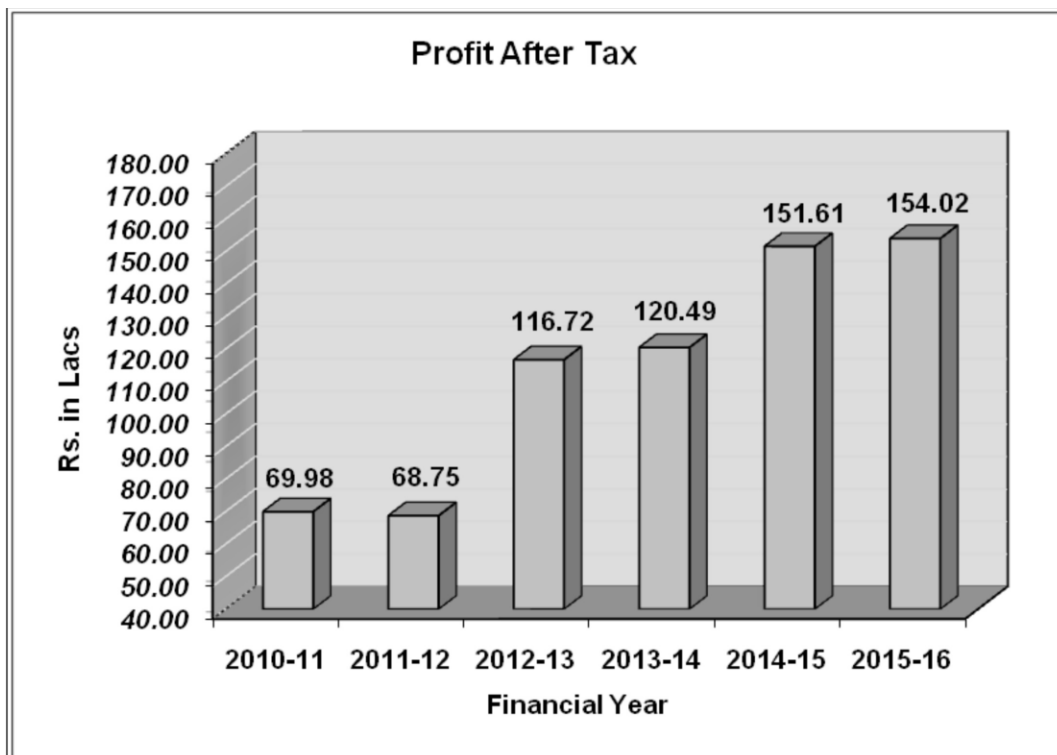
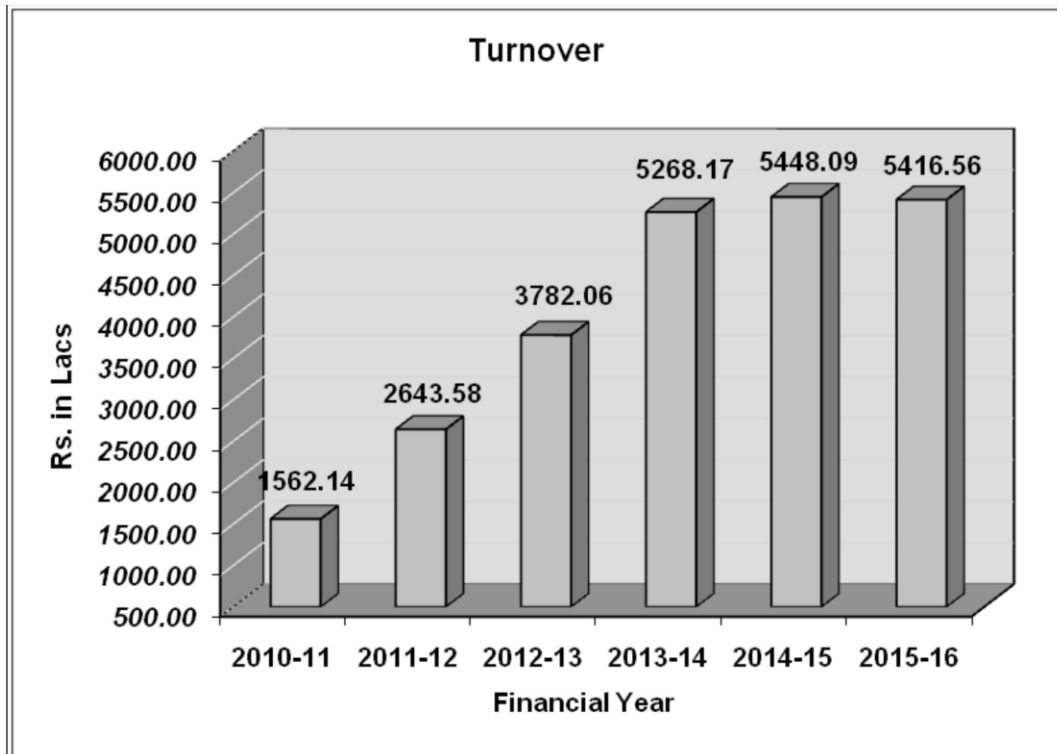


