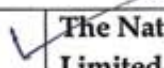




VISAGAR
you dream, we create

Date: 10th October, 2018

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
---	---

Sub : Submission of Annual Report for the year 2017-18 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 2017-18 which has been duly approved and adopted in the Annual General Meeting held on 29th September 2018.

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



VISAGAR POLYTEX LIMITED



35TH ANNUAL REPORT 2017-18

CORPORATE INFORMATION**BOARD OF DIRECTORS**

Mr. Tilokchand Kothari	Chairman & Managing Director
Mr. KanwarlalRathi	Executive Director
Ms. Pooja Bhardwaj	Non-Executive Independent Director
Mr. Manish Kumar Gupta	Non-Executive Independent Director
Mrs. ParulGulati	Non-Executive Independent Director (w.e.f. September 30, 2017)

KEY MANAGERIAL PERSONNEL

Mr. Sagar Kothari	Chief Financial Officer
Mr. Pravin Mishra	Company Secretary and Compliance Officer

SECURITIES LISTED ON

National Stock Exchange of India Limited
BSE Limited

CORPORATE IDENTITY NUMBER

L65990MH1983PLC030215

STATUTORY AUDITORS

S C MEHRA & ASSOCIATES
Chartered Accountants
42 First Floor, Singh Ind. Estate No. 3, Nr. Big
Cinema Moviestar, Ram Mandir Road, Off. S.V.
Road, Goregaon (W), Mumbai-400104

REGISTERED OFFICE

907/908, Dev Plaza, Opp. Andheri Fire Station, S.V.
Road, Andheri- West, Mumbai- 400058.

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

CONTENTS

<i>Notice of Annual General Meeting</i>	3
<i>Directors' Report</i>	18
<i>Corporate Governance Report</i>	53
<i>Management Discussion & Analysis</i>	83
<i>Independent Auditor's Report</i>	88
<i>Annexure to Auditor's Report</i>	91
<i>Audited Financial Statements</i>	95
<i>Notes to the Financial Statements</i>	101

VISAGAR POLYTEX LIMITED

CIN: L65990MH1983PLC030215

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

Tel: 022-67424815; Website: www.visagarpolytex.in; Email: contact@visagar.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 35th Annual General Meeting of the Members of **M/s. VISAGAR POLYTEX LIMITED** will be held on Saturday, **29th September 2018** at 10.30 a.m. at Nadiadwala Market (Hall), Opp. Laxmi Narayan Shopping Centre, Poddar Road, Malad (East), Mumbai-400097, India to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement as at March 31, 2018 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.

SPECIAL BUSINESS

3. To ratify the disclosure of ultimate beneficiaries of the allottees of Equity shares having face value of Re. 1/- each to be issued on conversion of warrants issued pursuant to preferential issue ("convertible warrants"), before seeking the Listing approval:

"RESOLVED THAT the members do hereby ratify and approve the below mentioned Ultimate beneficiaries of the allottees of Equity Shares having face value of Re. 1/- each to be issued on conversion of warrants issued pursuant to preferential issue ("convertible warrants").

Details of the ultimate beneficial owners of the Convertible Warrants are as follows:

Sr. No.	Name of the Proposed Allottee	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable
1	PMC Fincorp Limited	Mr. Rajkumar Modi
2	Attribute Shares & Securities Private Limited	Mr. Krishan Khadaria
3	Forever Flourishing Finance & Investments Private Limited	Mr. Krishan Khadaria
4	Golden Meadows Export Private Limited	Mr. Krishan Khadaria
5	Kashish Multi Trade Private Limited	Mr. Krishan Khadaria
6	Kasturi Overseas Private Limited	Mr. Krishan Khadaria
7	Laxmi Ramuna Investments Private Limited	Mr. Krishan Khadaria
8	Nouveau Global Ventures Limited	Mr. Krishan Khadaria
9	Mukta Agriculture Limited	Mr. Krishan Khadaria
10	Mystic Electronics Limited	Mr. Krishan Khadaria
11	Pravin Nanji Gala HUF	Pravin Nanji Gala
12	Nirmala Pravin Gala	NA
13	Dhrumil Pravin Gala	NA
14	Vinod Manilal Gala	NA
15	Vinod Manilal Gala HUF	Vinod Manilal Gala
16	Sejal Rasik Boricha	NA
17	Shantaben Boricha	NA
18	Valji shah	NA
19	Jayesh Malsi Rita	NA
20	Hitesh Malsi Rita	NA

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including but not limited to taking approval or intimation to the stock exchanges.”

Place: Mumbai

Date: 13.08.2018

For Visagar Polytex Limited

Registered Office:

907/908, Dev Plaza,

Opp. Andheri Fire Station,

S.V. Road, Andheri (West),

Mumbai – 400058.

Tel: 022- 67424815

Website: [www. visagarpolytex.in](http://www.visagarpolytex.in)

Sd/-

Tilokchand Kothari

Managing Director

DIN: 00413627

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), which sets out details relating to Special Business at the meeting is annexed hereto. The relevant details of the Directors seeking re-appointment/ appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed.
2. **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. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID MUST BE DULY FILLED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Pursuant to the provision of the Companies Act 2013 (hereinafter called "the Act") and the Rules made thereunder 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.

3. 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.
4. 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.
5. Members holding Shares in single name and physical form are advised to make nomination in respect of shareholding in the Company. Members can avail of the Nomination facility by filing Form SH-13 with the Company or its Registrar. Blank Forms will be supplied on request. In case of shares held in Demat form, the nomination has to be lodged with their Depository Participants.
6. Members who hold shares in physical shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Adroit Corporate Services (P) Ltd. for consolidation into a single folio.
7. Members are informed that 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.
8. Particulars of Bank mandates. Such changes are to be advised only to the Depository Participants.
9. Members, holding shares in physical form are requested to notify changes in address, if any, to the Registrars of the Company immediately, quoting their folio numbers. Members, holding shares in dematerialized form, should send the above information to the respective Depository Participants.
10. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.
11. The Register of Members and Share Transfer Books of the Company shall remain closed from **September 24, 2018 to September 29, 2018** (both days inclusive) for the purpose of annual book closure.
12. 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. However, 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 vote again at the AGM.

13. Members are requested to 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.
14. 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 – 400059.
15. 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.
16. The Annual Report 2017-18 and Notice of the 35th 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.
17. Members may also note that the Notice of the 35th Annual General Meeting and the Annual Report for 2017-18 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.
18. Members who wish to get any further information as regards the items to be transacted at the meeting are requested to write to Mr. Pravin Mishra, Company Secretary atleast ten days prior to the Meeting so as to enable the management to reply at the meeting.

19. 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.
20. The route map showing directions to reach the venue of the 35th Annual General Meeting is annexed herewith the Notice.

Instructions for remote e-voting are as under:

- 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 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 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 ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **26thSeptember 2018 (9.00 am) and ends on 28th September 2018(5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **22ndSeptember 2018**, 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 instructions for Remote e-voting through electronic means 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)] :

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csnidhi3388@gmail.com <Please mention the e-mail ID of Scrutinizer> with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at 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:
EVEN (Remote e-voting Event Number) **USER ID** **PASSWORD/PIN**
 - (ii) Please follow all steps from Sl. No. a 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 thedownloads 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.

NOTE: Shareholders who forgot the User Details/Password can use "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ Client ID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).

- 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 22nd September 2018.
- 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. 22nd September 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "[Forgot User Details/Password?](#)" or "[Physical User Reset 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 ballot paper.
- XIII. Ms. Nidhi Bajaj, Practising Company Secretary, Proprietor of M/s. Nidhi Bajaj & Associates (Membership No. A28907) 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 Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of 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.
- XV. 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: 3**

The Company has issued 9,00,00,000 convertible warrants on preferential basis which was approved by the members in the Extra-Ordinary General Meeting held on 2nd January, 2018. The Company has also received In-principle approvals from National Stock Exchange (NSE) vide reference no. NSE/LIST/14785 dated February 9, 2018 and BSE Ltd vide reference no. DCS/PREF/SD/PRE/2642/2017-18 dated 28th February, 2018.

Pursuant to Regulation 73(e) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 the Company needs to provide the disclosure of the identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue, in the explanatory statement.

The Company had disclosed all the details in the notice of EGM dated 2nd January, 2018 as per Regulation 73(e) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. However the details of beneficial owner was inadvertently missed in the explanatory statement of Notice of EGM therefore the same needs to be ratified by members in the ensuing Annual General Meeting (AGM). Hence, the same has been taken as agenda item for this AGM.

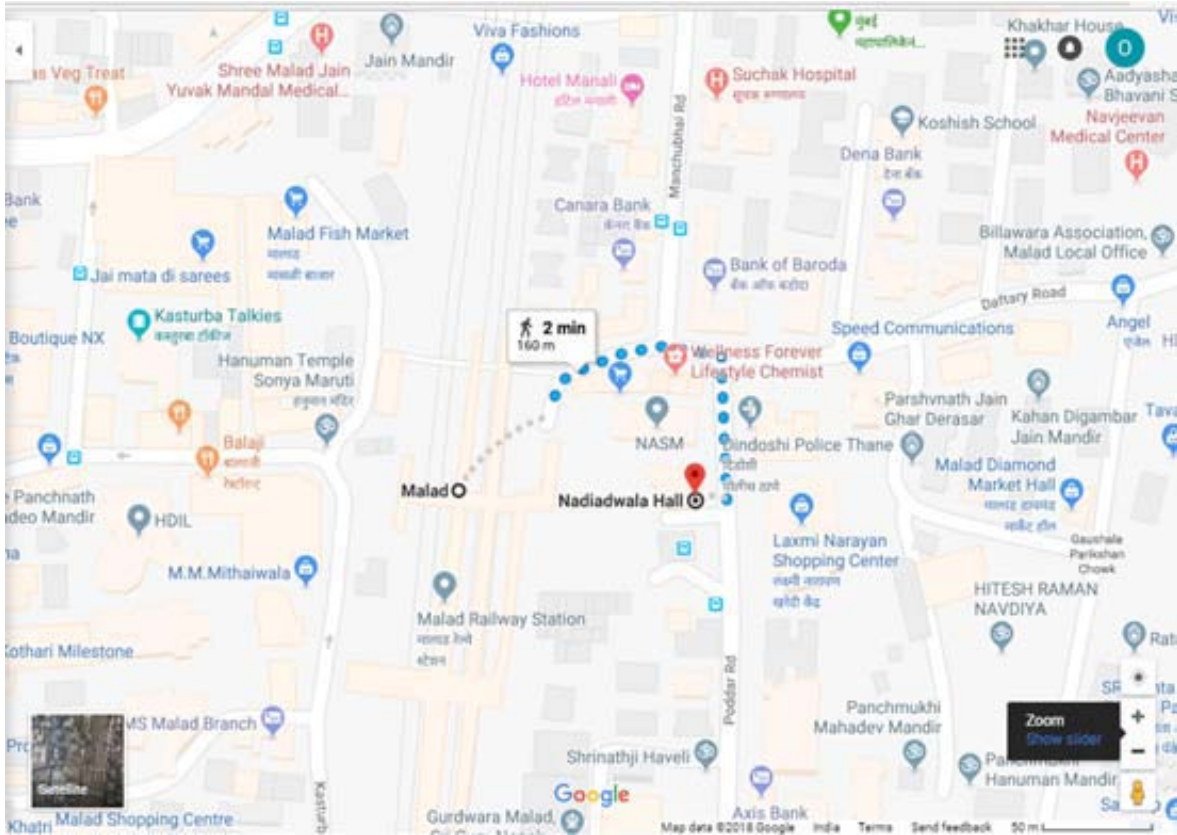
Annexure to Notice

Details of the Directors seeking appointment/re-appointment at the Annual General Meeting
(Pursuant to Regulation 36 (3) of the Listing Regulations, 2015 & Secretarial Standards-2 on General Meetings)

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 6 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
No. of Shares held in the Company Own Beneficial Basis	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	Visagar Polytex Limited Stakeholders' Relationship Committee (Member)
Chairman/Member of the Committee of the Board of Directors of other Public Companies*	Member of Stakeholders' Relationship Committee of Maharashtra Corporation 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 MAP FOR THE VENUE OF ANNUAL GENERAL MEETING



Venue: Nadiadwala Market(Hall), Opp. Laxmi Narayan Shopping Centre, Poddar Road, Malad (East), Mumbai-400097

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present their **35th Annual Report** for the financial year ended March 31, 2018:

BUSINESS PERFORMANCE:

(Rs. In Lacs)

PARTICULARS	YEAR ENDED 31.03.2018	YEAR ENDED 31.03.2017
Revenue from operations	8226.96	8115.18
Other income	3.40	2.27
Gross Income	8230.36	8117.45
Total Expenses	8059.44	7951.69
Net Profit Before Tax	170.92	165.76
Provision for Tax	30.00	30.00
Net Profit After Tax	140.92	135.76

OPERATIONS AND FUTURE PLANS:

Your Company has seen an increase in turnover during the year under review which accounted for Rs. 8226.96 Lakhs as compared to Rs. 8115.18 Lakhs in FY 2016-17. The Net Profit has also increased from Rs. 135.76 Lakhs in FY 2016-17 to Rs. 140.92 Lakhs in FY 2017-18. Your Company is very much optimistic about the coming year. Since the Company is trying to reduce cost and expand its business, your Directors are hopeful that the results will be more encouraging.

