowings, Foreign Direct Investment and Overseas Direct Investment **were not attracted to the Company during the Financial Year under Review;**
- 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 till 14th May, 2015 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 from 15th May, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Applicable to the Company during the financial year under review)**
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, presently known as SEBI (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the financial year under review)**
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable as the Company has not issued any Debt Securities during the financial year under review)**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable during the financial year under review)**
- h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998; **(Not applicable during the financial year under review)**

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

- i. Secretarial Standards SS-1 and SS-2 issued and notified with effect from July 01, 2015 by the Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with Stock Exchange(s)
- iii. Securities and Exchange Board of India with (Listing Obligations and Disclosures Requirements) Regulations 2015 w.e.f. 1st December 2015
- iv. The Company entered into the new Listing Agreement entered with BSE Limited and National Stock Exchange of India Limited on February 10, 2016 under Regulation 109 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

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

- 1) **Shri Alok Jain Company Secretary resign with effect from 20th May 2015. However the Company did not fill the casual vacancy within period of 6 months from the date such vacancy i.e. on or before 19th Nov 2015 as require under Section 203 Companies Act 2013.**

I further report that

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

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 system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliances with the applicable Laws, Rules, Regulations and Guidelines.

I have also examined the books, papers and returns filed and other records maintained by the Company's for the Financial Year ended on March 31, 2016 according to the provisions of various Labour Laws and other Laws applicable, including the Rules made thereunder, and amended from time to time, to the Company, as informed by the Company, details of which are mentioned in '**Annexure I**':

In case of Direct and Indirect Tax Laws like Income Tax Act, 1961, Service tax Act, Central excise Act and Rules including CENVAT Rules & Custom Act, I have relied on the reports given by the Statutory Auditors of the Company.

I further report that during the audit period, the Company has not undertaken event/action having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards etc. referred to above.

We further report that during the audit period there were no instances of

- i. Redemption/buy-back of securities;
- ii. Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013;
- iii. Merger / amalgamation / reconstruction etc;
- iv. Foreign technical collaborations;

I further report that during the audit period the Company has the following specific events:

1. The Company has obtain consent of the members of the Company through postal ballot by passing following Special/Ordinary resolution

- i. A Special Resolution under section 13, 61 and other applicable provision of the Companies act 2013 read with rules made thereunder for alteration of clause V of the memorandum of association of the company for increasing authorised share capital to Rs. 19,00,00,000/- (Nineteen crores) dividing into 19 crore equity shares of the Re. 1 each.
- ii. Ordinary resolution under section 61 of the Companies Act, 2013 and rules made thereunder for increasing authorised share capital of the company from Rupees 5,00,00,000/- (Five Crores) divided into 5 crore equity shares of Re 1 each to 19,00,00,000/- (Nineteen crores) divided into 19 crore equity shares of the Re 1 each.
- iii. Ordinary resolution under section 63 and other applicable provision of the Companies Act 2013 read with Rule 14 of Companies Share Capital Debentures 2014 and Chapter IX of SEBI (ICDR) Regulation, 2009 for issued of 16,78,64,000 equity shares of Re 1 each as bonus shares in the ratio of 10 equity shares of Re 1 each against 1 equity share of Re 1 each held by the member of the company on record date i.e. 30.05.2015 aggregating to Rs. 16,78,64,000/-.
- iv. Shri Manish Gupta was appointed as additional director designated as Independent non-executive director under section 161 of the Companies Act 2013 in the Board Meeting held on 10th Feb 2016. Mr Manish Gupta holds his office upto ensuing Annual General Meeting.
- v. Mr. Shivesh Singh resigned from the post of directorship w.e.f 10th February, 2016

For Ritu Raj & Associates

Date: May 30, 2016
Place: Mumbai

Sd/-
Ritu Raj
Proprietor
Membership No. 36430
COP No. 13478

This report should be read with my letter of even date which is annexed as **Annexure-II** and forms an integral part of this report.

ANNEXURE-I

List of applicable laws to the Company

1. Payment of Bonus Act, 1956;
2. Professional Tax Act, 1975;
3. Employees' Provident Fund Act, 1952;
4. The Contract Labour Act, 1970;
5. The Employees' State Insurance Act, 1948;
6. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
7. Income tax Act, 1961;
8. Service Tax Act, 1961;
9. Information Technology Act,

ANNEXURE-II

To,
The Members
VISAGAR POLYTEX LIMITED

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

1. Maintenance of Secretarial Record is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. I believe that the process and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Ritu Raj & Associates

Date: May 30, 2016
Place: Mumbai

Sd/-
Ritu Raj
Proprietor
Membership No. 36430
COP No. 13478

ANNEXURE - D

Information pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as provided under section 134[3][m] of the Companies Act, 2013 read with Rule No. 8 of the Companies [Accounts] Rules, 2014

A. Conservation of Energy:

7. Steps taken or impact on conservation of energy:

The Company always gives its utmost priority on conversation of Energy. During the year, Company had purchased new machinery which carries low maintenance cost and are energy efficient. Company, from time to time, also issues directives to the staff and labour to conserve energy by switching off the devices when not in use. The operators at the manufacturing unit are also informed to switch off machinery when not in use.

8. Steps taken for utilization of alternate sources of energy

There are no specific steps taken by the Company for utilising alternate sources of energy.

9. Capital Investment on energy conservation equipments

No capital investment has been made during the year on energy conservation equipments.

B. Technology absorption:

1. Efforts made towards technology absorption

During the year, Company had purchased 22 multi-head embroidery machinery via High Seas Sale Agreement made in the FY 2015-16 having technology like mix chain stitch and mix rhinestone.

2. Benefits Derived

With installation of new machineries, your Company can provide umbrella solution for clients wherein complete services are provided at one stop itself. The clients are not required to go to different places for different works. With new technology, Company can create a niche for itself in the market which will further have a positive impact on the Company's business.

3. Details of technology imported in last three years:

Below are the details of new technology imported in last three years:

a. Details of technology imported	22 multi-head embroidery machinery via High Seas Sale Agreement amounting to Rs. 409.17 Lacs.
b. Year of import	FY 2015-16
c. Whether the technology been fully absorbed	Yes
d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof;	N.A.

4. Expenditure incurred on Research and Development

The Company has incurred expenditure on designing which can be termed as research & development.

C. Foreign exchange earnings and outgo:

During the year, there were no foreign exchange inflows or outgo.

FORM "A"
Form for disclosure of particulars with respect to conservation of energy

A)	Power & Fuel Consumption	Year ended 31.03.2016	Nine months period ended 31.03.2015
1.	Electricity Purchased		
	Units consumed	215,341	114,905
	Total Amount	Rs. 15,82,201	Rs. 9,66,734.00
	Average Rate/Unit (in Rs.)	Rs. 7.35	Rs. 8.41
2.	Diesel Consumed for Generators		
	Total Amount	Rs. 119,822.00	Rs. 84180.00
B)	Consumption per unit of production		
	Currently the Company is involved in doing job work on the manufactured cloth. The per unit consumption of electricity cannot be measured as the unit is number of stitches which cannot be calculated as the number are very high.		

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY

The Company believes that effective Corporate Governance is necessary to maintain public trust and to achieve business success. The Company's corporate governance philosophy aims at ensuring, among others, the accountability of Board of Directors and uniformity in its decisions towards all its stakeholders: viz. customers, employees, shareholders, regulatory bodies, etc. The Company's Corporate Governance philosophy is based on principles of transparency and adherence of law in both letter and spirit.

The Company's compliance with the Corporate Governance guidelines as stipulated by the stock exchanges and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ["SEBI (LODR), Regulations, 2015"] is described in this section.

I. BOARD OF DIRECTORS

The Board of Directors ("the Board") of your Company meets atleast once a quarter to review quarterly results and consider other items on the Agenda as well as in the event of Annual General Meeting of the Company. In addition to the quarterly meetings, the Board convenes its meetings as and when necessary.

a) Composition and Category

The Board of Directors of the Company represents an optimum combination of Executive and Non-Executive Directors for its independent functioning. The composition of Board of Directors of the Company is in compliance with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As on March 31, 2016, the Board of Directors of the Company consist of two (2) Executive Directors and three (3) Independent Non- Executive Directors. The Chairman of the Board is an Executive Director. The number of Independent Directors is more than half of the entire Board and therefore,

The details of each member of the Board along with the number of Directorship(s)/ Committee Membership(s)/ Chairmanship(s) are provided herein below:

Name	Category of Directorship	Number of Directorship in other Public Limited Companies*	Number of Membership/ Chairmanship in Committees of Boards of other Public Limited Companies#	
			As Chairman	As Member
Mr. Tilokchand Kothari	Promoter, Chairman & Managing Director	5	None	2
Mr. Kamal Ahuja	Independent, Non - Executive	1	None	None

Ms. Pooja Bhardwaj	Independent, Non - Executive	1	None	None
Mr. Manish Kumar Gupta@	Independent, Non - Executive	1	None	1
Mr. Kanwar Lal Rathi	Executive	2	None	None

**Excludes Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.*

#Includes only the membership of Audi and Stakeholders' Relationship Committees of Indian public limited companies.

@ Mr. Manish Kumar Gupta has been appointed by the Board in its Meeting held on 10.02.2016 with immediate effect.

ii) Board Meetings and Attendance

During the year ended March 31, 2016, Eight (8) Board Meetings were held on April 6, 2015; May 19, 2015; May 30, 2015; June 02, 2015; August 14, 2015; November 14, 2015; January 25, 2016 and February 10, 2016.

The Attendance Record of each Director at Board Meetings and the last Annual General Meeting (AGM) is as under:

Sr. No.	Name of Directors	No. of Board Meetings attended	Attendance at last AGM held on 30.09.2015
1.	Mr. Tilokchand Kothari	8	Present
2.	Mr. Kamal Ahuja	5	Present
3.	Ms. Pooja Bhardwaj	5	Absent
4.	Mr. Shivesh Singh#	5	Present
5.	Mr. Kanwar Lal Rathi	8	Present
6.	Mr. Manish Kumar Gupta#	1	--

Mr. Shivesh Singh had resigned from the Directorship and Mr. Manish Kumar Gupta was appointed by the Board in its Meeting held on February 10, 2016 with immediate effect.

iii) Details of Directors' relation inter-se and shares held by them

As on March 31, 2016, the number of shares held by the Directors is follows:

Sr. No.	Name of Directors	Inter-se Relation between Directors	No. of Shares held
1.	Mr. Tilokchand Kothari	Maternal Uncle of Mr. Kanwarlal Rathi	62678000
2.	Mr. Kamal Ahuja	None	--
3.	Ms. Pooja Bhardwaj	None	--
4.	Mr. Manish Kumar Gupta	None	--
5.	Mr. Kanwar Lal Rathi	Nephew of Mr. Tilokchand Kothari	--

iv) Familiarization Programme for Independent Directors

Pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the familiarization programme aims to provide Independent Directors with the industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant developments so as to enable them to take well informed decisions in a timely manner. The familiarization programme also seeks to update the Directors on the roles, responsibilities, rights and duties under The Companies Act, 2013 and other statutes. The detail of the familiarization programme imparted to Independent Directors during the year is available on the following link <http://vpl.visagar.com/attachments/FamiliarizationProgrammeIndependentDirectors.pdf>.