# **MINAXI TEXTILES LIMITED**

**CIN : L17119GJ1995PLC025007**

## **21<sup>ST</sup> ANNUAL REPORT**

**2015-2016**



### BOARD OF DIRECTORS

Shri. Dineshbhai P. Patel  
Shri. Bharatbhai P. Patel  
Shri. Kiritkumar S. Patel  
Shri. Nirmal B. Patel  
Smt. Manjulaben B. Patel  
Shri. Jashwantkumar K. Patel  
Shri. Vasudevbbhai L. Patel  
Shri. Ghanshyam C. Patel  
Shri. Dharmendra N. Patel  
Shri. Bhavikkumar R. Patel  
Shri. Jinal A. Patel

Chairperson  
Managing Director  
Whole Time Director  
Whole Time Director and CFO  
Non Executive Director  
Independent Director  
Independent Director  
Independent Director  
Independent Director  
Independent Director

### AUDIT COMMITTEE

Shri. Jashwantkumar K. Patel  
Shri. Vasudevbbhai L. Patel  
Shri. Ghanshyam C. Patel  
Shri. Bharatbhai P. Patel

### COMPANY SECRETARY & COMPLIANCE OFFICER

Shri. Sandip R. Solanki

### NOMINATION AND REMUNERATION COMMITTEE

Shri. Dharmendra N. Patel  
Shri. Jinal A. Patel  
Shri. Jashwantkumar K. Patel  
Shri. Dineshbhai P. Patel

### BANKER

Bank of India  
Ahmedabad Main Branch, Bhadra, Ahmedabad

### AUDITORS

R.R.S & Associates  
Chartered Accountants  
Opp : State Bank of Saurashtra,  
Nr. Stadium Circle,  
Navrangpura, Ahmedabad-380009  
Email : rrs\_associates@yahoo.co.in  
Tel. : 079 26561202

### STAKEHOLDERS RELATIONSHIP COMMITTEE

Shri. Dharmendra N. Patel  
Shri. Bharatbhai P. Patel  
Shri. Dineshbhai P. Patel  
Shri. Nirmal B. Patel

### REGISTERED OFFICE & WORKS

Plot No. 3311, GIDC, Phase-IV,  
Chhatral, Taluka-Kalol,  
Dist. Gandhinagar (N.G)-382729, Gujarat  
Website : [www.minaxitextiles.com](http://www.minaxitextiles.com)  
Tel. No. : 91-02764-234008  
: 91-02764-234142  
e-Mail : [minaxitx@yahoo.com](mailto:minaxitx@yahoo.com)

### REGISTRARS AND SHARES TRANSFER AGENTS Link Intime India Pvt. Ltd.

#### Head Office : Mumbai

13, Pannalal Silk Mills Compound, L.B.S.  
Marg, Bhandup (West),  
Mumbai : 400078.  
Tel : 022 - 2596 3838  
Fax : 022 - 2594 6969  
E-mail : [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)

#### Branch Office : Ahmedabad

Unit No. 303, 3rd Floor, Shoppers Plaza V,  
Opp. Municipal Market, Behind Shoppers Plaza ii,  
Off. C. G. Road,  
Ahmedabad - 380 009.  
Tel : 079 - 26465179  
E-mail : [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)

## Important Communication to Shareholders

"Green Initiative in the Corporate Governance"

To support the green initiative of Government in the right spirit, members who holds shares in electronic mode and who have not registered their email addresses, so far, are requested to register their email address and changes therein from time to time, with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the below mentioned prescribed form, giving their consent to receive the Notices calling general meetings, audited financial statements, auditors' report, directors' report, explanatory statement or any other communication in electronic mode, and register the said form with Link Intime India Pvt. Ltd. The said form is also available on the Company's **website [www.minaxitextiles.com](http://www.minaxitextiles.com)**.

Members who have not registered their e-mail address so far are requested to register their e-mail address, by sending an e-mail stating clearly your name, folio no., if you are holding shares in physical form / DP ID and Client ID if you are holding shares in dematerialized form to [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)

Please note that you will be entitled to be furnished, free of cost, with a physical copy of the notice, financial statement and all other documents required by law to be attached thereto, upon receipt of a requisition from you, any time, as a member of the Company.

We are sure you would appreciate the "Green Initiative" and your Company's desire to participate in such initiatives.