EXPANSION:

Your Company is continuously exploring opportunities for growth, expansion and modernization of its projects. The Company has already successfully inaugurated its new plant in Gurugram, Delhi by providing the requisite organic growth to the Company. In addition to the above growth efforts, the company is also contemplating setting up of and/or investing in some projects relating to the activities of the company.

DIVIDEND:

In order to plough back the profit, your Directors have not recommended any dividend for the year ended March 31, 2018.

SHARE CAPITAL:

As at March 31, 2018, the authorised share capital of the Company was Rs. 35,00,00,000 (Rupees Thirty Five Crores Only) divided into 35,00,00,000 (Thirty Five Crores) Equity Shares of Re. 1/- (Rupee One Only) each. During the year there is an increase in Authorised share capital of the Company by Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Re. 1/- (Rupee One Only) each.

As at March 31, 2018, the paid-up Equity Share Capital of the Company stood at Rs. 24,62,00,534 (Rupees Twenty four Crores Sixty two lakhs five hundred & thirty four only) divided into 24,62,00,534 (Twenty four Crores Sixty two lakhs five hundred & thirty four) Equity Shares of Re. 1/- (Rupee One Only) each. During the year, the Company had issued 9,00,00,000 (Nine Crores) Convertible Warrants of Re. 1/- (Rupees One Only) each on preferential basis at an issue price of Rs. 1.12/- each.

BONUS:

During the year, no bonus shares are issued by the Company.

TRANSFER TO RESERVE:

The Board does not propose to make transfer to reserves for the year 2017-18 and instead intends to retain the net profit of Rs. 1,40,91,611/- in the Profit & Loss Account for the year ended March 31, 2018.

COMPLIANCE WITH THE ACCOUNTING STANDARDS

The Company prepares its accounts and other financial statements in accordance with the relevant accounting principles and also complies with the accounting standards issued by the Institute of Chartered Accountants of India.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Venture or Associate Company.

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. An amount of Rs. 55,052.90/- declared for the year 2010-11 is unclaimed. 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. Yash Malhotra has resigned from the directorship of the Company w.e.f. August, 10, 2017 due to personal reasons. The Board considered and approved his resignation from the post of Directorship with effect from August, 10, 2017 the same is disclosed in Annual Report for the year 2017-18. The Board place on record its gratitude for the services rendered by him during the tenure as director of the Company.

Mr. Tilokchand Kothari, Managing Director of the Company was disqualified being acted as Director as per list issued by Ministry of Corporate Affairs in the month of September, 2017. Mr. Kothari has filed petition in Delhi High Court with respect to removal of Disqualification. The order of high court was in favour of Mr. Kothari and the same has been accepted by Registrar of Companies, Mumbai. Accordingly, his disqualification has been removed and he can act as director of the Company.

Ms. Parul Gulati was appointed as an Additional Director (Non-Executive Independent) w.e.f. September 30, 2017.

iii) Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

iv) Meetings of the Board:

During the year ended March 31, 2018, Ten(10) Board Meetings were held by the Company on April 19, 2017; May 30, 2017; August 10, 2017; September 7 2017; December 6, 2017; December 14, 2017; January 11, 2018; February 14, 2018, March 14, 2018 and March 29, 2018. Details of the meetings and the attendance record of the Directors are mentioned in the Corporate Governance section which forms part of this Report.

v) 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 of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The details of this policy are explained in the Corporate Governance Report. **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) Change in Statutory Auditor:**

At the AGM held on 30th September, 2017 for the Financial year ended 2016-17, the Members have approved and accorded their assent for appointment of M/s. S.C. Mehra & Associates, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of the 34th Annual General Meeting until the conclusion of the 39th Annual General Meeting of the Company

to be held in the year 2022, subject to the ratification of the Members at every Annual General Meeting.

Pursuant to the first proviso to Section 139 of the Companies Act, 2013, the appointment of the Statutory Auditors was required to be placed for ratification at every Annual General Meeting. The said proviso has been omitted by MCA vide its notification dated 7th May, 2018 with immediate effect.

The Company has received a letter from Auditors to the effect that their appointment if made it would be within the prescribed limits under Section 139 of the Companies Act, 2013 for Financial Year 2018-19.

The Statutory Auditors M/s. S.C. Mehra & Associates have issued their reports on Standalone Financial Statements for the year ended 31st March, 2018. 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.

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 Miss Pooja Jain, Practising Company Secretary as Secretarial Auditors to undertake Secretarial Audit of the Company for the financial year ended March 31, 2018. 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:

As per the list of disqualified Directors u/s 164(2) of the Companies Act, 2013 issued by Ministry of Corporate Affairs, name of Mr. Tilokchand Kothari, Managing Director of the Company was mentioned. His name was appearing in the above mentioned list due to non-filing of necessary Annual Returns with the office of Registrar of Companies by the defaulting Companies.

With respect to the above observation made by the Secretarial Auditor, your Directors would like to clarify that pursuant to the disqualification of Mr. Tilokchand Kothari, Managing Director of the Company as per list issued by Ministry of Corporate Affairs in the month of September, 2017. Mr. Kothari has filed petition in Delhi High Court with respect to removal of Disqualification. The order of high court was in favour of Mr. Kothari and the same has been accepted by Registrar

of Companies, Mumbai. Accordingly, his disqualification has been removed and he can act as director of the Company.

c) **Internal Auditor:**

M/s. Lakhpatt M Trivedi & Co., Chartered Accountants, Mumbai (Registration No. 109047) was appointed as Internal Auditor of the Company for the FY 2017-2018 and the Internal Audit Report prepared by them was placed before the Audit Committee.

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.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective

actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

PUBLIC DEPOSITS:

The Company has not accepted any deposit from the general public within the meaning of section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

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, 2018, there were no material changes and commitments affecting the financial position of the Company have occurred between the period ended March 31, 2018 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:

The Management Discussion and Analysis Report on the operations of the Company, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in a separate section and forms an integral part of this Report.

CORPORATE GOVERNANCE:

As per Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by

the Company, together with a certificate from the Company's Auditors confirming 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, 2018 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 Exchanges for the financial year 2017-18.

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairman of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee.

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 2017-18, no complaints were received.

PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

No employee has received remuneration in excess of the limits set out in rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during FY 2017 - 18.

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.

PREVENTION OF 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 VisagarPolytex Limited

Place: Mumbai
Date: May 30, 2018

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, 2018****[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) Limited
xii)	Address	19/20, Jafferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai - 400059.
xiii)	Contact	Tel: 42270400/2850 3748/42270426 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	23030574	-	23030574	9.36	2460533	-	2460533	1	(8.36)

e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other									
Directors	81070659	-	81070659	32.92	73750659	-	73750659	29.96	(2.96)
Directors' Relatives	22855333	-	22855333	9.29	5028000	-	5028000	2.04	(7.25)
Sub-total(A)(1):-	126956566	-	126956566	51.57	81239192	-	81239192	33	(18.57)
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)	126956566	-	126956566	51.57	81239192	-	81239192	33	(18.57)
Public Shareholding									
1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	3430416	-	3430416	1.39	-	-	-	-	(1.39)
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)	3430416	-	3430416	1.39	-	-	-	-	(1.39)
k) Non Institutions									
l) Bodies Corp.									
m) Indian	18643708	244915	18888623	7.67	11953195	244915	12198110	4.95	(2.72)
n) Overseas	-	-	-	-	-	-	-	-	-
o) Individuals	-	-	-	-	-	-	-	-	-
p) Individual shareholders holding nominal share capital upto Rs. 1 lakh	66499177	459630	66958807	27.20	94719993	459630	95179623	38.66	11.46
q) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	25206221	261066	25467287	10.34	49261846	261066	49522912	20.11	9.77
r) Others(Corporate body-Broker)	-	-	-	-	283906	-	283906	0.12	0.12
s) Clearing Member	527424	-	527424	0.21	820847	-	820847	0.33	0.12
t) NRIs	3971411	-	3971411	1.61	6955944	-	6955944	2.83	1.22
u) Sub-total(B)(2)	114847941	965611	115813552	47.04	163995731	965611	164961342	67	19.97
v) Total Public Shareholding (B)=(B)(1)+ (B)(2)	118278357	965611	119243968	48.43	163995731	965611	164961342	67	18.57
w) Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
x) Grand Total (A+B+C)	245234923	965611	246200534	100	245234923	965611	246200534	100	-

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.	Tilokchand Manaklal Kothari	81070659	32.92	-	73750659	29.96	-	(2.96)
2.	Asha Kothari	12427333	5.05	-	-	-	-	(5.05)
3.	Sagar Tilokchand Kothari	6908000	2.81	-	5008000	2.03	-	(0.78)
4.	Visagar Financial Services Ltd**	6781747	2.76	-	-	-	-	(2.76)
5.	Sib Sagar Trade & Agencies Pvt Ltd	5720000	2.32	-	-	-	-	(2.32)
6.	Maharashtra Corporation Ltd	5280000	2.14	-	-	-	-	(2.14)
7.	Tilokchand Manekchand Kothari (HUF)	3520000	1.43	-	20000	0.01	-	(1.43)
8.	Sagar Portfolio Services Ltd	2788294	1.13	-	-	-	-	(1.13)
9.	Trisha Media Ltd	2460533	1.00	-	2460533	1.00	-	-
	Total	126956566	51.57	-	81239192	33	-	(18.57)

***During the year Company has issued 1,65,00,000 Convertible warrants of Face value Rs. 1/- each at an issue price of Rs. 1.12/- each on preferential basis to Visagar Financial Services Limited(Promoter).*