II. COMMITTEES OF BOARD

Currently, your Company has three Board Committees. They are - Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee.

I. Audit Committee

i. Broad Terms of Reference

Your Company has an Audit Committee in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations). The terms of reference & functions of the Audit Committee are prescribed under Part C of Schedule II of The SEBI (LODR) Regulations, 2015 which are as follows:

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
2. Recommendation for appointment, remuneration, and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue such as public issue, rights issue, preferential issue etc., the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity, or a failure of internal control systems of a material nature, and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture (in case of non-payment of declared dividends), and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of the appointment of Chief Financial Officer after assessing the qualifications, experience, and background of the candidate;
20. Performing any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee is empowered pursuant to its terms of reference:

- i) Investigation of any activity within its terms of reference;
- ii) Seeking information from any of the employees while investigating;
- iii) Obtaining outside legal or other professional advice on any matter as it may consider necessary.

ii. Composition of the Committee

As on March 31, 2016, the composition of the Audit Committee of the Company is as follows:

Name of the Member	Designation	Category
Mr. Manish Kumar Gupta@	Chairman	Independent, Non-Executive
Ms. Pooja Bhardwaj	Member	Independent, Non-Executive
Mr. Tilokchand Kothari	Member	Executive

@The Committee has been re-constituted by the Board in its Meeting held on February 10, 2016 due to resignation of Mr. Shivesh Singh from Directorship as he ceased to be Member of the Committee. Mr. Manish Kumar Gupta who was appointed in the same Meeting was inducted in the Committee as Chairman.

iii. Meeting & Attendance

During the year ended March 31, 2016, five (5) Meetings of Audit Committee were held on April 06, 2015; May 30, 2015; August 14, 2015; November 14, 2015 and February 10, 2016. The details of the meetings attended by the Members during the year are as follows:

Name of the Member	No. of Committee held	No. of Committee Meetings Attended
Mr. Shivesh Singh	5	5
Ms. Pooja Bhardwaj	5	5
Mr. Tilokchand Kothari	5	5

II. Nomination & Remuneration Committee

The Nomination and Remuneration Committee constituted by the Board of Directors of the Company, acts in consonance with the prescribed provisions of Section 178 of the Companies Act, 2013 and Regulation 19(4) read with Part-D of Schedule-II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

i. **The Broad terms of reference and functions of the Nomination and Remuneration Committee are as follows:**

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- b) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- c) Devising a policy on diversity of Board of Directors;
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- e) Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of Independent Directors.

ii. **Composition of the Committee**

As on March 31, 2016, the composition of the Nomination & Remuneration Committee of the Company is as follows:

Name of the Member	Designation	Category
Ms. Pooja Bhardwaj	Chairperson	Independent, Non-Executive
Mr. Kamal Ahuja	Member	Independent, Non-Executive
Mr. Manish Kumar Gupta@	Member	Independent, Non-Executive

@The Committee has been re-constituted by the Board in its Meeting held on February 10, 2016 due to resignation of Mr. Shivesh Singh from Directorship as he ceased to be Member of the Committee. Mr. Manish Kumar Gupta who was appointed as Director in the same Meeting was inducted in the Committee as a Member.

iii. Meeting & Attendance

During the year ended March 31, 2016, Two (2) Committee Meetings were held on April 06, 2015 and February 10, 2016. The details of the meetings attended by the Members during the year are as follows:

Name of the Member	No. of Committee held	No. of Committee Meetings Attended
Ms. Pooja Bhardwaj	2	2
Mr. Shivesh Singh	2	2
Mr. Kamal Ahuja	2	2

iv. Criteria for Performance Evaluation of Independent Directors

The criteria for performance evaluation of Independent Directors cover the areas relevant to the functioning of the Independent Director such as preparation, participation, conduct and effectiveness. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation the Director(s) who is subject to evaluation did not participate.

III. Stakeholders' Relationship Committee

The composition of the Stakeholders' Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The Committee is responsible for addressing the investor complaints and grievances. The Committee meets on a periodic basis to address the investor complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. Details of grievances of the investors are provided hereunder.

i. Composition & Attendance

As on March 31, 2016, the composition of the Stakeholders' Relationship Committee of the Company is as follows:

Name of the Member	Designation	Category
Ms. Pooja Bhardwaj	Chairperson	Independent, Non-Executive
Mr. Tilokchand Kothari	Member	Executive
Mr. Kamal Ahuja	Member	Independent, Non-Executive

ii. Meeting & Attendance

During the year ended March 31, 2016, Four (4) Committee Meetings were held on May 30, 2015; August 14, 2015; November 14, 2015 and February 10, 2016. The details of the meetings attended by the Members during the year are as follows:

Name of the Member	No. of Committee held	No. of Committee Meetings Attended
Ms. Pooja Bhardwaj	4	4
Mr. Tilokchand Kothari	4	4
Mr. Kamal Ahuja	4	4

iii. Investor Complaints attended & resolved during the year:

Number of shareholders complaints received so far and number of complaints solved to the satisfaction of shareholders.

Sr. No.	Investor Complaints	No. of Complaints attended/resolved during 2015-16
1.	Number of complaints pending at the beginning of the financial year 2015-16	NIL
2.	Number of complaints received during the financial year 2015-16	NIL
3.	Number of complaints redressed during the financial year 2015-16	NIL
4.	Number of Complaints remaining unresolved at the end of the year	NIL

iv. Compliance Officer

Ms. Ruchi Bhandari is the Company Secretary & Compliance Officer of the Company as per Regulation 6(1) of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 w.e.f. July 28, 2016. Prior to appointment of Ms. Bhandari, Mr. Tilokchand Kothari was acting as the Compliance Officer of the Company.

III. REMUNERATION OF DIRECTORS

i. Details of Sitting Fees paid:

The Non-Executive and Independent Directors are paid sitting fees for each meeting of the Board and the Committee thereof which is decided by the Board and are within the limits as prescribed under Companies Act, 2013. Apart from payment of Sitting Fees for attending the Meetings of the Board of Directors and /or Committee thereof, no other remuneration is paid to Independent/Non-executive Directors of the Company.

Name of Director	Sitting Fees (Rs.)
Mr. Shivesh Singh*	42,500/-
Ms. Pooja Bhardwaj	52,500/-
Mr. Kamal Ahuja	40,000/-
Mr. Manish Kumar Gupta**	5,000/-

*Mr. Shivesh Singh ceased to be a Director of the Company w.e.f.10.02.2016.

**Mr. Manish Kumar Gupta was appointed as Director on Board w.e.f.10.02.2016.

ii. Pecuniary transactions with Non-Executive Directors

During the year under review, there were no pecuniary transactions with any of the Non-Executive Director of the Company. A declaration to this effect is also submitted by all the Directors at the beginning of each financial year. The register of Contracts is maintained by the Company under section 189 of the Companies Act, 2013. The register is signed by all the directors present at the respective Board meetings.

iii. Criteria of Making Payments

Non-Executive Directors of the Company are paid sitting fees for attending Board and Committee Meetings and no Commission is drawn by either of them during the year under review.

iv. Disclosures regarding remuneration to Executive Directors

In 2015-16, the Company did not advance any loans to any of the Executive and/or Non-Executive Directors. Remunerations paid to the Managing Director and Executive Directors are recommended first by the Committee, and then approved by the Board of Directors and thereafter by the members in General Meeting etc, as applicable.

The details of remuneration paid to the Executive directors are as follows:

Name of Director	Salary (Rs.)
Mr. Tilokchand Kothari*	19,00,000/-
Mr. Kanwarlal Rathi	3,60,000/-

***Benefits to Mr. Tilokchand Kothari**

- Leave travel concession for self and family once in a year;
- Chauffer driven car;
- Reimbursement of actual medical expenses incurred in India or abroad for self and family including hospitalization expenses, treatment expenses and in case of medical treatment abroad, the air fare, boarding/lodging, travel, etc., for self and family and attendant;
- Medical/Personal accident/ Travel insurance: Actual premium to be paid by the Company for self & family;
- Free telephone facility at residence including mobile phone & other suitable communication facilities;
- Re-imbursement of salary paid to household maids/servants upto two numbers and not beyond that.

v. Other Disclosures

Your Company has not granted any Stock options to any of its directors & has no Stock option plans for the directors hence, it does not form a part of the remuneration package payable to any Executive and/or Non-Executive Director. During the year under review, none of the directors was paid any performance-linked incentive. No pension is paid or payable to any of the Director of the Company during the year.

Also, the Remuneration Policy, inter alia, disclosing criteria of making payments to Directors, Key Managerial Personnel and employees is placed on the Company's website www.visagarpolytex.in.

IV. PERFORMANCE EVALUATION

Pursuant to the provisions of Companies Act, 2013 and Regulation 25 of the SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of all the Committees of the Board. 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. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

V. SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the year under review, a separate meeting of Independent Directors was held on February 10, 2016, interalia, to discuss:

- Evaluation of the performance of Non-Independent Directors and 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; and
- 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 necessarily perform its duties.

All the Independent Directors of the Company were present at the meeting.

VI. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Whistle Blower Policy and Vigil Mechanism provides a channel to the employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy and also provides for adequate safeguards against victimization of employees by giving them direct access to the Chairman of the Audit Committee in exceptional cases. The Protected Disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the Chairman.

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

Your Company hereby affirms that no Director/ employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

The Whistle Blower Policy of the Company is also posted on the website of the Company - <http://vpl.visagar.com/attachments/WhistleblowerVigilPolicy.pdf>.

VII. RISK MANAGEMENT

Your Company is not required to form a Risk Management Committee. However, it has procedures to inform Board of Directors about risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through the means of properly defined framework. Your Company had framed a policy which can be viewed on the website of the Company – www.visagarpolytex.in in the “Investors Section”.