### Email Address Registration Form (For members who holds shares in Physical Forms)

## MINAXI TEXTILES LIMITED

**CIN : L17119GJ1995PLC025007**

Registered Office : Plot No.3311, GIDC, Phase-IV, Chhatral,  
Taluka Kalol, Dist – Gandhinagar - 382729

Ledger Folio No. \_\_\_\_\_ No. of Share(s) held : \_\_\_\_\_

**NAME OF THE SHAREHOLDER / JOINT HOLDER :** \_\_\_\_\_

**Email Address :** i) \_\_\_\_\_ ii) \_\_\_\_\_

**Contact No. (R) \_\_\_\_\_ M) \_\_\_\_\_**

I hereby give my / our consent to receive the Notices calling general meetings, audited financial statements, auditors' report, directors' report, explanatory statement and all other documents required by law to be attached thereto or any other communication in electronic mode at my/our above mentioned email ID.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20.....

#### Note :

- 1) Members may send duly completed form as above to the Registrar and Transfer Agent (RTA) namely Link Intime India Pvt. Ltd., Unit No. 303, 3<sup>rd</sup> Floor, Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C G Road, Ahmedabad – 380 009 or at email id [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)
- 2) Members are also requested to inform about any change in their email ID immediately to RTA.
- 3) This form is also available on the Company's website [www.minaxitextiles.com](http://www.minaxitextiles.com).

## NOTICE

**NOTICE** is hereby given that the 21<sup>st</sup> Annual General Meeting of the Members of the Company Minaxi Textiles Limited will be held on Friday, 30<sup>th</sup> day of September, 2016 at 11:00 a.m. at Registered office of the Company Plot No.3311, GIDC, Phase-IV, Chhatral, Taluka Kalol, Dist – Gandhinagar (N.G) - 382729 to transact the following business :

### ORDINARY BUSINESS :

1. To receive, consider, approve and adopt the Audited Financial Statements for the Financial Year ended on 31<sup>st</sup> March 2016, and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in Place of Smt. Manjulaben Patel, who retires by rotation and being eligible, offers herself for reappointment.
3. To appoint a director in Place of Shri. Kiritkumar S. Patel, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of next Annual General Meeting and fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution.

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and Auditors Rules, 2014 (the rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s. R.R.S & Associates, Chartered Accountants, Ahmedabad (Registration Number 118336W with the Institute of Chartered Accountants of India), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and rule 4 of the rules, be and are hereby re-appointed as Statutory Auditor of the Company from the conclusion of this Annual General Meeting of the Company until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors, exclusive of traveling and other out of pocket expenses."

### SPECIAL BUSINESS :

5. TO CONSIDER AND IF THOUGHT FIT TO PASS, WITH OR WITHOUT MODIFICATION, THE FOLLOWING AS AN ORDINARY RESOLUTION

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, approval be and is hereby accorded to the appointment of Shri Nirmal Patel, as a Whole Time Director of the Company, for a further period of 5 (five) years with effect from 1<sup>st</sup> June, 2016 on the terms and conditions including remuneration as are set out hereunder.

**FUNCTIONS :** Shri. Nirmal B. Patel shall, subject to the supervision and control of the Board of Directors and / or the Managing Director of the Company, carry out such duties as may be entrusted to and delegated to him and he shall also perform such other duties as shall from time to time be delegated to him by the Board of Directors and / or Managing Director of the Company.

**REMUNERATION :** The Company shall, in consideration of the performance of his duties, pay to Shri. Nirmal B. Patel the following remuneration :

1	Salary	Rs. 80,000 per Month
2	Conveyance	Free use of Company's car with driver for official purpose
3	Traveling/Boarding/Lodging	Actual expenditure to be reimbursed – Boarding / Lodging by the Company for outstation journey for official work, in India or abroad.
4	Leave Travel	Entitled to travel with family by any Concession mode, i.e. air / train / road once in two years for visiting any place in India.
5	Medical Benefit	Actual Expenses incurred for Whole Time Director and his family.
6	Other Perquisites	As may be determined by the Board of Directors from time to time and may be payable monthly or otherwise provided that the perquisites shall be evaluated as per Income Tax Act and Rules wherever applicable

**SITTING FEES :** As long as Shri. Nirmal B. Patel functions as the Whole Time Director, he shall not be paid any sitting fees for attending the meetings of the Board of Directors / Committee thereof."

**"RESOLVED FURTHER THAT** where in a financial year during the currency of his tenure, the Company has no profits or its profits are inadequate the remuneration payable to him shall not exceed the ceiling prescribed in Section II of part II of Schedule V of the Companies Act for the year, which will be payable to him as minimum remuneration for that year."