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	81070659	32.92	81070659	32.92
	Increase / Decrease during the year				
	Sale of shares on 19.05.2017	3820000	1.54	77250659	31.38
	Sale of shares on 19.05.2017	3500000	1.42	73750659	29.96
	At the End of the year	73750659	29.96	73750659	29.96
2.	Mrs. Asha Kothari				
	At the beginning of the year	12427333	5.05	12427333	5.05
	Increase / Decrease during the year				
	Sale of shares on 17.05.2018	5500000	2.23	6927333	2.82
	Sale of shares on 19.05.2017	6927333	2.82	--	--
	At the End of the year	--	--	--	--
3.	Mr. Sagar Tilokchand Kothari				
	At the beginning of the year	6908000	2.81	6908000	2.81
	Increase / Decrease during the year				
	Sale of shares on 19.05.2017	1900000	0.78	5008000	2.03
	At the End of the year	5008000	2.03	5008000	2.03
4.	Visagar Financial Services Limited				
	At the beginning of the year	6781747	2.76	6781747	2.76
	Increase / Decrease during the year				
	Sale of shares on 15.05.2018	6781747	2.76	--	--
	At the End of the year	--	--	--	--

5.	Sib Sagar Trade & Agencies Pvt Ltd				
	At the beginning of the year	5720000	2.32	5720000	2.32
	Increase / Decrease during the year				
	Sale of shares on 15.05.2017	5720000	2.32	--	--
	At the End of the year	--	--	--	--
6.	Maharashtra Corporation Ltd				
	At the beginning of the year	5280000	2.14	5280000	2.14
	Increase / Decrease during the year				
	Sale of shares on 15.05.2017	4900000	1.99	380000	0.15
	Sale of shares on 19.05.2017	380000	0.15	--	--
	At the End of the year	--	--	--	--
7.	TilokchandManekchand Kothari (HUF)				
	At the beginning of the year	3520000	1.43	3520000	1.43
	Increase / Decrease during the year				
	Sale of shares on 19.05.2017	3500000	1.42	20000	0.01
	At the End of the year	20000	0.01	20000	0.01
8.	Sagar Portfolio Services Ltd				
	At the beginning of the year	2788294	1.13	2788294	1.13
	Increase / Decrease during the year				
	Sale of shares on 15.05.2017	2788294	1.13	--	--
	At the End of the year	--	--	--	--
9.	Trisha Media Ltd				
	At the beginning of the year	2460533	1.00	2460533	1.00
	Increase / Decrease during the year				
	No change	--	--	--	--
	At the End of the year	2460533	1.00	2460533	1.00

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 theyear		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.	Birla Power Solutions Limited	2637066	1.07	--	--	2637066	1.07
2.	NareshkumarVasantlal Shah	10000	0.004	2050000	--	2060000	0.84
3.	Vivek Portfolios Pvt. Ltd.	273846	0.11	1545354	--	1819200	0.74
4.	KantaAnantrai Desai	1466666	0.60	--	--	1466666	0.60
5.	Dimple Pankaj Desai	1466666	0.60	--	--	1466666	0.60
6.	TalatWasim	500000	0.20	800000	--	1300000	0.53
7.	SnehaPankaj Desai	1188178	0.48	--	--	1188178	0.48
8.	Rewati Raman Srivastava	275926	0.11	737636	--	1013562	0.41
9.	Karvy Stock Broking Ltd	1338342	0.54	--	362213	976129	0.40
10	H Krishnakumar	220000	0.09	630000	--	850000	0.35

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	81070659	32.92	81070659	32.92
	Increase / Decrease during the year				
	Sale of shares on 19.05.2017	3820000	1.54	77250659	31.38
	Sale of shares on 19.05.2017	3500000	1.42	73750659	29.96
	At the End of the year	73750659	29.96	73750659	29.96
2.	Mr. Sagar Kothari (Chief Financial Officer)				
	At the beginning of the year	6908000	2.81	6908000	2.81
	Increase / Decrease during the year				
	Sale of shares on 19.05.2017	1900000	0.78	5008000	2.03
	At the End of the year	5008000	2.03	5008000	2.03

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	11,19,52,768	--	--	11,19,52,768
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not	--	--	--	--
Total(i+ii+iii)	11,19,52,768	--	--	11,19,52,768
Change in Indebtedness during the FY				
- Addition	--	68,50,000	--	68,50,000
- Reduction	(50,82,591)	--	--	(50,82,591)
Net Change	(50,82,591)	68,50,000	--	17,67,409
Indebtedness at the end of the FY				
i) Principal Amount	10,68,70,177	68,50,000	--	113,720,177
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	10,68,70,177	68,50,000	--	113,720,177

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. 10,00,000/-	Rs. 10,00,000/-
	(b)Value of perquisites u/s 17(2) of Income Tax Act, 1961	NIL	NIL
	(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. 10,00,000	Rs. 10,00,000

B. Remuneration to other directors:

Particulars of Remuneration	Name of Directors				Total Amount
<i>(Sitting Fees)</i>	Ms.ParulGulati	Ms.PoojaBharadwaj	Mr. Manish Kumar Gupta	Mr.YashM alhotra	
<u>Independent Directors</u>					
Fee for attending Board/ Committee Meetings	--	45000/-	45000/-	15000/-	105000/-
Commission	--	--	--	--	--
Others, please specify	--	--	--	--	--

Total (1)	--	45000/-	45000/-	15000/-	105000/-
<u>Other Non-Executive Directors</u>					
Fee for attending board / committee meetings	--	--	--	--	--
Commission	--	--	--	--	--
Others, please specify					
Total (2)	--	--	--	--	--
Total (B)=(1+2)	--	45000/-	45000/-	15000/-	105000/-
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.Pravin Mishra 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. 1,25,500/-	Rs. 6,00,000/-	Rs. 7,25,500
	Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	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. 1,25,500/-	Rs. 6,00,000/-	Rs. 7,25,500/-

PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD/NCLT / Court]	Appeal made. If any(give details)
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 Regulation 19(4) read with Para A (1) of Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), 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 **VisagarPolytex 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 **"VisagarPolytex 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 VisagarPolytex Limited

Place: Mumbai
Date: May 30, 2018

Sd/-
Tilokchand Kothari
Managing Director
DIN: 00413627

ANNEXURE - C

FORM NO. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

[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, 2018** 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, 2018** 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 **werenot 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, 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) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;

vi. Other Laws specifically applicable to the Company

The Textiles (Development and Regulation) Order, 2001

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

i. Secretarial Standards issued by The Institute of Company Secretaries of India;

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, 2018 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.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above and there are no material non-compliances that have come to our knowledge except to the extent as mentioned below :

As per the list of disqualified Directors u/s 164(2) of the Companies Act, 2013 issued by Ministry of Corporate Affairs, name of Mr. Tilokchand Kothari, Managing Director of the Company was mentioned. His name was appearing in the above mentioned list due to non-filing of necessary Annual Returns with the office of Registrar of Companies by the defaulting Companies.

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 relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

In case of Direct and Indirect Tax Laws like Income Tax Act, 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.

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

- i. During the year under review, the Company has issued 9,00,00,000 Convertible Warrants on Preferential basis to the Promoters and Non Promoters entities.

Sd/-

Date: 30.05.2018

Place: Mumbai

Pooja Jain

Practicing Company Secretary

ACS No: 36270

COP No. 14359

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

Annexure-I

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.

Sd/-

Pooja Jain

Practicing Company Secretary

ACS No: 36270

COP No. 14359

Date: 30.05.2018

Place: Mumbai

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:**1. Steps taken or impact on conservation of energy:**

The Company always gives its utmost priority on conservation of Energy. 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.

2. Steps taken for utilization of alternate sources of energy

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

3. 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**

No specific efforts taken towards technology absorption.

2. Benefits Derived

No such benefits derived in the current year.

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 31.03.2018	Year ended 31.03.2017
1.	Electricity Purchased		
	Units consumed	173,531	161,775
	Total Amount	Rs. 1,369,860	Rs. 12,19,951
	Average Rate/Unit (in Rs.)	Rs. 7.89	Rs. 7.54
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

INTRODUCTION:

A Report on compliance with the principles of Corporate Governance as prescribed by The Securities and Exchange Board of India (SEBI) in terms of Regulation 34 read with Chapter IV and Schedule V of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:

COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE:

The Company's philosophy of Corporate Governance is founded on the pillars of fairness, accountability, disclosures and transparency. These pillars have been strongly cemented which is reflected in your Company's business practices and work culture. The sound governance processes and systems guide the Company on its journey towards continued success. The practice of responsible governance has enabled your Company to achieve sustainable growth, while meeting the aspirations of its stakeholder's and societal expectations.

Your Company is committed to sound principles of Corporate Governance with respect to all of its procedures, policies and practices. The governance processes and systems are continuously reviewed to ensure highest ethical and responsible standards being practiced by your Company. Comprehensive disclosures, structured accountability in exercise of powers, adhering to best practices and commitment to Compliance with regulations and statutes in letter as well as spirit have enabled your Company to enhance shareholder value. In fact, this has become an integral part of the way the business is done.

The Company recognizes that good Corporate Governance is a continuous exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all its stakeholders for effective implementation of the Corporate Governance practices.

The Company's governance framework is based on the following principles:

- Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- Availability of information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;

- Timely disclosure of material operational and financial information to the stakeholders;
- Systems and processes in place for internal control; and
- Proper business conduct by the Board, Senior Management and Employees.

The Company continues to focus its resources, strengths and strategies to achieve the vision of becoming a Global leader in Textiles, Apparel, Garmenting and Lifestyle Brands while upholding the core values of Quality, Trust, Leadership and Excellence.

I. BOARD OF DIRECTORS

The Board of Directors ("the Board") is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The Management Committee of the Company is headed by the Managing Director and has functional heads as its members, which look after the management of the day-to-day affairs of the Company. The Board meets at least 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.

The Company has a judicious Combination of Executive and Non- Executive Directors. As on March 31, 2018, the Board comprised of 5 Directors out of which two are Executive Directors and three are Independent Non-Executive Directors. The Chairman of the Board is an Executive Director.

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.

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 Public Limited Companies (including VPL)^	Number of Membership/ Chairmanship in Committees of Boards of Public Limited Companies (including VPL)#	
			As Chairman	As Member
Mr. Tilokchand Kothari	Promoter, Chairman & Managing Director	6	None	4
Mr. Kanwar Lal Rathi	Executive Director	2	None	2
Ms. Pooja Bhardwaj	Independent, Non - Executive Director	2	1	1
Mr. Manish Kumar Gupta	Independent, Non - Executive Director	2	1	1
Mr. Yash Malhotra*	Independent, Non - Executive Director	2	0	0
Ms. Parul Gulati**	Independent, Non - Executive Director	1	0	0

[^]Excludes Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

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

*Mr. Yash Malhotra had resigned from the Directorship in its Meeting held on August 10, 2017 with immediate effect

**Ms. Parul Gulati has been appointed in the Annual General Meeting held on 30th September, 2017 with immediate effect.

As on March 31, 2018, 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.

ii) Board Meetings and Attendance

During the year ended March 31, 2018, the Company held Ten (10) Board Meetings and the gap between two meetings did not exceed 120 days. The dates on which the Board Meetings were held were: April 19, 2017; May 30, 2017; August 10, 2017; September 7, 2017; December 6, 2017; December 14, 2017; January 11, 2018; February 14, 2018, March 14, 2018 and March 29, 2018.

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 30.09.2017
1.	Mr. Tilokchand Kothari	10	Present
2.	Mr. Kanwar LalRathi	10	Present
3.	Ms. Parul Gulati#	6	Present
4.	Ms. Pooja Bhardwaj	10	Present
5.	Mr. Manish Kumar Gupta	10	Present
6.	Mr. Yash Malhotra#	2	NA

Mr. Yash Malhotra had resigned from the Directorship in the Board meeting held on August 10, 2017 and Ms. Parul Gulati was appointed as a director in the Annual General Meeting held on September 30, 2017 with immediate effect.