VIII. GENERAL BODY MEETINGS:

The details of last three (3) Annual General Meetings and the Special resolution passed thereat are given below:

Financial Year	Day & Date	Venue	Time
2014-15	Wednesday, September 30, 2015	1008/1009, Gold Crest Business Centre, L T Road, Borivali – West, Mumbai – 400 092	12.00 noon
2013-14	Wednesday, December 24, 2014	1008/1009, Gold Crest Business Centre, L T Road, Borivali – West, Mumbai – 400 092	11.00 a.m.
2012-13	Saturday, December 14, 2013	1008/1009, Gold Crest Business Centre, L T Road, Borivali – West, Mumbai – 400 092	11.00 a.m.

Special Resolution passed:

Details of the Special Resolutions passed at the last three (3) AGMs:

Date of AGM	No. of special resolutions passed	Details of Resolution passed
September 30, 2015	1	Re-appointment of Mr. Tilokchand Kothari as Managing Director of the Company for a term of five years commencing from 01.08.2015
December 24, 2014	1	Adoption of new set of Articles of Associations of the Company containing Regulations in conformity with the Companies Act, 2013.
December 14, 2013	--	No special resolution passed.

Resolution passed through Postal Ballot:

During the year, Company has conducted voting by postal ballot twice which are being referred hereunder as Postal Ballot No. 1 and Postal Ballot No. 2.

Details pertaining to Postal Ballot No. 1:

Through Postal Ballot No. 1, one Special Resolution was passed for Alteration of Capital Clause of Memorandum of Association of the Company and two Ordinary Resolutions were passed for increase in Authorized Share Capital of the Company and approval for issue of Bonus Shares in the ratio of 10:1 by way of capitalization of reserves respectively.

The postal ballot was conducted in accordance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations. The notice of the Postal Ballot dated April 6, 2015 was dispatched to the members by April 15, 2015 and the Postal Ballot and e-voting period commenced from April 16, 2015 and ended on May 15, 2015.

The Postal Ballot Notice along with Ballot Paper and self-addressed postage prepaid envelopes were sent by speed post/ registered post to all those Shareholders whose email ids were not registered with the Company/ Depository and by email to all those shareholders who had registered their email ids with the Company/ Depositories as on March 31, 2015.

Dr. S.K. Jain, Proprietor of M/s. S K Jain & Co., Practicing Company Secretaries was appointed as Scrutinizer for conducting remote e-voting and Postal Ballot Process and submitted the voting results in his report.

The results of voting on each resolution were determined by consolidating the votes casted by the members through e- voting and physical Postal Ballot which are as under:

Sr. No.	Particulars of Resolution passed	Votes in favour of the Resolution		Votes against the resolution	
		No. of Votes	% of Votes	No. of Votes	% of Votes
1.	Increase in Authorized Share Capital of the Company	10641756	100.00	0	0.00
2.	Alteration of Capital Clause in the Memorandum of Association of the Company	10641756	100.00	0	0.00
3.	Approval for issue of Bonus Shares in the ratio of 10:1 by way of Capitalization of Reserves	10641756	100.00	0	0.00

Details pertaining to Postal Ballot No. 2:

Through Postal Ballot No. 2, one Special Resolution was passed for Alteration of Capital Clause of Memorandum of Association of the Company and two Ordinary Resolutions were passed for increase in Authorized Share Capital of the Company and approval for issue of Bonus Shares in the ratio of 1:3 by way of capitalization of reserves respectively.

The postal ballot was conducted in accordance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations. The notice of the Postal Ballot dated February 10, 2016 was dispatched to the members by February 15, 2016 and the Postal Ballot and e-voting period commenced from February 16, 2016 and ended on March 16, 2016.

The Postal Ballot Notice along with Ballot Paper and self-addressed postage prepaid envelopes were sent by speed post/ registered post to all those Shareholders whose email ids were not registered with the Company/ Depository and by email to all those shareholders who had registered their email ids with the Company/ Depositories as on February 05, 2016.

Dr. S.K. Jain, Proprietor of M/s. S K Jain & Co., Practicing Company Secretaries was appointed as Scrutinizer for conducting remote e-voting and Postal Ballot Process and submitted the voting results in his report.

The results of voting on each resolution were determined by consolidating the votes casted by the members through e- voting and physical Postal Ballot which are as under:

Sr. No.	Particulars of Resolution passed	Votes in favour of the Resolution		Votes against the resolution	
		No. of Votes	% of Votes	No. of Votes	% of Votes
1.	Increase in Authorized Share Capital of the Company	125721126	100	0	0.00
2.	Alteration of Capital Clause in the Memorandum of Association of the Company	125721125	99.9999	1	0.0001
3.	Approval for issue of Bonus Shares in the ratio of 1:3 by way of Capitalization of Reserves	125719940	99.999	1186	0.001

All the resolutions proposed in both the postal ballots were passed with requisite majority. The voting results were sent to the Stock Exchanges and displayed on the Company's website. The date of declaration of the results by the Company is deemed to be the date of passing of the resolutions.

IX. MEANS OF COMMUNICATION

i. Publication of Quarterly, Half yearly and Annual Financial Results

Quarterly, Half-yearly and Annual Financial results of the Company are normally published in one English daily newspaper circulated all over India/substantially all over India, viz. Active Times/ Free Press Journal and in one Marathi daily newspaper having regional circulation, viz. Mumbai Lakshadeep/ Navshakti.

ii. Website & News Release

In compliance with Regulation 46 of the SEBI Listing Regulations, 2015 a separate dedicated section under 'Investors Desk' is available on the Company's website i.e. www.visagarpolytex.in that gives information on various announcements made by the Company, Annual Report, Quarterly/Half yearly/ Nine-months and Annual financial results along with the applicable policies of the Company shortly after its submission to the Stock Exchange.

iii. Stock Exchange

Your Company makes timely disclosures of necessary information to National Stock Exchange of India Limited and BSE Limited in terms of the Listing Regulations and other rules and regulations issued by the SEBI.

iv. Corporate Compliance & the Listing Centre

The Company files its financial results and other submission on the Electronic filing system, i.e., Listing Centre of BSE and NEAPS of NSE. The same is also available on the website of BSE and NSE.

v. Whether it also displays official news releases :

No, as no official news release was made during the year.

vi. The presentations made to institutional investors or to the analysts :

Nil. During the year, no presentation was made to institutional investor or analysts.

X. GENERAL SHAREHOLDERS INFORMATION:

- | | | |
|---|---|---|
| 1. Corporate Identification Number (CIN) | : | L65990MH1983PLC030215 |
| 2. Annual General Meeting | | |
| Date | : | 30 th September, 2016 |
| Time | : | 11.00 a.m. |
| Venue | : | 1008/1009, Gold Crest Centre, L T Road, Borivali - West, Mumbai - 400 092. |
| 3. Financial Year | : | 1 st April 2016 to 31 st March 2017 |
| 4. Dividend Payment Date | : | Since no dividend has been declared for the year 2015-16, hence payment date is not applicable. |
| 5. Financial Calendar | : | April 2016 to March 2017 (Tentative) |
| Financial reporting for the quarter ending June 30, 2016 | : | On or before 13 th August, 2016 |
| Financial reporting for the quarter ending September 30, 2016 | : | On or before 14 th November, 2016 |
| Financial reporting for the quarter ending December 31, 2016 | : | On or before 14 th February, 2017 |
| Financial reporting for the quarter ending March 31, 2017 | : | On or before 30 th May, 2017 |

6. Listing on Stock Exchange : a) **The National Stock Exchange of India Limited**
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
Scrip Symbol: VIVIDHA
b) **BSE Limited, Mumbai**
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
Scrip Code: 506146

The Company has timely paid the annual listing fees for the financial year 2015-16 as well as 2016-17 to NSE & BSE.

8. ISIN : INE370E01029
9. Date of Book Closure : 26th September, 2016 to 30th September, 2016
(Both Days Inclusive)
10. Registered Office / Address for correspondence : 907/908, Dev Plaza, Opp. Andheri Fire Station, S.V. Road,
Andheri (West), Mumbai - 400058
Tel : 022- 67424815
11. Plant Location : The Company has a Manufacturing Unit at
359/360/361/362, Anjani Industrial Estate, Vibhaag-3,
Gothan, Olpad, Surat - 394130.

Registrar and Share Transfer Agent

The contact details of the Registrar & Share Transfer Agent are as follows:

Adroit Corporate Services (P) Ltd.

19/20 , Jafferbhoy Industrial Estate, 1st floor, Makwana Road,

Marol Naka, Andheri (East), Mumbai – 400 059.

Tel.No. 42270400/2850 3748

Email id: info@adroitcorporate.com

Website www.adroitcorporate.com

Contact Person: **Mr. Pratap Pujare**

Share Transfer System:

Share certificates received for transfer in physical form and requests for Demat are generally registered / confirmed within 15 days of receipt of the same, provided documents are clear in all respects. A summary of transfers/ transmission of securities of the Company from the Registrar and Transfer Agent are placed before every Stakeholder's Relationship Committee Meeting.

Outstanding GDRs/ADRs/Warrants or any convertible instruments:

The Company has not issued any GDR/ADR/Warrants etc.

Dematerialisation of Shares and Liquidity

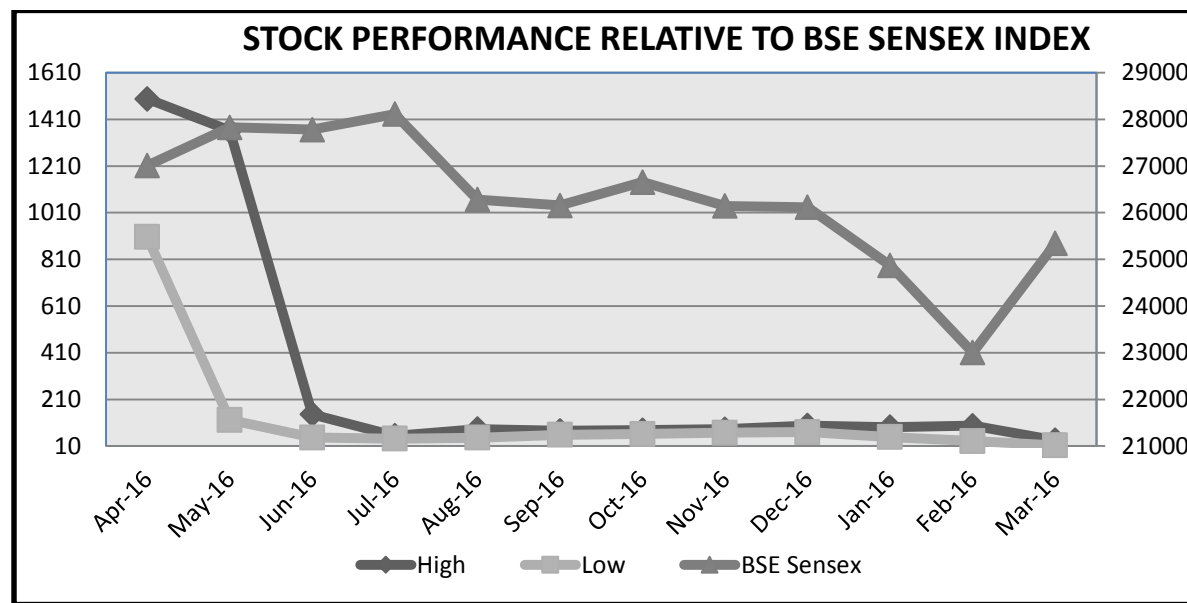
As on March 31, 2016, out of the total Equity Shares issued by the Company, 183926160 (99.61%) stands in de-materialised form and the remaining 724240 (0.39%) Equity Shares are held in physical form.

XI. MARKET PRICE DATA

The details of monthly highest and lowest closing quotations of the Company's Equity Shares on National Stock Exchange of India Limited (NSE or Nifty 50) & BSE Ltd (BSE) during the financial year 2015-16 are as under:

BSE Market Price Data: High Low during each month for the year ended March 31, 2016:

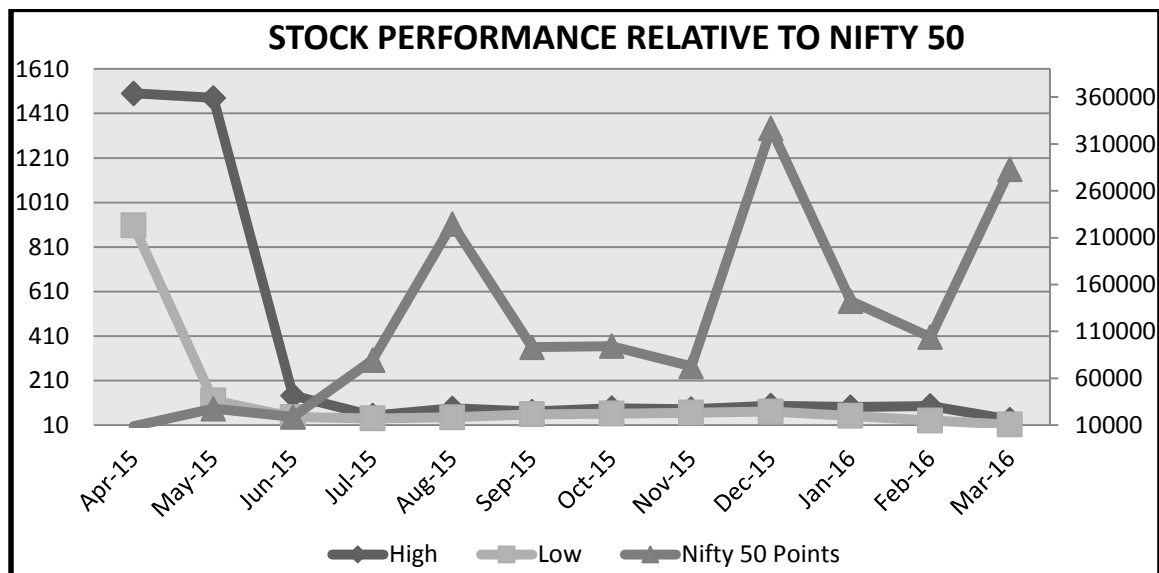
Month	Share Price		Sensex Points	
	High	Low	High	Low
Apr-15	1498	907	29094.61	26897.54
May-15	1362	121.6	28071.16	26423.99
Jun-15	146	46.7	27968.75	26307.07
Jul-15	53.7	41.55	28578.33	27416.39
Aug-15	83	46	28417.59	25298.42
Sep-15	75	58	26471.82	24833.54
Oct-15	78	61.8	27618.14	26168.71
Nov-15	81.8	67	26824.30	25451.42
Dec-15	98	70	26256.42	24867.73
Jan-16	91	48.3	26197.27	23839.76
Feb-16	97	31.1	25002.32	22494.61
Mar-16	34.6	12.9	25479.62	23133.18



Source: This information is compiled from the data available from the website of BSE.

NSE Market Price Data: High Low during each month for the year ended March 31, 2016:

Month	Share Price on NSE		Nifty 50 Points	
	High	Low	High	Low
Apr-15	1499.95	907.05	8844.80	8144.75
May-15	1480.00	121.55	8489.55	7997.15
Jun-15	142.95	46.70	8467.15	7940.30
Jul-15	53.45	40.70	8654.75	8315.40
Aug-15	85.80	45.55	8621.55	7667.25
Sep-15	71.00	58.70	8055.00	7539.50
Oct-15	86.50	61.75	8336.30	7930.65
Nov-15	82.00	66.00	8116.10	7714.15
Dec-15	97.90	71.15	7979.30	7551.05
Jan-16	91.05	52.20	7972.55	7241.50
Feb-16	96.40	31.20	7600.45	6825.80
Mar-16	35.40	12.80	7777.60	7035.10



Source: This information is compiled from the data available from the website of NSE.

Distribution of holding as on March 31, 2016:

No. of Equity Shares held	No of Holders	% of Holders	No. of Shares	Amount (Rs.)	% of Shares
Upto 500	2530	69.47	375754	375754.00	0.20
501-1000	427	11.72	327877	327877.00	0.18
1001-2000	215	5.90	315716	315716.00	0.17
2001-3000	99	2.72	253002	253002.00	0.14
3001-4000	36	0.99	128751	128751.00	0.07
4001-5000	32	0.88	149032	149032.00	0.08
5001-10000	104	2.86	693033	693033.00	0.38
10001 & Above	199	5.46	182407235	182407235.00	98.79
Total	3642	100.00	184650400	184650400.00	100.00

Categories of Shareholding as on March 31, 2016:

Sr. No.	Category	No. of Shares held	% of Shareholding
A	Promoter's Holding (including persons acting in concert)	98006205	53.08
B	Non-Promoters Holding		
1.	Mutual Funds and UTI	1269	0.00
2.	Banking, Financial Institutions/Insurance Companies (Central/State Govt. Institutions Non-government Institutions)	4563000	2.47
3.	FII's	--	--
C	Others		
1.	Corporate Bodies	70683604	38.28
2.	Indian Public	11096713	6.00
3.	NRIs/OCBs	68501	0.04
4.	Clearing Member	231108	0.13
	Total	184650400	100

XII. OTHER DISCLOSURES**Code of Conduct**

Regulation 17(5) of the SEBI Listing Regulations, 2015 requires listed Companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013. Your Company has adopted and laid down a code of conduct for all Board members and Senior Management of the company pursuant to Clause 49 of the erstwhile listing agreement. The code of conduct is available on the website of the company i.e. <http://vpl.visagar.com/attachments/codeofconduct.pdf>. All Board members and senior management personnel have affirmed compliance with the Code of Conduct. All

Directors and Senior Management personnel have affirmed compliance with the new Code for 2015-16. A declaration to this effect signed by the Managing Director is given in this Annual Report.

Materially significant related party transactions which may have potential conflict with the interests of the Company at large

All transactions entered into with Related Parties as defined under The Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015 during the financial year were in the ordinary course of business and on an arms' length pricing basis and do not attract the provisions of Section 188 of The Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to accounts attached to the Stand Alone Financial Statements. The Board has approved a policy for related party transactions which has been uploaded on the Company's website under the link <http://vpl.visagar.com/attachments/policyrtp.pdf>.

Details of non-compliances, penalties, strictures imposed on the Company by Stock Exchange/ SEBI/Statutory Authorities on any matter related to Capital Markets during last three years:

The Company has complied with the requirements of the Stock Exchanges/SEBI/and other Statutory Authorities on all matters related to Capital Markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any other statutory authorities.

Whistle Blower Policy

Pursuant to section 177(9) of the Companies Act, 2013 and Clause 49 of the erstwhile listing agreement (now corresponding to Regulation 22 of the SEBI Listing Regulations, 2015), the Board at its meeting held on February 14, 2015, approved and adopted the Whistle Blower Policy. This policy was modified on February 10, 2016 whereby the name of the Chairman of the Audit Committee have been changed and the same can be viewed on the Company's website viz. <http://vpl.visagar.com/attachments/WhistleblowerVigilPolicy.pdf>. Your Company further affirms that no person shall be denied access to the Audit Committee.

Subsidiary Companies

The Company does not have any subsidiary Company during the Year under review.

Reconciliation of Share Capital Audit

As stipulated by Securities and Exchange Board of India (SEBI), Statutory Auditor of the Company carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to Stock Exchanges and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

Insider Trading

The Company has adopted a 'Code of Conduct for Prevention of Insider Trading and Corporate Disclosure Practices' in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended. These regulations have been substituted by SEBI with a new set of Regulations, which have come into effect from 15th May, 2015. The policy lays down procedures to be followed and disclosures to be made while dealing with shares of the Company and cautioning them of the consequences of violations. Accordingly, the Board at its meeting held on 30th May 2015 has approved and adopted the following:

a) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, the web link of which is <http://vpl.visagar.com/attachments/codeupsi.pdf>; and

b) Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons, the web link of which is <http://vpl.visagar.com/attachments/codei.pdf>.

Disclosures of Accounting Treatment in preparation of Financial Statements

The Company has followed the Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI), in preparation of its Financial Statements.

Proceeds from Public Issues, Rights Issue, Preferential Issue etc.

The Company had issued 167864000 bonus shares during the year ended March 31, 2016. Since the shares were issued by way of capitalisation of reserves, hence no cash transaction has been made. Therefore the Company has not raised any Money through Public Issue, Rights Issue, Preferential Issue etc, during the said period.

Disclosure of material transactions

Under regulation 26(5) of SEBI Listing Regulations, 2015, Senior Management has made periodical disclosures to the Board relating to all material financial and commercial transactions, where they had (or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company. None of the independent directors have any material pecuniary relationship or transactions with its Promoters, its Directors, its senior management or its subsidiaries which may affect their independence and have received a declaration from them to this effect.

Execution of Listing Agreement under New Regulations

The Securities and Exchange Board of India ("SEBI") on 2nd September, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") with an aim to consolidate and streamline the provisions of the Listing Regulations for different segments of capital markets to ensure better enforceability. In furtherance to the same SEBI issued Circular No. CIR/CFD/CMD/6/2015 dated October 13, 2015 which requires every existing Listed Company which has previously entered into Listing Agreement with a Stock Exchange, to execute a fresh listing agreement with the respective Stock Exchange within six months of the date of notification of the said regulations. Your Company has entered & executed the Listing Agreement with National Stock Exchange of India Limited and BSE Limited in the month of February, 2016.