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

As on March 31, 2018, 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	73,750,659
2.	Mr. Kanwar LalRathi	Nephew of Mr. Tilokchand Kothari	--
3.	Mr. Yash Malhotra	None	--
4.	Ms. Pooja Bhardwaj	None	--
5.	Mr. Manish Kumar Gupta	None	--
6.	Ms. Parul Gulati	None	

iv) Familiarization Programme for Independent Directors

Pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the familiarization program 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 program also seeks to update the Directors on the roles, responsibilities, rights and duties under The Companies Act, 2013 and other statutes. The Chairman and Managing Director also has a one to one discussion with the newly appointed Director to familiarize him with the Company's operations. Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's 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 reports 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, 2018, 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

iii. Meeting & Attendance

During the year ended March 31, 2018, Six (6) Meetings of Audit Committee were held on May 30, 2017; August 10, 2017; December 6, 2017; December 14, 2017; February 14, 2018 and March 29, 2018. The details of the meetings attended by the Members during the year are as follows:

Name of the Member	No. of Committee Meetings held	No. of Committee Meetings Attended
Mr. Manish Kumar Gupta	6	6
Ms. Pooja Bhardwaj	6	6
Mr. Tilokchand Kothari	6	6

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, 2018, the composition of the Nomination & Remuneration Committee of the Company is as follows:

Name of the Member	Designation	Category
Ms.PoojaBhardwaj	Chairperson	Independent, Non-Executive
Mr. Manish Kumar Gupta	Member	Independent, Non-Executive
Mr.Tilokchand Kothari	Member	Executive

iii. **Meeting& Attendance**

During the year ended March 31, 2018, Two (2) Committee Meetings were held on April 19, 2017 and February 14, 2018. 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.PoojaBhardwaj	2	2
Mr. Manish Kumar Gupta	2	2
Mr. Tilokchand Kothari	2	2

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, 2018, the composition of the Stakeholders' Relationship Committee of the Company is as follows:

Name of the Member	Designation	Category
Ms.PoojaBhardwaj	Chairperson	Independent, Non-Executive
Mr. Tilokchand Kothari	Member	Executive
Mr.KanwarlalRathi	Member	Executive

ii. **Meeting & Attendance**

During the year ended March 31, 2018, Five (5) Committee Meetings were held on May 30, 2017; August 10, 2017; December 6, 2017; December 14, 2017 and February 14, 2018. 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.PoojaBhardwaj	5	5
Mr. Tilokchand Kothari	5	5
Mr.KanwarlalRathi*	5	5

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. 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 2017-18
1.	Number of complaints pending at the beginning of the financial year 2017-18	NIL
2.	Number of complaints received during the financial year 2017-18	NIL
3.	Number of complaints redressed during the financial year 2017-18	NIL
4.	Number of Complaints remaining unresolved at the end of the year	NIL

iv. Compliance Officer

Mr.Pravin Mishra 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. April 20, 2017. Prior to his appointment Ms. RuchiBhandari 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.)
Ms. Pooja Bhardwaj	45,000
Mr. Manish Kumar Gupta	45,000
Mr. Yash Malhotra*	15,000
Ms.ParulGulati	NIL

**Mr. Yash Malhotra ceased to be a Director of the Company w.e.f.10.08.2017&Ms.ParulGulatiwas appointed asDirector on Board w.e.f. 30.09.2017.*

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 2017-18, 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*	10,00,000/-

***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 14, 2018, 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

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct.

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:

a) Annual General Meeting

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

Financial Year	Day & Date	Venue	Time
2016-17	Saturday, September 30, 2017	1008/1009, Gold Crest Business Centre, L T Road, Borivali - West, Mumbai - 400 092	10.30 a.m.
2015-16	Friday, September 30, 2016	1008/1009, Gold Crest Business Centre, L T Road, Borivali - West, Mumbai - 400 092	11.00 a.m.
2014-15	Wednesday, September 30, 2015	1008/1009, Gold Crest Business Centre, L T Road, Borivali - West, Mumbai - 400 092	12.00 noon

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, 2017	--	There was no matter that required passing of Special Resolution.
September 30, 2016	--	There was no matter that required passing of Special Resolution.
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

Resolution passed through Postal Ballot:

During the year under review, no resolution was required to be passed through Postal Ballot. Hence, no postal Ballot was conducted.

b) Extra-Ordinary General Meeting

During the year One Extra-Ordinary General Meeting was held, on January 2, 2018 at 1008/1009, Gold Crest Business Centre, L T Road, Borivali – West, Mumbai – 400 092. The details of the resolution passed at the Meeting are as follows:

Resolution No.	Type of Resolution	Details of Resolution passed
1.	Special Resolution	Issue of Convertible Warrants on Preferential Basis to Promoter & Non-promoter entities.
2.	Ordinary Resolution	Increase in Authorised Share Capital of the Company.
3.	Special Resolution	Alteration of Capital Clause in the Memorandum of

		Association of the Company.
--	--	-----------------------------

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. Annual General Meeting for the financial year 2017-18**

Date	: September 29, 2018
Venue	: Nadiadwala Market (Hall), Opp. Laxmi Narayan Shopping Centre, Poddar Road, Malad (East), Mumbai-400097,
Time	: 10.30 a.m.
Book Closure dates	: September 24, 2018 to September 29, 2018 (Both Days Inclusive)

2. Calendar of financial year ended 31st March, 2018

The Company follows April-March as the financial year. The meetings of Board of Directors for approval of quarterly financial results during the financial year ended 31st March, 2018 were held on the following dates:

First Quarter Results	: August 10, 2017
Second Quarter and Half yearly Results	: December 14, 2017
Third Quarter Results	: February 14, 2018
Fourth Quarter and Annual Results	: May 30, 2018

3. Tentative Calendar for financial year ending March 31, 2018

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2019 are as follows:

First Quarter Results	: August 13, 2018
Second Quarter and Half yearly Results	: November 13, 2018
Third Quarter Results	: February 14, 2019
Fourth Quarter and Annual Results	: May 30, 2019

4. Corporate Identification Number (CIN)	: L65990MH1983PLC030215
5. Listing on Stock Exchange	: The National Stock Exchange of India Limited

	Exchange Plaza, Plot No. C/1, G Block, BandraKurla Complex, Bandra (E), Mumbai – 400 051 Scrip Symbol: VIVIDHA
	BSE Limited, Mumbai PhirozeJeejeebhoy Towers Dalal Street, Mumbai- 400001 Scrip Code: 506146
6. ISIN	: INE370E01029
7. Registered Office / Address for correspondence	: 907/908, Dev Plaza, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai – 400058. Tel : 022- 67424815
8. Plant Location	: The Company has a Manufacturing Unit at a.) 359/360/361/362, Anjani Industrial Estate, Vibhaag-3, Gothan, Olpad, Surat – 394130 b.) 545-C, 2 nd Floor, Pace City 2, Sector-37, Khandsa, Gurugram, Haryana-122004
9. Registrar and Share Transfer Agent	: Adroit Corporate Services (P) Ltd. 19/20 ,Jafferbhoy Industrial Estate, 1 st floor, MakwanaRoad,Marol Naka, Andheri (East), Mumbai – 400 059. Tel.No. 42270400/2850 3748 Email id: info@adroitcorporate.com Website www.adroitcorporate.com Contact Person: Mr.Praful Shah

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, 2018, out of the total Equity Shares issued by the Company, 245234923 (99.61%) stands in de-materialised form and the remaining 965611 (0.39%) Equity Shares are held in physical form.

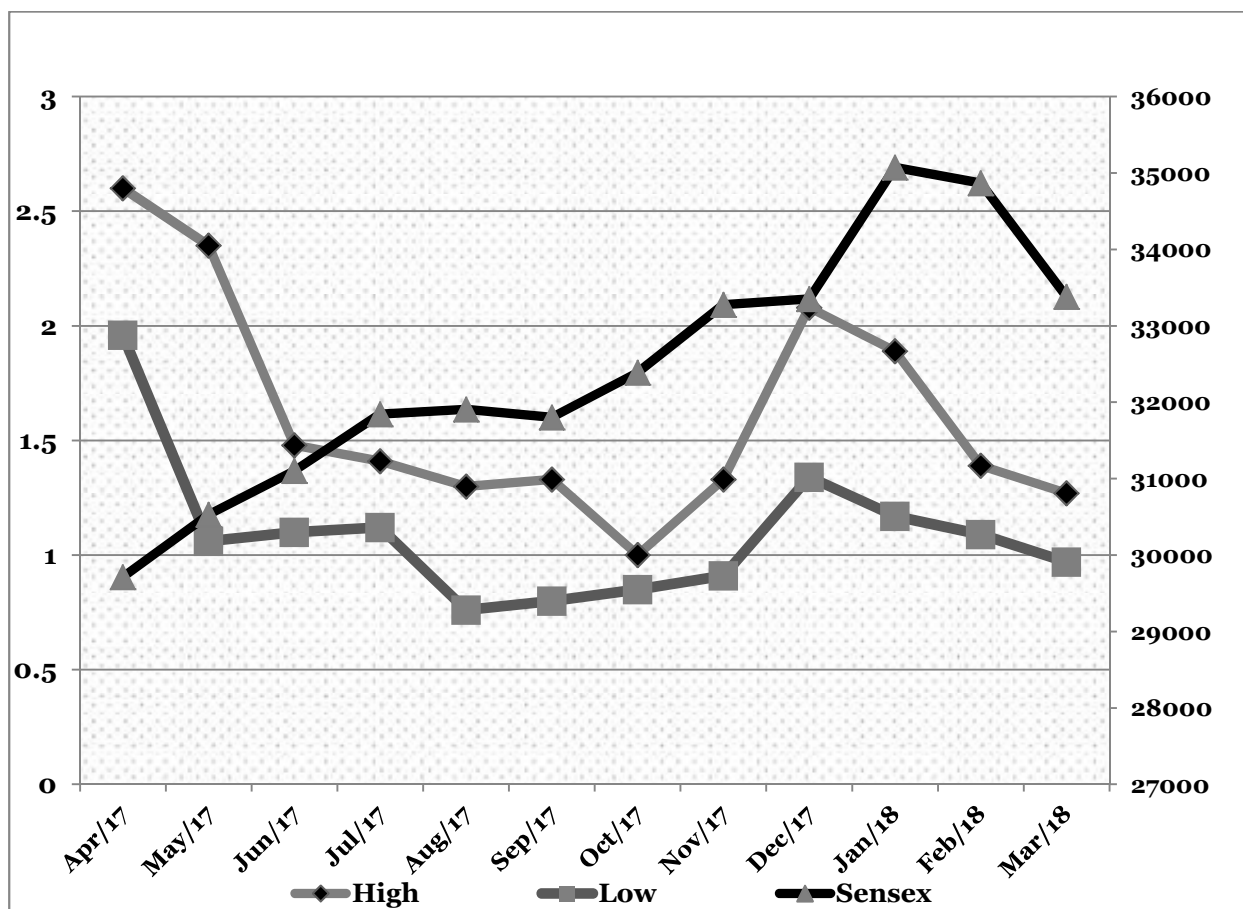
XI. MARKET PRICE DATA

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 2017-18 are as under:

BSE Market Price Data: High Low during each month for the year ended March 31, 2018:

Month	Share Price		Sensex Points	
	High	Low	High	Low
Apr-17	2.60	1.96	30,184.22	29,241.48
May-17	2.35	1.06	31,255.28	29,804.12
Jun-17	1.48	1.10	31,522.87	30,680.66
Jul-17	1.41	1.12	32,672.66	31,017.11
Aug-17	1.30	0.76	32,686.48	31,128.02
Sep-17	1.33	0.80	32,524.11	31,081.83
Oct-17	1.00	0.85	33,340.17	31,440.48
Nov-17	1.33	0.91	33,865.95	32,683.59
Dec-17	2.08	1.34	34,137.97	32,565.16
Jan-18	1.89	1.17	36,443.98	33,703.37
Feb-18	1.39	1.09	36,256.83	33,482.81
Mar-18	1.27	0.97	34,278.63	32,483.84