XIII. COMPLIANCE OF MANDATORY AND NON- MANDATORY REQUIREMENTS

Mandatory

The Company has generally complied with all the mandatory requirements as stipulated under Regulation 34(3) read with Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable to the Company.

Discretionary

i) Shareholder Rights:

As the Company's quarterly/half yearly/yearly results are published in English newspapers having circulation all over India and in Marathi newspapers widely circulated in Maharashtra, the same are not sent to each household of shareholders.

ii) Audit Qualifications:

There is no audit qualification in the Company's financial statements for the year ended on March 31, 2016. The Company continues to adopt best practices to ensure the regime of unqualified financial statements.

iii) Reporting of Internal Auditor:

M/s. RNA & Associates, Chartered Accountants, Mumbai (Firm Registration No. 136734W) was appointed as Internal Auditor of the Company for the FY 2015-2016 and the Internal Audit Report prepared by them was placed before the Audit Committee.

iv) Separate Posts of Chairperson and Chief Executive officer

Presently Mr. Tilokchand Kothari is the Chairman and Managing Director of the Company and the same has been authorized by the Articles of Association of the Company.

XIV. MANAGEMENT DISCUSSION AND ANALYSIS

A statement of Management Discussion and Analysis is appearing elsewhere in this Annual Report in terms of the requirement of the Code of Corporate Governance.

XV. COMPLIANCE CERTIFICATE

The MD and CFO have certified to the Board with regard to the financial statements and other matters as required under regulation 17(8), read with Part B of Schedule II to the SEBI Listing Regulations, 2015.

XVI. UNCLAIMED SHARES

At present, the Company does not have any unclaimed shares, hence there has been no transfer made to the unclaimed suspense account.

XVII. DETAILS OF NON-COMPLIANCE, IF ANY

There was no Non-Compliance performed by the Company of any of its legal requirements; nor has there been any penalty/stricture imposed on the Company by any Stock Exchange, SEBI or any statutory authority on any matter related to capital markets during the last three years.

**By Order of the Board of Directors
For Visagar Polytex Limited**

Sd/-
(Tilokchand Kothari)
Managing Director
(DIN: 00413627)

Place: Mumbai
Date: August 12, 2016

**DECLARATION BY THE MANAGING DIRECTOR REGARDING COMPLIANCE BY BOARD MEMBERS AND
SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT**

To,
The Members of Visagar Polytex Limited

In accordance with Clause D of Schedule V of the SEBI (LODR) Regulations, 2015, I hereby confirm that, all the Directors and the Senior Management personnel including me, have affirmed compliance to their respective Codes of Conduct, as applicable for the financial year ended March 31, 2016.

For Visagar Polytex Limited

Sd/-
(Tilokchand Kothari)
Managing Director
(DIN: 00413627)

Place: Mumbai
Date: August 12, 2016

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CORPORATE GOVERNANCE

The Members

VISAGAR POLYTEX LIMITED

We have examined the compliance of conditions of Corporate Governance by Visagar Polytex Limited ("the Company"), for the purpose of certifying of the Corporate Governance under Clause 49 of the Listing Agreement with the Stock Exchanges for the period from April 01, 2015 to November 30, 2015 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the period December 01, 2015 to March 31, 2016. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

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

For Sudhir M Desai & Co.
Chartered Accountants
Firm Reg. No. 125516W

Sd/-
Sudhir M Desai
Proprietor
M. No. 041999

Place: Mumbai
Date: August 12, 2016

MD/CFO CERTIFICATION

To,
The Board of Directors,
Visagar Polytex Limited

We hereby certify the following as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that:

- 1) We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2016 and that to the best of our knowledge and belief :
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. 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.
- 2) 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 violate the Company's Code of Conduct.
- 3) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal controls 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 to rectify these deficiencies.
- 4) we further certify that:
 - a. there have been no significant changes in internal control over financial reporting during the period under review;
 - b. there have been no significant changes in accounting policies made during the period and that the same have been disclosed in the notes to the financial statements; and
 - c. there have been no 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.

Place: Mumbai
Date: August 12, 2016

Sd/-
(Sagar Kothari)
Chief Financial Officer

Sd/-
(Tilokchand Kothari)
Managing Director
(DIN: 00413627)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Disclaimer

Statements made in the Management Discussion and Analysis and relating to company's objectives, projections, outlook, expectations, estimates, etc., may constitute forward looking statements within the meaning of applicable securities, laws and regulations. These statements are based on certain assumptions, which cannot be guaranteed by the Company. Several factors, over which the Company may not have any direct control, could make a significant difference to the company's operations. As such, actual results may differ materially from such projections, whether expressed or implied, since it would be beyond Company's ability to successfully implement our growth strategy. The Company undertakes no obligation or responsibility to update forward looking statements and to publicly amend, modify or revise to reflect events or circumstances after the date thereof on the basis of any subsequent development, information or events.

The management of Visagar Polytex Limited presents below its analysis on the performance of your Company during the year under review, i.e. accounting year end March 31, 2016.

Economic Overview with specific reference to Textile Industry

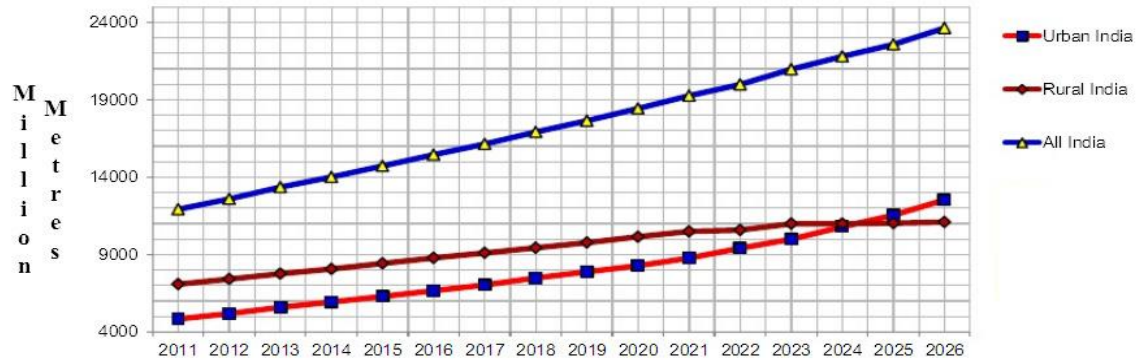
India is the second largest textile manufacturer in the world. The Indian textile industry is a global leader thanks to the economic liberalization. Though it used to come under unorganized sector few years back, the scenario has changed and a large part of the industry is now in the organized sector. Increased penetration of organised retail, favourable demographics and rising income levels to drive textile demand are contributing to the sector's growth. The Indian textile industry is one the largest and oldest sectors in the country and among the most important in the economy in terms of output, investment and employment. Contributing a hefty 14% to the country's Industrial production and 4% to the country's Gross Domestic Product (GDP) the segment also accounts for 13% of India's export earnings thus being the second largest provider of employment after agriculture in the country. The textile industry employs about 40 million workers and 60 million indirectly. India's overall textile exports during FY 2015-16 stood at US\$ 40 billion. Textile and apparel exports from India is expected to increase to US\$ 82 billion by 2021 and to US\$ 65 billion by 2017 fuelled by favourable trade policies and superior quality. The domestic textile and apparel industry in India is estimated to reach US\$ 141 billion by 2021 and US\$ 100 billion by 2017 from US\$ 67 billion in 2014. Total cloth production in India is expected to grow to 112 billion square metres by FY17 from 64.3 billion square metres in FY15.

Overview of the Sector & Business

The current Indian ethnic wear market is highly unorganized with a few branded players operating primarily in metropolitan cities. The Saree market is huge, unorganized and growing at an incredible rate, comprising a major chunk of Women's apparel segment. The 5000 year old apparel has seen rise and fall of regimes and has dominated the apparel market not even in toughest of economic downturns (recession) but has also been growing strongly ever since. ICRA research of 2006 quotes the Saree market size at Rs. 53000 crore, though a relatively recent one on Ethnic wear by Technopak quotes the Sarees market in 2009 at Rs. 24000 Crore. Similarly the Salwar Suit and Lehenga market occupy a major chunk of women apparel sales in the country. The Indian women wear industry will continue to grow at a healthy CAGR in the coming years.

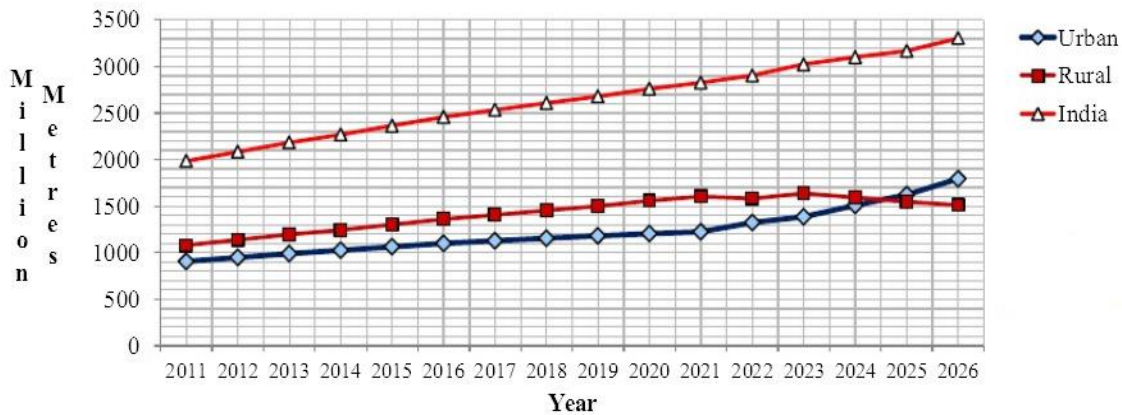
Projections : Saree

Demand of Saree in Million Metres



Projections: Salwar Kameez

Salwar Kameez Demand in Million Metres



Your Company is into textile manufacturing, trading, wholesaling and retailing activities comprising of a number of independent as well as interdependent verticals viz. Ethnic wear (Saree/ Lehanga) wholesale, Ethnic wear (Saree/ Lehanga/ Suits) Manufacturing, Garment (Unstitched All-overs) Manufacturing, Retailing (own/franchise) and Contract-based manufacturing. Your Company has a retail chain retailing designer sarees under its flagship brand Vividha, in addition to its comprehensive manufacturing and wholesale facilities at Kolkata & Surat.

Manufacturing of Ethnic Wear

During the year under review, your Company has once again upgraded its R&D and product designing capabilities to enable designer catalogues for the forthcoming seasons and utilize designing monopoly and mix of knowledge and resources to achieve higher margins across your Company's manufacturing to retail spectrums. Your Company is evaluating Suits and Garments market for manufacturing as well as wholesale and exports.

Financial Overview

During the year ended March 31, 2016, your Company's Gross Income has been Rs. 10,317.87 Lakhs as compared to Rs. 6093.17 Lacs in the previous financial year (30.06.2014 to 31.03.2015). However, % increase in gross income cannot be depicted as the comparable periods are not same. The profit after tax was Rs. 10.63 Lacs for the year as compared to Rs. 170.97 Lacs for the nine months ended 31st March 2015. The reason for decrease in profit margin is attributed towards increase in input and procurement costs, depreciation being a major expense. During the year, Company had purchased excess stock which has increased the cost further.

Factors that may affect the results of operations

Several factors may affect our result of operations that may make it difficult to predict the future financial results. Such factors are:

- Movement in Price of Fabric
- Operating cost & Efficiency
- Product and Market Mix
- Exchange Rates
- Government policies, rules and regulations relating to textile industries
- Availability of Government Benefits & Subsidies
- Ability to organise funds for projects
- Availability of skilled human forces
- Competition
- Break down of machinery or plant
- Disrupted power supply from state electricity board
- Strike by labourers
- Development / Innovation / Emergence of any substitute for our products
- Natural Calamities & Disasters and other unforeseen/ unavoidable circumstances

Development, Expansion & Future Outlook

Your Company will continue to invest wherever it seems an opportunity to get healthy sustainable results. Our performance largely depends on the Textile market. Your Company is concentrating at further streamlining its current business activities which will allow for greater operational efficiency in future. Providing quality products at a great value has always been our endeavour. Your Company will take this endeavour a notch upwards by enhancing its business activities. Your Company is in process to continuously upgrade its state-of-art manufacturing unit at Gothan, Surat to produce designer, value added Embroidery Sarees, Lehengas & Suits using latest technology and employing resources in best possible manner. The Embroidery market is huge and dominated by small unorganized players in view of lower entry barriers, offering a corporate player immense opportunity for innovation and improvisation. The Management is optimistic that your Company will soon be one of the key players in Saree/ Lehenga/ Suits segment. Our clients include stockists, wholesalers, semi-wholesalers, retailers and end-users of textile products. We have not been engaged in export of our products so far, as the domestic demand itself is vast. Having said so, we would like to explore the overseas market in the near-term. Your Company's aim is to build up knowledge, capital and human resources to specialize in designing, manufacturing hand/machine work Sarees, Suits & Lehengas (bridal wear) facilitating constant revival of products in innovative ways that will enable guaranteed success for us.

During the year under review, the Company has enhanced its existing production capacities in Surat. Taking step in this direction the Company has installed latest imported high speed computerised embroidery machines in its factory at Gothan, Surat that has nearly doubled the earlier manufacturing capacity. Through this expansion the Company, in future, will enjoy increased margins, complete product control, and greater innovation capabilities by use of latest machinery.

The Company has also established its VIVIDHA showroom in Mumbai which also serves as a centre for its unique Home Based opportunity scheme which aims at empowering aspiring women and promoting successful home based businesses.

The Company has also focussed on new R&D areas such as Suits and Garments and aims to make a mark in the ethnic wear segment through its R&D capabilities.

Future plans and Outlook

- Intensifying focus on R&D and production
- Leveraging resources to deliver innovative and successful product portfolio
- To bring in efficiency through consistent and continuous improvement process throughout all the levels in the Organisation
- To develop a Customer Centric approach
- To develop a Strong Marketing Network and establishing solid client base in the country and overseas

Technology Absorption

Efforts made towards technology Absorption

During the year, the Company has imported latest high speed embroidery machines nearly doubling its manufacturing capacity. The machines have 'mix chain stitch' and 'mix double rhinestone' capabilities and come with variety of attachments for extra value addition. Your Company tries to stay abreast with latest technology in the market.

Benefits Derived

Having machinery with different capabilities help your Company provide umbrella solution to its clients as they do not need to go anywhere else for any kind of value addition requirements. The latest acquisition will also benefit the Company financially in future.

Details of technology imported in last three years

The Company has imported and consequently installed 22 multi-head embroidery machinery via High Seas Sale Agreement made in the FY 2015-16 amounting to Rs. 409.17 Lacs.

Expenditure incurred on Research and Development

The Company holds its R&D efforts as key drivers of growth and future prospect. Mainly R&D efforts are in product development, designing and sampling areas and the Company.

**By Order of the Board of Directors
For Visagar Polytex Limited**

Sd/-
(Tilokchand Kothari)
Managing Director
(DIN: 00413627)

Place: Mumbai
Date: August 12, 2016

INDEPENDENT AUDITOR'S REPORT

To the Members of
Visagar Polytex Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Visagar Polytex Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit, and Loss and Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, 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 Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and Fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2016, its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - 1) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - 2) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - 3) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - 4) in our opinion, the aforesaid (Standalone) financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - 5) On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - 6) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - 7) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Sudhir M Desai & Co.**
Chartered Accountants
Firm Registration No. 125516W

Sd/-
Sudhir M Desai
Proprietor
M. No: 041999

Place: Mumbai
Date: 30.05.2016

"Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended 31st March, 2016:

- 1)
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - c) The title deeds of immovable properties are held in the name of the company.
- 2)
 - a) The management has conducted the physical verification of inventory at reasonable intervals.
 - b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7)
 - a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
 - b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For **Sudhir M Desai & Co.**
Chartered Accountants
Firm Registration No. 125516W

Sd/-
Sudhir M Desai
Proprietor
M. No: 041999

Place: Mumbai
Date: 30.05.2016

“Annexure B” to the Independent Auditor’s Report

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

We have audited the internal financial controls over financial reporting of **M/s. Visagar Polytex Limited** (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Sudhir M Desai & Co.**
Chartered Accountants
Firm Registration No. 125516W

Sd/-
Sudhir M Desai
Proprietor
M. No: 041999

Place: Mumbai
Date: 30.05.2016

STANDALONE BALANCE SHEET AS AT MARCH 31, 2016

PARTICULARS	NOTE NO.	AS AT 31.03.2016 (RS.)	AS AT 31.03.2015 (RS.)
EQUITY AND LIABILITIES			
1. SHAREHOLDER'S FUNDS			
(a) Share Capital	3	184,650,400	16,786,400
(b) Reserve & Surplus	4	66,961,068	240,410,060
2. NON-CURRENT LIABILITIES			
Long Term Borrowings	5	35,482,705	15,808,546
Deferred Tax Liability	6	-	-
Other Long Term Liabilities		-	-
Long-term provisions	7	1,369,624	1,362,798
3. CURRENT LIABILITIES			
Short-term borrowings	8	85,766,043	82,750,148
Trade Payables	9	48,187,065	243,613,323
Other current liabilities	10	2,406,403	3,678,515
Short Term Provisions	11	500,000	8,014,326
TOTAL		425,323,308	612,424,116
ASSETS			
1. NON-CURRENT ASSETS			
Fixed Asset	12		
(i) Tangible assets		76,148,361	47,172,861
(ii) Intangible assets		32,420	-
(iii) Capital work in progress		-	-
Non-Current Investments	13	1,586,510	1,586,510
Deferred Tax Assets			
Long-term loans and advances	14	9,901,147	8,952,374
Other Non-Current Assets	6	1,272,886	1,272,886
2. CURRENT ASSETS			
Inventories	15	244,855,883	222,210,396
Trade receivables	16	86,436,785	327,701,263
Cash and cash equivalents	17	1,771,395	1,228,316
Short term Loans & Advances	18	-	1,641,589
Other current assets	19	3,317,921	657,921
TOTAL		425,323,308	612,424,116

See accompanying notes to the financial statements as per our report of even date

For Sudhir M. Desai & Co.
Chartered Accountants
Firm Registration No. 125516W

For Visagar Polytex Limited

Sd/-
Sudhir M. Desai
Proprietor
M. No: 041999

Sd/-
(Tilokchand Kothari)
Managing Director
DIN: 00413627

Sd/-
(Kanwarlal Rathi)
Director
DIN: 06441986

Place : Mumbai
Date : 30.05.2016

Sd/-
(Sagar Kothari)
Chief Financial Officer

STATEMENT OF PROFIT & LOSS ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2016

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2016 (Rs.)	NINE MONTHS PERIOD ENDED 31.03.2015 (RS.)
INCOME			
Revenue from operations	20	1,031,787,201	609,317,388
Other Income	21	209,096	414,664
Total Revenue		<u>1,031,996,297</u>	<u>609,732,052</u>
EXPENDITURE			
Cost of material consumed		55,470,074	32,840,880
Purchases of Finished Goods		939,166,773	533,234,741
Change in inventories	22	(67,314,000)	(34,113,991)
Employees benefit expenses	23	12,478,698	7,965,472
Finance Cost	24	10,162,460	8,969,413
Depreciation & amortization	12	18,580,905	11,064,456
Other expenses	25	61,888,867	26,674,269
Total expenses		<u>1,030,433,777</u>	<u>586,635,240</u>
PROFIT / (LOSS) BEFORE TAX		1,562,520	23,096,812
Tax expenses			
Current tax		500,000	6,000,000
Income Tax for earlier years		-	-
Deferred Tax		-	-
PROFIT / (LOSS) AFTER TAX		<u>1,062,520</u>	<u>17,096,812</u>
Earning per Equity Share			
Basic (Rs.)		0.01	1.02

See accompanying notes to the financial statements as per our report of even date

For Sudhir M. Desai & Co.
Chartered Accountants
Firm Registration No. 125516W

For Visagar Polytex Limited

Sd/-
Sudhir M. Desai
Proprietor
M. No: 041999

Sd/-
(Tilokchand Kothari)
Managing Director
DIN: 00413627

Sd/-
(Kanwarlal Rathi)
Director
DIN: 06441986

Place : Mumbai
Date : 30.05.2016

Sd/-
(Sagar Kothari)
Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED ON MARCH 31, 2016