STOCK PERFORMANCE RELATIVE TO BSE SENSEX INDEX

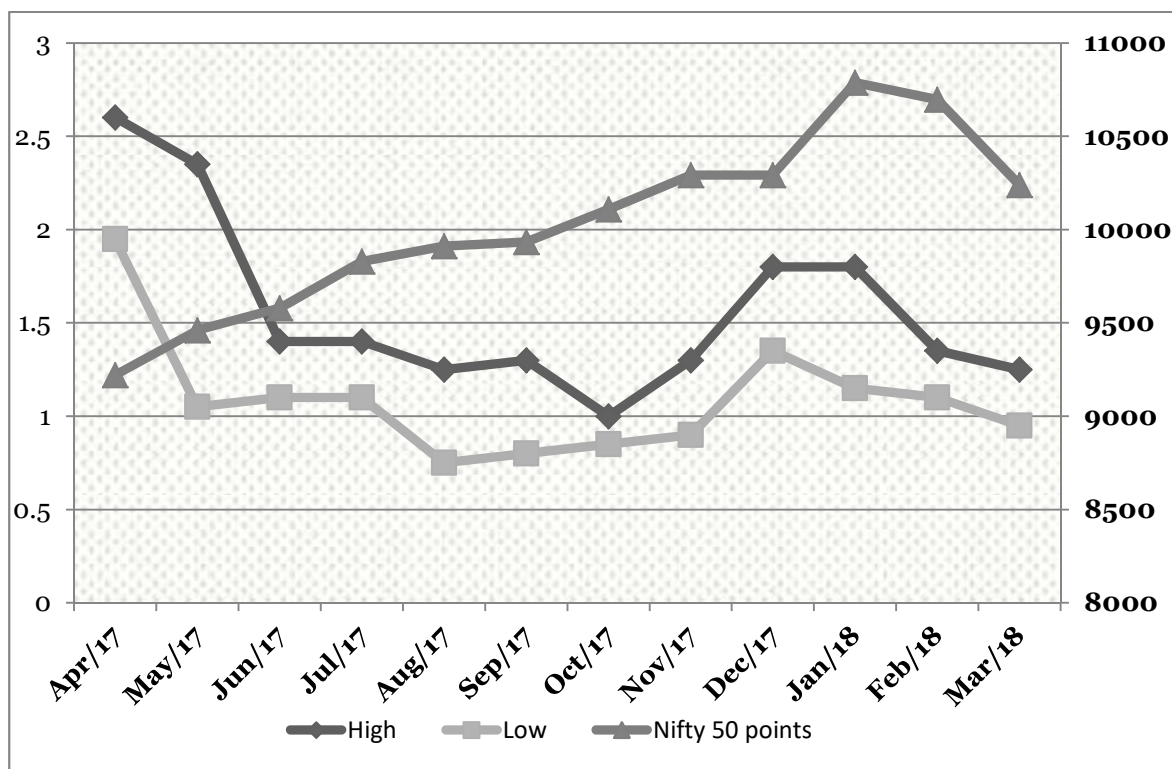


Source: This information is compiled from the data available from the website of BSE.

NSE Market Price Data: High Low during each month for the year ended March 31, 2018:

Month	Share Price on NSE		NSE Nifty 50	
	High	Low	High	Low
Apr-17	2.6	1.95	9367.15	9075.15
May-17	2.35	1.05	9649.6	9269.9
Jun-17	1.4	1.1	9709.3	9448.75
Jul-17	1.4	1.1	10114.85	9543.55
Aug-17	1.25	0.75	10137.85	9685.55
Sep-17	1.3	0.8	10178.95	9687.55
Oct-17	1	0.85	10384.5	9831.05
Nov-17	1.3	0.9	10490.45	10094
Dec-17	1.8	1.35	10552.4	10033.35
Jan-18	1.8	1.15	11171.55	10404.65
Feb-18	1.35	1.1	11117.35	10276.3
Mar-18	1.25	0.95	10525.5	9951.9

STOCK PERFORMANCE RELATIVE TO NIFTY 50



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

Distribution of holding as on March 31, 2018:

No. of Equity Shares held	No of Holders	% of Holders	No. of Shares	Amount (Rs.)	% of Shares
Upto 500	5928	31.83	1196863	1196863.00	0.48
501-1000	3038	16.31	2747298	2747298.00	1.12
1001-2000	2388	12.82	3987914	3987914.00	1.62
2001-3000	1230	6.60	3290080	3290080.00	1.34
3001-4000	702	3.77	2600790	2600790.00	1.06
4001-5000	1056	5.67	5141994	5141994.00	2.09
5001-10000	1814	9.74	14854901	14854901.00	6.03
10001 & Above	2471	13.27	212380694	212380694.00	86.27
Total	18627	100	246200534	246200534	100

Categories of Shareholding as on March 31, 2018:

Sr. No.	Category	No. of Shares held	%of Shareholding
A	Promoter's Holding (including persons acting in concert)	81239192	33
B	Non-Promoters Holding		
1.	Mutual Funds and UTI	--	--
2.	Banking, Financial Institutions/Insurance Companies (Central/State Govt. Institutions Non-government Institutions)	--	--
3.	FII's	--	--
C	Others		
1.	Corporate Bodies	12482016	5.07
2.	Indian Public	144702535	58.77
3.	NRI's/OCBs	6955944	2.83
4.	Clearing Member	820847	0.33
	Total	246200534	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. 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, structures 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 have approved and adopted the Whistle Blower Policy. 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), Mrs. Priyanka Lahoti, practicing Company Secretary 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. 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.

- 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.

During the year ended March, 2018, the Company has issued 9,00,00,000 (Nine Crores) Convertible Warrants of Re. 1/- (Rupees One Only) each on preferential basis at an issue price of Rs. 1.12/-. The Company has not raised any Money through Public Issue and Rights Issue, 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.

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, 2018. The Company continues to adopt best practices to ensure the regime of unqualified financial statements.

iii) Reporting of Internal Auditor:

M/s. Lakhpat M Trivedi & Co., Chartered Accountants, Mumbai (Registration No. 109047) was appointed as Internal Auditor of the Company for the FY 2017-2018 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 VisagarPolytex Limited**

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

Place: Mumbai
Date: August 13, 2018

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

To,
The Members of VisagarPolytex 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, 2018.

For VisagarPolytex Limited

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

Place: Mumbai
Date: August 13, 2018

INDEPENDENT AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CORPORATE GOVERNANCE

The Members

VISAGAR POLYTEX LIMITED

We have examined the compliance of conditions of Corporate Governance by VisagarPolytex Limited ("the Company"), for the year ended 31st March, 2018 as stipulated in Regulations 17-27, clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') pursuant to the Listing Agreement of the Company with Stock exchanges. 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 S C Mehra & Associates
Chartered Accountants
Firm Registration No. 106156W

Sd/-
(CA S C Mehra)
Partner
M. No: 039730

Place : Mumbai
Date :13.08.2018

MD/CFO CERTIFICATION

To,
The Board of Directors,
VisagarPolytex 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, 2018 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 13, 2018

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 31st March, 2018.

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. Textile and apparel exports from India is estimated US\$ 65 billion and is expected to increase to US\$ 82 billion by 2021 fuelled by favourable trade policies in future and superior quality from technological absorption. The domestic textile and apparel industry in India is estimated to reach US\$ 141 billion by 2021.

Overview of the Sector & Business

The domestic market for apparel and lifestyle products, currently estimated at \$85 billion, is expected to reach \$160 billion by 2025. While men's apparel currently dominates the space, it is the women's apparel category that is set to grow at a faster rate and will equal the men's wear segment this year. "The fashion and lifestyle segment is witnessing a paradigm shift with women's apparel expected to match men's apparel at par in terms of 37% market share each in 2016. Keeping this trend in mind, the organised retailers need to pay more attention to women consumers as India is one of the few countries where the share of men's apparel is higher than that of women's and that is changing. The current Indian ethnic wear market is highly unorganized with a few branded players operating primarily in metropolitan cities. The Saree, Salwar Suit and Lehenga market occupy a major chunk of women apparel sales in the country.

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 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 sales facilities at Surat& Gurgaon.

Manufacturing Focus

During the year under review, your Company has concentrated on its core manufacturing activities for value addition to fabrics & apparels, training of staff for special purpose embroideries, expanding client outreach by marketing efforts, adopting industry standard practices and putting Quality systems in place.

Financial Overview

Your Company has seen an increase in turnover during the year under review which accounted for Rs. 8226.96 Lakhs as compared to Rs. 8115.18 Lakhs in FY 2016-17. The Net Profit has also increased from Rs. 135.76 Lakhs in FY 2016-17 to Rs. 140.92 Lakhs in FY 2017-18. Your Company is very much optimistic about the coming year. Since the Company is trying to reduce cost and expand its business, your Directors are hopeful that the results will be more encouraging.

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 affecting 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 Garments, Apparels, 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 embroidery manufacturers in the Apparel segment. Our clients include stockists, wholesalers, semi-wholesalers, exporters, retailers and end-users of textile products. 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 value

added Apparels facilitating constant revival of products in innovative ways that will enable success for us.

During the year under review, the Company has started sampling and sales division at Gurgaon, Haryana towards its apparels business and adopted best practices, optimised efficiency at its Surat manufacturing unit. Through skills training of staff, adoption of systems & practices, the Company will enjoy increased margins, complete product control, client satisfaction and become key player in this segment.

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

Your Company tries to stay abreast with latest technology in the market. Your Company has a mix of latest machinery with various value addition capabilities, all under single setup. During the year, there was no import of machinery by the Company.

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. This helps retain clients and is beneficial in the long term.

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.

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

Place: Mumbai
Date: August 13, 2018

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

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Visagar Polytex Limited

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of Visagar Polytex Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit & Loss, including the statement of Other Comprehensive Income, the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information for the year ended on that date.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS 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 Ind AS 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 of the Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as 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 Ind AS 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, its Statement of Profit & Loss including other comprehensive income, its Statement of Cash flow and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure "B" 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:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit & Loss including the Statement of Other Comprehensive Income, the Statement of Cash Flow and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 Companies (Indian Accounting Standards) Rules, 2015, as amended;

- (e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in “Annexure A” to this report;
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company 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. The Company has to transfer Rs.1,92,267/-, which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **S C Mehra & Associates**
Chartered Accountants
ICAI Firm Registration Number: 106156W

Sd/-
CA Suresh Mehra
Partner
Membership Number: 039730
Place of Signature: Mumbai
Date: 30-05-2018

Annexure A to Independent Auditors' Report

Referred to in paragraph [2(f)] of the Independent Auditors' Report of even date to the members of Visagar Polytex Limited on the Ind AS financial statements for the year ended March 31, 2018

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

1. We have audited the internal financial controls over financial reporting of Visagar Polytex Limited as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

3. 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 deemed to be prescribed under section 143(10) of the Act 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 ICAI. 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.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. 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

6. 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 pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. 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

8. In our opinion, to the best of our information and according to explanation given to us, 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, 2018, 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 S C Mehra & Associates

Chartered Accountants

Firm's Registration No. 106156W

Sd/-

CA Suresh Mehra

Partner

Membership Number: 039730

Place of Signature: Mumbai

Date: 30-05-2018

Annexure B to 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 March 31, 2018

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets of the Company 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 have been noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. As explained to us, the inventories were physically verified during the year at reasonable intervals and no material discrepancies were noticed on physical verification.
- iii. 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. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including provident fund, employees' state insurance, income-tax, service tax, and cess have been regularly deposited with the appropriate authorities. There is no arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, service-tax, value added tax or GST, which have not been deposited on account of any dispute.

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank. The Company does not have any loans from Government and has not issued any debenture.
- ix. In our opinion, and according to the information and explanations given to us, no moneys raised by way of initial public offer or further public offer (including debt instruments) and no term loans has been taken during the year.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has not paid/ provided for managerial remuneration during the year, hence requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act is not required.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. The Company has made preferential allotment of Convertible Warrants during the year under review. The requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised.
- xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For S C Mehra & Associates
FRN: 106156W
Chartered Accountants

Sd/-
CA S C Mehra
Partner
Membership No.039730

Place: Mumbai
Date: May 30, 2018

BALANCE SHEET AS AT 31ST MARCH, 2018

PARTICULAR	Notes	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
ASSETS				
Non - Current Assets				
Property, Plant and Equipment	2	70,385,217	66,730,147	76,148,361
Capital work in Progress				
Investment Properties				
Goodwill		-	-	-
Other Intangible Assets	3	11,945	19,679	32,420
Intangible assets under development		-	-	-
Investments accounted for using the equity Method				
Financial Assets				
i) Investments	4	1,586,510	1,586,510	1,586,510
ii) Loans	5	14,638,791	6,084,240	9,066,872
iii) Other Financial Assets	6	5,243,274	5,243,274	271,044
Deferred Tax Assets	7	1,272,886	1,272,886	1,272,886
Other non-current assets	8	-	-	563,231
Total non-current assets		93,138,623	80,936,736	88,941,324
Current Assets				
Inventories	9	246,381,527	253,185,527	244,855,883
Financial Assets				
i) Investments				
ii) Trade Receivables	10	312,862,830	176,126,888	86,436,785
iii) Cash and Cash equivalents	11	1,989,737	2,304,353	861,248
iv) Bank balance other than (iii) above				
v) Loans		-	-	-
vi) Other financial assets	12	908,219	908,219	910,147
Current Tax Assets	13	1,680,172	1,180,172	-
Other Current Assets	14	3,898,212	5,651,318	3,317,921
Total current assets		567,720,697	439,356,477	336,381,984
TOTAL ASSETS		660,859,320	520,293,213	425,323,308
EQUITY AND LIABILITIES				
EQUITY				
Equity Share Capital	15	246,200,534	246,200,534	184,650,400
Other Equity	16	33,078,322	18,986,712	66,961,068

Total Equity		279,278,856	265,187,246	251,611,468
Convertible Share Warrant	17	2,52,00,000	-	-
LIABILITIES				
Non-Current Liabilities				
Financial liabilities				
i) Borrowings	18	21,392,694	24,925,471	35,482,705
ii) Other Financial Liabilities		-	-	-
Provisions		-	-	-
Employee benefit obligations		-	-	-
Deferred Tax Liabilities		-	-	-
Government grants		-	-	-
Other non-current liabilities	19	-	-	1,369,624
Total non-current liabilities		21,392,694	24,925,471	36,852,329
Current Liabilities				
Financial Liabilities				
i) Borrowings	20	92,327,483	87,027,297.00	85,766,043.00
ii) Trade Payables	21	234,514,957	127,941,766	48,187,065
iii) Other Financial Liabilities		-	-	-
Provisions		-	-	-
Employee benefits obligations		-	-	-
Government grants		-	-	-
Current tax liabilities	22	3,503,337.00	3,721,084.00	751,420.00
Other Current Liabilities	23	4,641,993	11,490,350	2,154,983
Total current liabilities		334,987,770	230,180,497	136,859,511
TOTAL LIABILITIES		381580464	255105968	173711840
TOTAL EQUITY AND LIABILITIES		660,859,320	520,293,213	425,323,308

For S C Mehra & Associates
Chartered Accountants
Firm Registration No. 106156W
Sd/-
(CA S C Mehra)
Partner
M. No: 039730

Place : Mumbai
Date : 30.05.2018

For Visagar Polytex Limited

Sd/-	Sd/-
(Tilokchand Kothari)	(Kanwarlal Rathi)
Managing Director	Director
DIN: 00413627	DIN: 06441986
Sd/-	Sd/-
(Sagar Kothari)	(Pravin Mishra)
Chief Financial Officer	Company Secretary

Statement of Profit and Loss Account for the year ended March 31, 2018

(Amount in Rs.)

PARTICULARS	Notes	2017-18	2016-17
Income			
Revenue from Operations	24	822,695,829	811,518,230
Other Income	25	339,736	227,023
Total Income		823,035,565	811,745,253
Expense			
Purchases of Stock-In-Trade	26	748,441,468	722,457,802
Change In Inventories of Stock In Trade	27	6,804,987	(8,329,644)
Employees Benefit Expenses	28	10,297,720	13,541,555
Finance Cost	29	14,097,093	13,535,811
Depreciation and Amortisation Expense	2 & 3	10,011,156	9,736,428
Other Expenses	30	16,291,530	44,227,524
Total Expenses		805,943,954	795,169,476
Profit / (Loss) Before Tax		17,091,611	16,575,777
Tax expense			
Current Tax		3,000,000	3,000,000
Deferred Tax		-	-
Profit / (Loss) for the period		14,091,611	13,575,777
Other Comprehensive Income		-	-
Total Comprehensive Income / (Loss) for the period		14,091,611	13,575,777
Earnings per equity share:	31		
Basic and Diluted		0.0572	0.0138
[Face Value Rs. 10 each]			
Summary of Significant Accounting Policies	1		

The accompanying notes are an integral part of Financial Statements

As per our report of even date.

For S C Mehra & Associates
Chartered Accountants
Firm Registration No. 106156W
Sd/-
(CA S C Mehra)
Partner
M. No: 039730

Place : Mumbai
Date : 30.05.2018

For Visagar Polytex Limited

Sd/-	Sd/-
(Tilokchand Kothari)	(Kanwarlal Rathi)
Managing Director	Director
DIN: 00413627	DIN: 06441986

Sd/-	Sd/-
(Sagar Kothari)	(Pravin Mishra)
Chief Financial Officer	Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31,2018

PARTICULARS		2017-18	2016-17
PROFIT BEFORE TAX		17,091,611	16,575,777
MISC INCOME			(133,708)
DEPRECIATION		10,011,156	9,736,428
OPERATING PROFIT BEFORE		27,102,767	26,178,497
CHANGE IN WORKING CAPITAL		-	-
OTHER NON CURRENT INVESTMENTS		-	-
NON CURRENT FINANCIAL LOAN ASSETS		(8,554,551)	
INVENTORIES		6,804,000	(8,329,644)
TRADE RECEIVABLE		(136,735,942)	(89,690,103)
CURRENT FINANCIAL LOAN ASSETS			(4,385,840)
OTHER CURRENT ASSETS		1,753,106	(554,096)
CURRENT TAX ASSETS		(500,000)	
CURRENT FINANCIAL BORROWING		1,767,409	
TRADE PAYABLES		106,573,190	
OTHER FINANCIAL LIABILITIES		(217,747)	78,527,836
OTHER CURRENT LIABILITIES		(6,848,357)	
NET CHANGE IN WORKING CAPITAL		(8,856,125)	1,746,650
INCOME TAX PAYABLE		(3,000,000)	
CASH FLOW FROM OPERATING ACTIVITIES	A	(11,856,125)	1,746,650
PURCHASE OF PROPERTY PLANT AND EQUIPEMENT		(13,658,491)	(305,473)
CASH FLOW FROM INVESTING ACTIVITIES	B	(13,658,491)	
CASH FLOW FROM FINANCING ACTIVITES			
PROCEEDS FORM ISSUE CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS.	C	25,200,000	

	A+B+C	(314,616)	1,441,177
CASH OP.BALANCE		3,212,572	1,771,395
CASH CL. BALANCE		2,897,956	3,212,572
CASH & CASH AT THE END OF YEAR		(314,616)	(1,441,177)

For S C Mehra & Associates
 Chartered Accountants
Firm Registration No. 106156W
Sd/-
(CA S C Mehra)
 Partner
 M. No: 039730

Place : Mumbai
 Date : 30.05.2018

For Visagar Polytex Limited

Sd/- **Sd/-**
(Tilokchand Kothari) **(KanwarlalRathi)**
 Managing Director Director
 DIN: 00413627 DIN: 06441986

Sd/- **Sd/-**
(Sagar Kothari) **(Pravin Mishra)**
 Chief Financial Officer Company Secretary

Notes to Financial Statements as at and for the year ended March 31, 2018**1 Significant Accounting Policies****1.1 Basis of Preparation**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

These financial statements for the year ended 31st March, 2018 are the first financials with comparatives, prepared under Ind AS. For all previous periods including the year ended 31st March, 2017, the Company had prepared its financial statements in accordance with the accounting standards notified under companies (Accounting Standard) Rule, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India.

The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2016 being the date of transition to Ind AS.

The financial statements have been prepared on a historical cost basis, except for the following:

- a) Certain financial assets and liabilities that are measured at fair value;
- b) Assets held for sale-measured at lower of carrying amount or fair value less cost to sell;
- c) Defined benefit plans – plan assets measured at fair value;

1.2 Summary of Significant Accounting Policies**a) Current vs Non-Current Classification**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after reporting period, or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- Expected to be settled in normal operating cycle.
- Held primarily for the purpose of trading
- Due to be settled within twelve months after reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalent. The Company has identified twelve months as its operating cycle.

b) Use of estimates and judgements

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

c) Property, Plant & Equipment

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 1, 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

Property, plant & equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. In case of assets acquired in exchange for a non-monetary asset, the cost of such an item of property, plant and equipment is measured at fair value unless (a) the exchange transaction lacks commercial substance or (b) the fair value of neither the asset received nor the asset given up is reliably measurable. All other repair and maintenance costs are recognised in profit or loss as incurred.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

An item of Property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of Property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

d) Depreciation on Property, Plant & Equipment

Depreciation on Property, Plant & Equipment is calculated on a written down value (WDV) basis using the rates arrived at based on the useful lives estimated by the management which is as per the rates specified in Schedule II to the Companies Act, 2013.

e) Inventories

Inventories are valued at the lower of cost or net realizable value.

f) Revenue Recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

g) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

h) Employee Benefits

Short term benefits and post-employment benefits are accounted in the period during which the services have been rendered.

i) Taxation

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

j) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal or its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses, are recognised in the statement of profit and loss.

k) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to any provision is presented in the statement of profit or loss, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as part of finance costs.

l) Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability

that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

m) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

n) Investments and other financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- (1) Those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- (2) Those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

Debt Instruments:

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments into following categories:

Amortised Cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit and loss: Assets that do not meet the criteria for amortised cost are measured at fair value through Profit and Loss. Interest income from these financial assets is included in other income.

Equity instruments:

The Company measures its equity investment other than in subsidiaries, joint ventures and associates at fair value through profit and loss.

(iii) Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

o) Earnings Per Share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Company
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per shares

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

Notes to Financial Statements as at and for the year ended March 31, 2018

Note 2. Property, Plant and Equipment

(Amount in Rs.)