PARTICULARS	YEAR ENDED 31.03.2016 (RS.)	YEAR ENDED 31.03.2015 (RS.)
Cash Flow from operating activities :		
Net Profit before Tax as per P & L A/c	1,562,560	23,096,812
Adjusted for		
Misc Income	-	-
Interest Income	-	-
Depreciation	18,580,905	11,064,456
Operating Profit Before Working Capital Changes		
Add : Adjusted for		
Sundry Debtors	241,264,478	(26,093,788)
Loans & Advances	692,816	(2,136,563)
Current Liabilities	(204,705,910)	28,087,831
Other Current Assets	(2,660,000)	(33,060,491)
Inventories	(22,645,487)	-
Net Cash Inflow/Outflow Operations (A)	32,089,362	958,257
Cash Flow from Investing Activities :		
Fixed Assets	(47,588,825)	(3,619,934)
Investments	-	-
Net Cash Flow from Investing Activities (B)	(47,588,825)	3,619,934
Cash Flow from Financial Activities:		
Share Capital	-	-
Share Premium	-	-
Deposits/Unsecured Loans	22,690,054	10,623,359
Income Tax Paid	-	(6,000,000)
Dividend Paid	(6,647,512)	(2,014,326)
Net Cash Flow from Financing Activities (C)	16,042,542	2,609,033
Net Cash Increase in Cash & Cash Equivalents (A + B + C)	543,079	52,644
Opening Balances of Cash & Cash Equivalents	1,228,316	1,280,960
Closing Balances of Cash & Cash Equivalents	1,771,395	1,228,316
NET INFLOW	(543,079)	(52,644)

See accompanying notes to the financial statements as per our report of even date

For Sudhir M. Desai & Co.
Chartered Accountants
Firm Registration No. 125516W

For Visagar Polytex Limited

Sd/-
Sudhir M. Desai
Proprietor
M. No: 041999

Sd/-
(Tilokchand Kothari)
Managing Director
DIN: 00413627

Sd/-
(Kanwarlal Rathi)
Director
DIN: 06441986

Place : Mumbai
Date : 30.05.2016

Sd/-
(Sagar Kothari)
Chief Financial Officer

Notes forming part of the financial statements for the year ended March 31, 2016

1. Corporate Information

Visagar Polytex Limited (the Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on BSE Limited and National Stock Exchange of India Limited.

2. Significant Accounting Policies

2.1 Basis for preparation of accounts

“These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the Companies (Account) Rules 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year”

2.2 Revenue Recognition

Revenues are recognized and expenses are accounted for on accrual basis with necessary provisions for all known liabilities and losses. Income from Non- Performing Assets is recognized only when it is realized. Interest on deposits and loans is accounted for on the time proportion basis after considering reasonable certainty that the ultimate collection will be made. Dividend income is recognized when right to receipts is established. Profit or loss on sale of securities is accounted on trade date basis.

2.3 Tangible Fixed Assets

Fixed Assets are stated at cost of acquisition less accumulated depreciation thereon. Fixed Assets are accounted at cost of acquisition inclusive of inward freight, duties taxes and other incidental expenses related to acquisition and installation of Fixed Assets incurred to bring the assets to their working condition for their intended use.

2.4 Intangible Fixed Assets

Internally generated intangible assets are measured at the expenditure incurred for development of the contents of its websites.

2.5 Inventories

Stock is Valued at cost. The closing stock of film produced is valued at Actual Cost by allocating all direct expenses which are related to the production. The fixed expenses under which the allocation was necessary as per the management discretion is allocated to the respective projection to arrive at its Actual cost of production.

The Work – in – Progress is valued accordingly as per the completion of the projection. All expenses which can be related directly are all capitalized and added to the cost.

2.6 Depreciation & Amortizations

Depreciation on Fixed Assets is provided on Written Down Value method based on the useful life of the asset in the manner prescribed in Schedule II to the Companies Act, 2013. Internally generated intangible assets i.e. website content is amortized over a period of five years.

2.7 Investments

Investments made by the Company with a long term prospective in Quoted and Unquoted securities are held as investments and are valued at cost. However, provision for diminution in value is made to recognize a decline, other than temporary, in the value of the investments.

2.8 Foreign Currency Transactions

No Foreign currency transactions are recorded during this Financial Year under review.

2.9 Employees Benefits

All employee benefit obligations payable wholly within twelve months of the rendering the services are classified as Short Term Employee Benefits. Such Benefits are estimated and provided for in the period in which the employee renders the related service. Post Employment Benefits All eligible employees of the Company are entitled to receive benefits under the provident fund and Gratuity is accounted for as and when paid.

2.10 Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income tax Act, 1961. Deferred tax resulting from “timing difference” between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.

2.11 Provisions and Contingent Liabilities

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

NOTE NO.	PARTICULARS	AS AT 31.03.2016 (RS.)	AS AT 31.03.2015 (RS.)
3	SHARE CAPITAL		
	AUTHORISED		
	19,00,00,000 Equity Shares of Re. 1/- Each	190,000,000	50,000,000
	(P.Y. 50,000,000 Equity Shares of Re. 1/- Each)		
	ISSUED, SUBSCRIBED & PAID UP		
	18,46,50,400 Equity Shares of Re. 1/- Each	184,650,400	16,786,400
	(P.Y. 16,786,400 Equity Shares of Re. 1/- Each)		
		184,650,400	16,786,400
1.1	The reconciliation of the number of shares outstanding is set out below :		No. of Shares
	Equity Shares at the beginning of the year	16,786,400	16,786,400
	Add: Shares issued during the year	167,864,000	-
	Equity Shares at the end of the year	184,650,000	16,786,400

1.2 Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Re. 1/- per share.

1.3 Details of shareholders holding more than 5% shares in the Company

Name of shareholder	As at 31 st March, 2016		As at 30 th June 2015	
	No of shares held	% of Holding	No of shares held	% of Holding
None	-	-	-	-

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

NOTE NO.	PARTICULARS	AS AT 31.03.2016 (RS.)	AS AT 31.03.2015 (RS.)
4	RESERVE & SURPLUS		
	Capital Reserve		
	As per last Balance Sheet	-	-
	(a)	-	-
	Security Premium Account		
	As per last Balance Sheet	163,833,600	163,833,600
	Amount utilised for issuance of Bonus Shares	163,833,600	
	(b)	-	163,833,600
	General Reserve		
	As per last Balance Sheet	-	-
	(c)	-	-
	Statement of Profit & Loss		
	As per last Balance Sheet	76,576,460	61,493,974
	Add : profit / (Loss) for the year	1,062,520	17,096,812
	Less : Proposed Dividend	5,539,512	1,678,640
	Less : Tax on Proposed Dividend	1,108,000	335,686
	Less : Amount utilised for issuance of Bonus shares	4,030,400	
	(d)	(12,586,040)	76,576,460
	Total reserve & surplus (a+b+c+d)	66,961,068	240,410,060
	Note - Allotment of bonus shares in the Ratio of 10:1 on 02.06.2015		

NOTE NO.	PARTICULARS	AS AT 31.03.2016 (RS)	AS AT 31.03.2015 (RS.)
5	LONG TERM BORROWINGS		
	Secured		
	Term Loan	35,482,705	14,617,682
	Others	-	1,190,864
		35,482,705	15,808,546

NOTE NO.	PARTICULARS	AS AT 31.03.2016 (RS.)	AS AT 31.03.2015 (RS.)
6	DEFERRED TAX ASSET / (LIABILITY) NET		
	i. Deferred Tax liability on account of:		
	Timing Difference on Depreciation	-	-
	ii. Deferred Tax Asset on account of:		
	Disallowances under Income Tax Act:	1,272,886	1,272,886
	Unabsorbed Depreciation Allowance	-	-
	Business Loss	-	-
		1,272,886	1,272,886

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

NOTE NO.	PARTICULARS	AS AT 31.03.2016 (RS)	AS AT 31.03.2015 (RS.)
7	LONG TERM PROVISIONS		
	Provision for Tax	1,369,624	1,362,798
	Provision for sub-assets	-	-
		1,369,624	1,362,798

NOTE NO.	PARTICULARS	AS AT 31.03.2016 (RS)	AS AT 31.03.2015 (RS.)
8	SHORT TERM BORROWINGS		
	Secured		
	Working Capital facilities from Bank (refer note 8.1)	85,755,543	82,750,148
	Total	85,755,543	82,750,148
	Unsecured		
	Inter Corporate Loan (refer note 8.2)	10,500	-
	Total	10,500	-
		85,766,043	82,750,148

8.1 – Loans from Bank are secured by :
1. Hypothecation of raw materials, work-in-progress, finished goods, stores and receivable.
2. Joint equitable mortgage in respect of building, offices and plant & machinery.
8.2 – Loans are repayable on demand.

NOTE NO.	PARTICULARS	AS AT 31.03.2016 (RS)	AS AT 31.03.2015 (RS.)
9	TRADE PAYABLES		
	Due to Micro small & medium Enterprises	-	-
	Due to others	48,187,065	243,613,323
		48,187,065	243,613,323

NOTE NO.	PARTICULARS	AS AT 31.03.2016 (RS)	AS AT 31.03.2015 (RS.)
10	OTHER CURRENT LIABILITIES		
	Other Liabilities	-	-
	Advanced Received from Customer	-	54,980
	Statutory Dues Payable	251,420	234,383
	Outstanding Expenses	2,038,366	3,306,102
	Employees Benefits payable	-	16,686
	Other Liabilities	116,617	66,364
		2,406,403	3,678,515

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

NOTE NO.	PARTICULARS	AS AT 31.03.2016 (RS)	AS AT 31.03.2015 (RS.)
11	SHORT TERM PROVISIONS		
	Standard Debts		-
	Proposed Dividend		1,678,640
	Tax on proposed Dividend		335,686
	Provision for Income Tax/TDS	500,000	6,000,000
		500,000	8,014,326

12 FIXED ASSETS

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	AS AT 01.04.2015	ADD/DED DURING THE YEAR	AS AT 31.03.2016	UPTO 01.04.2015	PROVIDED DURING THE YEAR	UPTO 31.03.2016	AS AT 31.03.2016	AS AT 31.03.2015
Tangible Assets								
Land & Building	35,861,582	2,448,475	38,310,057	9,832,082	2,634,495	12,466,577	25,843,480	26,029,500
Office Premises	332,270	-	332,270	13,955	15,502	29,457	302,813	318,315
Plant & Machinery	28,510,747	42,168,795	70,679,542	15,911,170	13,033,331	28,944,501	41,735,041	12,599,577
Mobile	327,806	134,325	462,131	169,898	42,365	212,263	249,868	157,908
Electrical Installation	96,350	-	96,350	57,695	10,008	67,703	28,647	38,655
Furniture & Fixture	11,757,191	1,375,500	13,132,691	8,331,769	1,049,498	9,381,267	3,751,424	3,425,422
Office Equipments	272,337	48,950	321,287	180,587	57,833	238,420	82,867	91,750
Air Conditioners	1,032,065	58,800	1,218,665	554,166	102,003	1,092,896	125,769	477,899
Vehicles	7,559,964	1,249,565	8,809,529	3,410,728	1,470,078	4,880,806	3,928,723	4,149,236
Computer	1,516,449	75,415	1,591,864	1,346,085	146,050	1,492,135	99,729	170,364
Intangible Assets								
Computer Software	137,000	29,000	166,000	113,838	19,742	133,580	32,420	23,162
TOTAL (RS.)	87,531,561	47,588,825	135,120,386	40,358,700	18,580,905	58,939,605	76,180,781	47,172,861