PARTICULAR	Land & Building	Computer	Electric Equipment	Vehicle	Plant & Machinery	Furniture & Fixture	Office Equipment	Total
Gross Carrying amount								
Deemed Cost as at 1st April, 2016	38,642,327	1,591,864	96,350	8,809,529	71,141,673	13,132,691	1,539,952	134,954,386
Additions	-	-	-	-	241,485	63,988	-	305,473
Disposals	-	-	-	-	-	-	-	-
Reclassification as held for sale	-	-	-	-	-	-	-	-
Balance as at 31st March, 2017	38,642,327	1,591,864	96,350	8,809,529	71,383,158	13,196,679	1,539,952	135,259,859
Additions	-	119,943	224,550	43,415	12,668,670	558,453	43,460	13,658,491
Disposals	-	-	-	-	-	-	-	-
Reclassification as held for sale	-	-	-	-	-	-	-	-
Balance as at 31st March, 2018	38,642,327	1,711,807	320,900	8,852,944	84,051,828	13,755,132	1,583,412	148,918,350
Accumulated Depreciation								
Balance as at 1st April, 2016	12,496,034	1,492,135	67,703	4,880,806	29,156,764	9,381,267	1,331,316	58,806,025
Additions	248,398	39,193	7,417	1,226,940	4,905,631	982,469	78,138	9,723,687
Disposals	-	-	-	-	-	-	-	-
Reclassification as held for sale	-	-	-	-	-	-	-	-
Balance as at 31st March, 2017	14,979,932	1,531,328	75,120	6,107,746	34,062,395	10,363,736	1,409,454	68,529,712
Additions	2,247,927	57,349	63,632	857,326	5,833,962	878,032	65,193	10,003,422
Disposals	-	-	-	-	-	-	-	-
Reclassification as held for sale	-	-	-	-	-	-	-	-
Balance as at 31st	17,227,859			6,965,072	39,896,357	11,241,768	1,474,647	78,533,134

March, 2018		1,588,677	138,752					
Net carrying amount								
Balance as at 1st April, 2016	26,146,293	99,729	28,647	3,928,723	41,984,909	3,751,424	208,636	76,148,361
Balance as at 31st March, 2017	23,662,395	60,536	21,230	2,701,783	37,320,763	2,832,943	130,498	66,730,147
Balance as at 31st March, 2018	21,414,468	123,130	182,148	1,887,872	44,155,471	2,513,364	108,765	70,385,217

Notes to Financial Statements as at and for the year ended March 31, 2018

Note 3. Intangible Assets

(Amount in Rs.)

PARTICULAR	Computer Software	Total
Gross Carrying amount		
Deemed Cost as at 1st April, 2016	166,000	-
Additions	-	-
Disposals	-	-
Reclassification as held for sale	-	-
Balance as at 31st March, 2017	166,000	166,000
Additions	-	-
Disposals	-	-
Reclassification as held for sale	-	-
Balance as at 31st March, 2018	166,000	166,000
Accumulated Depreciation		
Balance as at 1st April, 2016	133,580	133,580
Additions	12741	12,741
Disposals	-	-
Reclassification as held for sale	-	-
Balance as at 31st March, 2017	146,321	146,321
Additions	7,734.00	7,734
Disposals	-	-
Reclassification as held for sale	-	-
Balance as at 31st March, 2018	154,055	154,055

Net carrying amount		
Balance as at 1st April, 2016	32,420	32,420
Balance as at 31st March, 2017	19,679	19,679
Balance as at 31st March, 2018	11,945	11,945

Note 4. Investments

(Amount in Rs.)

PARTICULAR	As at 31.03.2018		As at 31.03.2017		As at 01.04.2016	
	No. of Shares/ Units	Amount (Rs.)	No. of Shares/ Units	Amount (Rs.)	No. of Shares/ Units	Amount (Rs.)
Investment in quoted Shares**						
Osiagee Housing Developers Limited	192000	1,536,000	192000	1,536,000	192000	1,536,000
Brijlaxmi Leas & Fin Ltd	510	510	510	510	510	510
Total (a)		1,536,510		1,536,510		1,536,510
Investment in Unquoted Shares						
Trisha Media Limited	2500	25,000	25000	25,000	25000	25,000
The Pratap Co Op Bank Limited	400	25,000	400	25,000	400	25,000
Total (b)		50,000		50,000		50,000
Total (a+b)		1,586,510		1,586,510		1,586,510

**Investment in quoted shares market value as on 31.03.2018 is Rs. 2,208,097

(Amount in Rs.)

PARTICULAR	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Note 5. Loans			
(Unsecured, considered good)			
Loans	14,638,791	6,084,240	9,066,872
	14,638,791	6,084,240	9,066,872
Note 6. Other Financial Assets			
Deposit	5,243,274	5,243,274	271,044
	5,243,274	5,243,274	271,044
Note 7. Deferred Tax Assets			
Deferred Tax Assets on account of:			
Disallowances under Income tax Act:	1,272,886	1,272,886	1,272,886
	1,272,886	1,272,886	1,272,886
Note 8. Other Non-Current Assets			
Advance Payment of Tax	-	-	563,231.00
	-	-	563,231.00
Note 9. Inventories			
Stores & Spares	6,048,982	7,345,219	3,444,246
Stock In hand	240,332,545	245,840,308	241,411,637
	246,381,527	253,185,527	244,855,883
Note 10. Trade Receivables			
(Unsecured considered good)			
Outstanding for a period exceeding Six Month	4,53,99,134	2,898,750	14,638,600
Other	267,463,696	173,228,138	71,798,185
	312,862,830	176,126,888	86,436,785
Note 11. Cash and Cash Equivalents			
Balances with Scheduled Bank	1,739,824	2,021,195	621,009
Cash on Hand	249,913	283,158	240,239
	1,989,737	2,304,353	861,248
Note 12. Other Financial Assets			
Unpaid Dividend	908,219	908,219	910,147
	908,219	908,219	910,147
Note 13. Current Tax Assets			
Balance with Government Authorities	1,680,172	1,180,172	-
	1,680,172	1,180,172	-
Note 14. Other Current Assets			
Advance to Staff	580,291	1,562,109	-
Prepaid Expenses	-	217,192	-

Misc. Expenses Not Written Off.	3,317,921	3,872,017	3,317,921
	3,898,212	5,651,318	3,317,921
Note 18. Borrowings			
Term Loan	21,392,694	24,925,471	35,482,705
	21,392,694	24,925,471	35,482,705
Note 19. Other Non-Current Liabilities			
Provision for Tax	-	-	1,369,624
	-	-	1,369,624
Note 20. Borrowings			
<u>Secured</u>			
Working Capital facilities from Bank	85,477,483	87,027,297	85,755,543
<u>Unsecured</u>			
Inter Corporate Loan	6,850,000	-	10,500
	92,327,483	87,027,297	85,766,043
Note 21. Trade Payables			
Due to Micro and Small Enterprises	-	-	-
Due to Others	234,514,957	127,941,766	48,187,065
	234,514,957	127,941,766	48,187,065
Note 22 Current Tax Liabilities			
Statutory Dues Payable	145,687	354,792	251,420
Provision for Tax	3,357,650	3,366,292	500,000
	3,503,337	3,721,084	751,420
Note 23. Other Current Liabilities			
Other Payable	120,511	950,857.00	-
Advanced Received from Customer	-	157,137.00	-
Outstanding Expenses	1,658,974	6,410,549.00	2,038,366
Employees Benefits Payables	1,325,687	2,525,271.00	-
Other Liabilities	1,536,821	1,446,536.00	116,617
	4,641,993	11,490,350	2,154,983

PARTICULAR	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Note 15. Equity Share Capital			
Authorised			
350,000,000 [31st March 2017: 250,000,000 and 1st April 2016: 190,000,000] Equity Shares of Rs. 1 each	350,000,000	250,000,000	190,000,000
Issued, Subscribed and Fully Paid up			
246,200,534 [31st March 2017: 246,200,534 and 1st April 2016: 184,650,400] Equity Shares of Rs. 1 each	246,200,534	246,200,534	184,650,400
	246,200,534	246,200,534	184,650,400

A. Reconciliation of the number of shares

Equity Shares	As at 31st March 2018		As at 31st March 2017	
	Number of Shares	Amount	Number of Shares	Amount
Balance as at the beginning of the year	246,200,534	246,200,534	184,650,400	184,650,400
Balance as at the end of the year	246,200,534	246,200,534	246,200,534	246,200,534

B. Details of equity Shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of Shareholder	As at 31st March 2018		As at 31st March 2017		As at 1st April 2016	
	Nos.	% of Holding	Nos.	% of Holding	Nos.	% of Holding
Tilokchand Kothari	73750659	29.96	81,070,659	32.92	62,678,000	33.94
Total	73,750,659	29.96	81,070,659	32.92	62,678,000	33.94

C. Terms/ Rights Attached to the Equity Shares

The Company has only one class of Equity Shares having a par value of Rs. 1 per share. Each holder of Equity shares is entitled to or

Note 16. OTHER EQUITY**(Amount in Rs)**

PARTICULAR	Retained Earnings	Total
Balance as at 1st April, 2016	66,961,068	66,961,068
Profit for the year	13,575,777	13,575,777
Less: Utilised for issuance of Bonus Shares	(61,550,134)	(61,550,134)
Other comprehensive income for the year	-	-
Total comprehensive income for the year	(47,974,357)	(47,974,357)
Balance as at 31st March, 2017	18,986,711	18,986,711
Balance as at 1st April, 2017	18,986,711	18,986,711
Profit for the year	14,091,610	14,091,610
Other comprehensive income for the year	-	-
Total comprehensive income for the year	14,091,610	14,091,610
Balance as at 31st March, 2018	33,078,322	33,078,322

Statement of changes in Equity for the year ended 31st March, 2018

A. EQUITY SHARE CAPITAL	Notes	(Amount in Rs)
As at 1st April, 2016		184,650,400.00
Changes in equity share capital		61,550,134.00
As at 31st March, 2017		246,200,534.00
Changes in equity share capital		-
As at 31st March, 2018		246,200,534.00

B. OTHER EQUITY			(Amount in Rs)
PARTICULAR	Retained Earnings	Total	
Balance as at 1st April, 2016	66,961,068	66,961,068	
Profit for the year	13,575,777	13,575,777	
Less: Utilised for issuance of Bonus Shares	-61,550,134	61,550,134	
Other comprehensive income for the year	-	-	
Total comprehensive income for the year	-47,974,357	-47,974,357	

Balance as at 31st March, 2017	18,986,711	18,986,711
Balance as at 1st April, 2017	18,986,711	18,986,711
Profit for the year	14,091,610	14,091,610
Other comprehensive income for the year	-	-
Total comprehensive income for the year	14,091,610	14,091,610
Balance as at 31st March, 2018	33,078,322	33,078,321

Note No. 17 Convertible Share Warrant

PARTICULAR	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
9,00,000 Shares Warrant issued @1.02 and 25% partly called up on 14.03.2018	2,52,00,000.00	-	-
	2,52,00,000.00	-	-

Notes to Financial Statements as at and for the year ended March 31, 2018

(Amount in Rs.)