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

NOTE NO.	PARTICULARS	AS AT 31.03.2016		AS AT 31.03.2015	
13	NON CURRENT INVESTMENTS	No. of Shares/ Units	Amount (Rs.)	No. of Shares/ Units	Amount (Rs.)
	Quoted				
	Osiagee Housing Developers Limited	192000	1,536,000	192000	1,536,000
	Brijlaxmi Leas & Fin Ltd		510		510
	(a)		1,536,510		1,536,510
	Unquoted				
	Trisha Media Limited	25,000	25,000	25,000	25,000
	The Pratap Co-Op Bank Limited		25,000		25,000
	(b)		50,000		50,000
	Share Application Money	-	-	-	-
	(c)	-	-	-	-
	Total (a+b+c)		1,586,510		1,586,510

NOTE NO.	PARTICULARS	AS AT 31.03.2016 (RS)	AS AT 31.03.2015 (RS.)
14	LONG-TERM LOANS AND ADVANCES (Unsecured and Considered good)		
	Loans (Inclusive interest accrues thereon)	9,066,872	4,339,951
	Deposit	271,044	4,039,633
	Advance Payment of Tax (Net of provision)	563,231	572,790
		9,901,147	8,952,374

NOTE NO.	PARTICULARS	AS AT 31.03.2016 (RS)	AS AT 31.03.2015 (RS.)
15	INVENTORIES		
	Stores & Spares	3,444,246	5,821,992
	Finished Goods	241,411,637	216,388,404
		244,855,883	222,210,396

NOTE NO.	PARTICULARS	AS AT 31.03.2016 (RS)	AS AT 31.03.2015 (RS.)
16	TRADE RECEIVABLES (Unsecured and Considered good)		
	Outstanding for a period exceeding 6 Months	14,638,600	11,532,550
	Others	71,798,185	316,168,713
		86,436,785	327,701,263

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

NOTE NO.	PARTICULARS	AS AT 31.03.2016 (RS)	AS AT 31.03.2015 (RS.)
17	CASH AND BANK BALANCES		
	Cash in Hand	240,239	172,465
	Balance with bank in current account	621,009	732,729
		A 861,248	905,194
	OTHER BALANCES		
	Unpaid Dividend	910,147	323,122
		B 910,147	323,122
	Total (A+B)	1,771,395	1,228,316

NOTE NO.	PARTICULARS	AS AT 31.03.2016 (RS)	AS AT 31.03.2015 (RS.)
18	SHORT TERM LOANS AND ADVANCES		
	Advance to Suppliers	-	-
	Staff Loan	-	438,822
	Prepaid Expenses	-	1,202,767
		-	1,641,589

NOTE NO.	PARTICULARS	AS AT 31.03.2016 (RS)	AS AT 31.03.2015 (RS.)
19	OTHER CURRENT ASSETS		
	Misc Expenses not written off	3,317,921	657,921
		3,317,921	657,921

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

NOTE NO.	PARTICULARS	YEAR ENDED 31.03.2016 (RS)	NINE MONTHS PERIOD ENDED 31.03.2015 (RS.)
20	REVENUE FROM OPERATIONS		
	Sales	1,031,787,201	609,317,388
		1,031,787,201	609,317,388

NOTE NO.	PARTICULARS	YEAR ENDED 31.03.2016 (RS)	NINE MONTHS PERIOD ENDED 31.03.2015 (RS.)
21	OTHER INCOME		
	Dividend/Interest Received	209,096	232,758
	Profit / (Loss) on sale of Shares	-	-
	Other Receipt	-	181,906
		209,096	414,664

NOTE NO.	PARTICULARS	YEAR ENDED 31.03.2016 (RS)	NINE MONTHS PERIOD ENDED 31.03.2015 (RS.)
22	CHANGE IN INVENTORIES		
	Balance as of commencement of the Year:		
	Finished Goods	177,542,000	188,096,405
	Less: Balance as of end of the Year :	244,856,000	222,210,396
		(67,314,000)	(34,113,991)

NOTE NO.	PARTICULARS	YEAR ENDED 31.03.2016 (RS)	NINE MONTHS PERIOD ENDED 31.03.2015 (RS.)
23	EMPLOYEE BEBEFIT EXPENSES		
	Salaries	10,031,414	6,640,968
	Staff Welfare Expenses	187,284	444,504
	Remuneration to Directors	2,260,000	880,000
		12,478,698	7,965,472

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

NOTE NO.	PARTICULARS	YEAR ENDED 31.03.2016 (RS))	NINE MONTHS PERIOD ENDED 31.03.2015 (RS.)
24	FINANCE COST Interest on :		
	Borrowing from Banks	9,967,748	8,343,573
	Bank Charges and Processing Charges	-	-
	Short term borrowings from bank	194,712	625,840
		10,162,460	8,969,413

NOTE NO.	PARTICULARS	YEAR ENDED 31.03.2016 (RS)	NINE MONTHS PERIOD ENDED 31.03.2015 (RS.)
25	OTHER EXPENSES		
	Advertisement & Sales Promotion Expenses	2,525,717	91,654
	Conveyance & Travelling expenses	1,096,770	475,315
	Director Sitting Fees	140,000	95,000
	General expenses	9,753,524	3,452,052
	Insurance Premium	397,295	134,845
	Legal & Professional Charges	801,693	347,931
	Printing, Stationary & Communication expenses	151,251	292,926
	Electricity Charges	2,090,776	1,044,906
	Rent, Rate & Taxes	1,943,750	1,096,846
	Job Works	26,104,323	8,886,570
	Packing & Folding Expenses	199,202	357,225
	Factory General Expenses	956,909	1,233,138
	Wages & Bonus	11,469,802	5,858,311
	Discount & Rate Difference	4,235,795	3,285,490
	Remuneration to Auditors		
	Audit Fees	22,060	22,060
		61,888,867	26,674,269

(Schedules forming part of Notes to Accounts for the year ended on March 31, 2016)

1. Details of Earnings per share (AS-20)

Particulars	2015-16	2014-15
Net Profit available to Share Holders	1,062,560	17,096,812
Weighted Number of Equity Shares	184650400	16786400
Earning per Share (per Re. 1/- paid up share)	-	1.02
2. As the company's business activity fall within single segments viz Textile Business, the disclosure requirement of AS-17 (Segment Reporting) issued under Companies (Accounting Standards) Rules notified under section 133 of the Companies Act, 2013 read with the companies (Accounts) Rules 2014 is not applicable.
3. The company has not received intimation from its suppliers regarding their status as per the provisions of "Micro, Small and Medium Enterprise Development Act 2006". As per information available with the company, The Company has made payment to creditors generally within stipulated period as provided in Act referred above. Hence the company has not provided for any interest payable to small, micro and medium enterprises. The company has not received any claim for interest payable and does not expect such claims, if made later, to be for material amount.
4. There are no material significant related party transactions entered into by the Company with its Promoters, Directors, Key Managerial Personnel or other designated persons, which may have a potential conflict with the interest of the Company at large.
5. The Company does not enter into any forward contract or derivatives to cover its expenses in foreign currency. As at the year end, the exposures in foreign currency for the Company is as under :-

Particulars	2015-16		2014-15	
	Foreign Currency	Amount (in Rs.)	Foreign Currency	Amount (in Rs.)
Account receivable	NIL	NIL	NIL	NIL
6.

	2015-16	2014-15
Expenditure in foreign currency	NIL	NIL
Earning in foreign exchange	NIL	NIL
7. Balances of Sundry Debtors, Sundry creditors, Advances, Deposits, Loans and Bank Balances are subject to confirmation, reconciliation and adjustment if any.
8. The Value of Inventories is taken as Certified by the Management.
9. Contingent Liabilities: NIL
10. The company has during the year provided Depreciation on fixed assets based on estimated life and realisable value as prescribed in schedule II of Companies Act, 2013.
11. Previous years figures are regrouped wherever necessary.

For Sudhir M. Desai & Co.

Chartered Accountants
Firm Registration No. 125516W

Sd/-

Sudhir M. Desai

Proprietor

M. No: 041999

Place : Mumbai

Dated : 30.05.2016

For Visagar Polytex Limited

Sd/-

(Tilokchand Kothari)

Managing Director

DIN: 00413627

Sd/-

(Sagar Kothari)

Chief Financial Officer

Sd/-

(Kanwarlal Rathi)

Director

DIN: 06441986

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VISAGAR POLYTEX LIMITED

L65990MH1983PLC030215

Regd Office: 907-908, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri – West, Mumbai – 400 058.

Tel.: +91-22-67424815, Website: www.visagarpolytex.in

ATTENDANCE SLIP

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

D.P. Id*		Folio No.	
Client Id *		No. of Shares	

NAME OF THE SHAREHOLDER / PROXYHOLDER: _____

I hereby record my presence at the 33rd **Annual General Meeting** of the Company held on **Friday, September 30, 2016 at 11.00 a.m.** at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092.

Signature of Shareholder/Proxyholder

Note:

Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.

.....(Tear Here).....



VISAGAR POLYTEX LIMITED

L65990MH1983PLC030215

Regd Office: 907-908, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri – West, Mumbai – 400 058.

Tel.: +91-22-67424815, Website: www.visagarpolytex.in

PROXY FORM

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

Name of the Member(s) : _____
Registered Address : _____
Email ID : _____
Folio No./Client ID/DP ID : _____

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

Name : _____ Address : _____

Email ID: _____ Signature: _____ or failing him

Name : _____ Address : _____

Email ID: _____ Signature: _____ or failing him

Name : _____ Address : _____

Email ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **33rd Annual General Meeting** of the Company to be held on **Friday, September 30, 2016** at **11.00 a.m.** at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	Special Business
1. Adoption of financial statements for the year ended as at March 31, 2016 and Reports of Directors' and Auditors' thereon.	4. Appointment of Mr. Manish Kumar Gupta as an Independent Director for a term of five years.
2. Re-appointment of Mr. Kanwarlal Rathi, who retires by rotation.	5. Determination of fees to be charged for service of documents in a particular mode.
3. Appointment of auditors and fixing their remuneration.	

Signed this _____ day of _____ 2016.

Signature of Shareholder

Signature of the proxy (holders)

Notes:

1. This form, in order to be effective, should be duly completed, stamped, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.



VISAGAR POLYTEX LIMITED

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