PARTICULAR	As at 31.03.2018	As at 31.03.2017
Note 24. Revenue from Operations		
Sales	822,695,829	811,518,230
Other Operating Income	-	-
	822,695,829	811,518,230
Note 25. Other Income		
Interest Income on FD	339,736	227,023
	339,736	227,023
Note 26. Purchase of Stock In Trade		
Cost of Raw Material Consumed	18,079,691	14,142,121.00
Purchases of Finished Goods	730,361,777	708,315,681
	748,441,468	722,457,802
Note 27. Change in Inventories of Stock-In-Trade		
Inventory at the Beginning	253,185,527	244,855,883
Inventory at the End	246,380,540	253,185,527
	6,804,987	(8,329,644)
Note 28. Employees Benefit Expenses		
Salaries and Bonus	8,898,230	10,644,262
Staff Welfare	126,237	206,093
Conveyance	65,897	47,046
Tours & Travelling	102,356	94,154
Remuneration/Sitting Fees to Director	1,105,000	2,550,000
	10,297,720	13,541,555
Note 29. Finance Cost		
Interest on Borrowings	14,069,652	13,358,885
Bank Charges	27,441	176,926
	14,097,093	13,535,811
Note 30. Other Expenses		
Advertisement & Sales Promotion Expenses	68,062	203,914
Conveyance & Travelling Expenses	813,279	1,089,282
General Expenses	1,486,596	9,891,047
Insurance Expenses	172,337	490,813
Legal & Professional Charges	1,166,037	444,904
Printing, Stationery & Communication	126,161	146,826
Electricity Expenses	2,268,634	1,878,935

Rent, Rate & Taxes	1,021,763	1,495,500
Job Works	1,702,522	15,323,970
Packing & Folding Expenses	138,959	52,260
Factory General Expenses	681,054	1,012,160
Wages & Bonus	2,213,521	12,175,853
Computer Expenses	164,043	-
Income Tax	4,047,930	-
Preliminary Expenses	184,632	-
Donations	11,000	-
<u>Auditor's Remuneration</u>		
Audit Fees	25,000	22,060
	16,291,530	44,227,524
Note 31. Earnings Per Share		
Basis for calculation of Basic and Diluted Earnings per share		
is as under:		
Profit after tax (Rs.)	14,091,611	13,575,777
Weighted Average Number of Equity Shares (Nos)	246,200,534	984,328,313
Face Value of each Equity Share (Rs.)	1	1
Basic and Diluted Earnings Per Equity Share (Rs.)	0.0572	0.0138

Notes to Financial Statements as at and for the year ended March 31, 2018

Note 32. Fair Value			
Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments			
			(Amount in Rs.) Carrying Value
PARTICULAR	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Financial Assets			
Investments	1586510	1586510	1,586,510
Loans - Loans & Advances to others			
- Loans & Advances to others	14638791	6084240	9066872
Other Financial Assets	5243274	5243274	271044
Trade Receivables	312862830	176126888	86436785
Cash & Cash equivalents	1989737	2304353	861248
Other Financial Assets	908219	908219	910147
Total	337,229,361	192,253,484	99,132,606
Financial Liabilities			
Borrowings	113,720,177.00	111,952,768.00	121,248,748.00
Trade Payables			
- Trade Payables to others	234,514,957	127,941,766	48,187,065
Other Financial Liabilities			
- Other Payables	4,641,993	11,490,350	2,154,983
Total	352,877,127	251,384,884	171,590,796
The management assessed that Carrying Values approximate their fair value largely due to the short-term maturities of these instruments, hence the same has not been disclosed.			

33. Related Party Transactions

Name of related parties in Transactions with company and description of relationship

Key Managerial Personnel (KMP):

Mr. Tilokchand Kothari	- Managing Director
Mr. Pravin Mishra	- Company Secretary
Mr. Sagar Kothari	- Chief Financial Officer

34. Transaction with Related Parties during the Year

Remuneration to Key Managerial Personnel (KMP)**(Amount in Rs.)**

Name of Related Party	Nature of Transaction	Year ending March 31, 2018	Year ending March 31, 2017
Tilokchand Kothari	Remuneration	10,00,000	24,00,000
Sagar Kotari	Remuneration	6,00,000	6,00,000
Pravin Mishra	Remuneration	1,25,500	-

35. In accordance with Accounting Standard Ind AS 108 'Operating Segment' the Company has only one reportable business segment and have only one reportable geographic segment in India.

36. Capital Risk Management:

The Company aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

37. Contingent Liabilities: Nil(Previous Year – Nil)

38. Financial risk management objectives and policies

The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and deposits to landlords) and from its financing activities. The Company generally doesn't have collateral.

Trade Receivables and Security Deposits

Customer credit risk is managed by business through the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of each customer is assessed and credit limits are defined in accordance with this assessment. Outstanding customer receivables and security deposits are regularly monitored.

Liquidity Risk

The company's principal source of liquidity is cash and cash equivalents and the cash flow that is generated from operations. The company has no outstanding bank borrowings. The company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived

39. First time adoption of Ind AS

These financial statements, for the year ended 31 March 2018, are the first the Company has prepared in accordance with Ind AS. For periods up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with Indian GAAP.

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on or after 31 March 2018, together with the comparative period data as at and for the year ended 31 March 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening statement of financial position was prepared as at 1 April 2016, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the statement of financial position as at 1 April 2016 and the financial statements as at and for the year ended 31 March 2017.

Exemption Applied

Ind AS 101 allows first-time adopters certain mandatory and voluntary exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the exemption with respect to Property, Plant & Equipment.

As permitted by IND AS 101, the Company has elected to continue with the carrying values under previous GAAP for all the items of property, plant & equipment.

Estimates

The estimates at 1 April 2016 and at 31 March 2017 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from impairment of financial assets based on expected credit loss model where application of Indian GAAP did not require estimation.

40. The following reconciliations provides a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS as required under Ind AS 101:

- a) Reconciliation of Balance Sheet as at April 1, 2016
- b) Reconciliation of Balance Sheet as at March 31, 2017
- c) Reconciliation of Statement of Profit and Loss for the year ended March 31, 2017

Reconciliation of Balance Sheet as at April 1, 2016

(Amount in Rs.)

Assets	Regrouped Previous GAAP	Ind AS Adjustment	Ind AS
1) Non-Current Assets			
a) Property, Plant & Equipment	7,61,48,361	-	7,61,48,361
b) Other Intangible Assets	32,420		32,420
c) Financial Assets			
i) Investments	15,86,510	-	15,86,510
ii) Loans	90,66,872	-	90,66,872
iii) Other Financial Assets	2,71,044		2,71,044
d) Deferred Tax Assets	12,72,886	-	12,72,886
e) Other non-current assets	5,63,231		5,63,231
2) Current Assets			
a) Inventories	24,48,55,883	-	24,48,55,883

b) Financial Assets			
i) Trade Receivables	8,64,36,785	-	8,64,36,785
ii) Cash and Cash Equivalents	8,61,248	-	8,61,248
iii) Loans	-	-	-
iv) Other financial assets	9,10,147		9,10,147
c) Current tax Assets	-	-	-
d) Other Current Assets	33,17,921	-	33,17,921
Total	42,53,23,308	-	42,53,23,308
Equity and Liabilities			
1) Equity			
a) Equity Share Capital	18,46,50,400	-	18,46,50,400
b) Other Equity	6,69,61,068	-	6,69,61,068
2) Non-Current Liabilities			
a) Deferred Tax Liabilities	-	-	-
b) Borrowings	3,54,82,705		3,54,82,705
c) Other non-current liabilities	13,69,624		13,69,624
3) Current Liabilities			

a) Financial Liabilities			
i) Borrowings	8,57,66,043.00	-	8,57,66,043.00
ii) Trade Payables	4,81,87,065	-	4,81,87,065
iii) Other Financial Liabilities	-	-	-
b) Current tax liabilities	7,51,420.00		7,51,420.00
c) Other Current Liabilities	21,54,983	-	21,54,983
Total	42,53,23,308	-	42,53,23,308

Reconciliation of Balance Sheet as at March 31, 2017

(Amount in Rs.)

Assets	Regrouped Previous GAAP	Ind AS Adjustment	Ind AS
1) Non-Current Assets			
a) Property, Plant & Equipment	6,67,30,147	-	6,67,30,147
b) Other Intangible Assets	19,679		19,679
c) Financial Assets			
i) Investments	15,86,510	-	15,86,510
ii) Loans	60,84,240	-	60,84,240

iii) Other Financial Assets	52,43,274		52,43,274
d) Deferred Tax Assets	12,72,886	-	12,72,886
e) Other non-current assets	-		-
2) Current Assets			
a) Inventories	25,31,85,527	-	25,31,85,527
b) Financial Assets			
i) Trade Receivables	17,61,26,888	-	17,61,26,888
ii) Cash and Cash Equivalents	23,04,353	-	23,04,353
iii) Loans	-	-	-
iv) Other financial assets	9,08,219		9,08,219
c) Current tax Assets	11,80,172	-	11,80,172
d) Other Current Assets	56,51,318	-	56,51,318
Total	52,02,93,213	-	52,02,93,213
Equity and Liabilities			
1) Equity			
a) Equity Share Capital	24,62,00,534	-	24,62,00,534
b) Other Equity	1,89,86,712	-	1,89,86,712

2) Non Current Liabilities			
a) Deferred Tax Liabilities	-	-	-
b) Borrowings	2,49,25,471		2,49,25,471
3) Current Liabilities			
a) Financial Liabilities			
i) Borrowings	8,70,27,297.00	-	8,70,27,297.00
ii) Trade Payables	12,79,41,766	-	12,79,41,766
iii) Other Financial Liabilities	-	-	-
b) Current tax liabilities	37,21,084.00		37,21,084.00
c) Other Current Liabilities	1,14,90,350	-	1,14,90,350
Total	52,02,93,213	-	52,02,93,213

Reconciliation of Statement of Profit and Loss for the year ended March 31, 2017

(Amount in Rs.)

	Regrouped Previous GAAP	Ind AS Adjustment	Ind AS
Revenue from Operations	81,15,18,230	-	81,15,18,230
Other Income	2,27,023	-	2,27,023
Total Income	81,17,45,253	-	81,17,45,253
Expenses			
Purchases of Stock-In-Trade	72,24,57,802	-	72,24,57,802
Changes in Inventories of Stock-In-Trade	(83,29,644)	-	(83,29,644)
Employee Benefit Expenses	1,35,41,555	-	1,35,41,555
Finance Cost	1,35,35,811	-	1,35,35,811
Depreciation and Amortisation Expense	97,36,428	-	97,36,428
Other Expenses	4,42,27,524	-	4,42,27,524
Total Expenses	79,51,69,476	-	79,51,69,476
Profit Before Tax	1,65,75,777	-	1,65,75,777
<i>Tax Expense</i>			
Current Tax	30,00,000	-	30,00,000

Deferred Tax	-	-	-
Profit for the period	1,35,75,777	-	1,35,75,777
Other Comprehensive Income	-	-	-
Total Comprehensive Income for the period	1,35,75,777	-	1,35,75,777

41. Certain Balances of parties under sundry debtors, creditors, loans and advances are subject to confirmations/reconciliation.

42. There was no expenditure/earning in Foreign Currency during the year.

For S C Mehra & Associates
Chartered Accountants
Firm Registration No. 106156W
Sd/-
(CA S C Mehra)
Partner
M. No: 039730

Place : Mumbai
Date : 30.05.2018

For Visagar Polytex Limited

Sd/-	Sd/-
(Tilokchand Kothari)	(Kanwarlal Rathi)
Managing Director	Director
DIN: 00413627	DIN: 06441986

Sd/-	Sd/-
(Sagar Kothari)	(Pravin Mishra)
Chief Financial Officer	Company Secretary

INTENTIONALLY LEFT BLANK

INTENTIONALLY LEFT BLANK

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 E-mail Id: contact@visagar.com

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 **35th Annual General Meeting** of the Company held on **Saturday, September 29, 2018 at 10.30 a.m.** at Nadiadwala Market (Hall), Opp. Laxmi Narayan Shopping Centre, Poddar Road, Malad (East), Mumbai-400097.

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 E-mail Id: contact@visagar.com

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 **35th Annual General Meeting** of the Company to be held on **Saturday, September 29, 2018 at 10.30 a.m.** at Nadiadwala Market (Hall), Opp. Laxmi Narayan Shopping Centre, Poddar Road, Malad (East), Mumbai-400097 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	Special Business
<ol style="list-style-type: none"> 1. Adoption of financial statements for the year ended as at March 31, 2018 and Reports of Directors' and Auditors' thereon. 2. Re-appointment of Mr. Kanwarlal Rathi, who retires by rotation. 	<ol style="list-style-type: none"> 3. Ratification of disclosure of Ultimate beneficiaries of the allottees of Equity shares having face value of Rs. 1/- each to be issued on conversion of warrants issued pursuant to preferential issue ("convertible warrants"), before seeking the Listing approval .

Signed this _____ day of _____ 2018.

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 commence 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

**Regd. off: 907/908, Dev Plaza, S. V. Road,
Andheri –(W), Mumbai-400058 , Tel. 022-67424815**

Email: contact@visagar.com, website:

www.visagarpolytex.in