Regd. Office :

Plot No. 3311,  
GIDC, Phase-IV,  
Chhatral,  
Taluka Kalol, Dist. Gandhinagar(N.G)-382729  
Gujarat

By Order of the Board  
For, Minaxi Textiles Ltd

Date : 13/08/2016

Dineshbhai P. Patel  
Chairperson  
DIN : 02268757

## NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF/ HERSELF, SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.

2. A person can act as a proxy on behalf of Members not exceeding fifty in number 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 a proxy and such person shall not act as proxy for any other person or shareholder.
3. Additional information, pursuant to Regulation 36, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / re-appointment at the AGM, is furnished as Annexure-A to the Notice. The directors have furnished consent/ declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
4. An explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of special business in the Notice is annexed hereto as Annexure -B.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Sundays, between 11 a.m. and 1 p.m. up to the date of meeting.
6. The Annual Report for the year 2015-2016 of the company as circulated to the members will be made available on the Company's website at [www.minaxitextiles.com](http://www.minaxitextiles.com)
7. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 24<sup>th</sup> day of September, 2016 to Friday, 30<sup>th</sup> day of September, 2016 (both days inclusive).
8. Members are requested to contact M/s. Link Intime India Pvt. Ltd., Unit No. 303, 3rd Floor, Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C G Road, Ahmedabad – 380 009 for recording any change of address, bank mandate, ECS or nominations, and for redressal of complaints contact the Compliance Officer at the Registered Office of the Company.
9. Members are requested to note that the Company's shares are under compulsory electronic trading for all investors and therefore, they are requested to dematerialize their share holding to avoid inconvenience.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
11. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
12. Members are requested to bring their copies of Annual Report at the meeting. Shareholders seeking any information with regard to account are requested to write to the Company early so as to enable the Management to keep the information ready.
13. Members / Proxies are requested to bring the duly filled Attendance Slip at the Annual General Meeting. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.

#### 14. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 and 21 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote by electronic means for the business to be transacted at the Annual General Meeting (AGM) from a place other than the venue of the AGM through remote e-voting services provided by Central Depository Services Limited (CDSL). The detail procedure / instructions for e-voting is mentioned in **Annexure –C** to the notice.

#### 15. General Instructions for e-voting :

- I. The e-voting period commences on Tuesday, September 27, 2016 (9.00 a.m. IST) and ends on Thursday, September 29, 2016 (5.00 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, September 23, 2016 (being the cut-off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, September 23, 2016.
- iii. Shri Ashok P. Pathak, Practicing Company Secretary (Membership No.ACS 9939 and COP No. 2662) of Ashok P. Pathak & Co., Company Secretaries, Ahmedabad has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot form received from the shareholders) in a fair and transparent manner.
- iv. The scrutinizer shall count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make within forty eight hours of the conclusion of the meeting, a consolidated scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairperson or a person authorized by him in writing who shall countersign the same.
- v. The results of the e-voting of the 21<sup>st</sup> AGM of the Company held on Friday, September 30, 2016 along with the scrutinizer's report shall be immediately placed on the Company's website [www.minaxitextiles.com](http://www.minaxitextiles.com) and on the website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com) and simultaneously communicated to Bombay Stock Exchange Limited, where the shares of the Company are listed.

Regd. Office :

Plot No. 3311,  
GIDC, Phase-IV,  
Chhatral, Taluka Kalol,  
Dist. Gandhinagar(N.G)-382729  
Gujarat

Date : 13/08/2016

By Order of the Board  
For, Minaxi Textiles Ltd

Dineshbhai P. Patel  
Chairperson  
DIN : 02268757

## ANNEXURE - A TO THE NOTICE

Notes on Directors seeking appointment / re-appointment at the annual general meeting as required under the Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

### Item No 2

Name	Smt. Manjulaben Patel
Qualification	PTC
Experience	Teaching Experience over 20 years
Other directorship	NIL
Chairperson / Member of the Committees of the Board of the other companies on which she is a director	None
No. of shares held in the company	NIL
Disclosure of the relationships	Smt. Manjulaben Patel is wife of Shri Bharatbhai Patel, Managing Director, mother of Shri Nirmal Patel, Whole Time Director and sister of Shri Kiritkumar Patel, Whole Time Director of the Company.

### Item No 3

Name	Shri. Kiritkumar S. Patel
Qualification	Diploma in Civil Engineering
Experience	29 years in the business in which company operates
Other directorship	NIL
Chairperson / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	4162975
Disclosure of the relationships	Shri. Kiritkumar S. Patel is brother in law of Shri. Bharatbhai P. Patel, Managing Director, brother of Smt. Manjulaben Patel, Non-Executive Director and Maternal Uncle of Shri Nirmal Patel, Whole Time Director of the Company.

### Item No 5

Name	Shri. Nirmal Bharatbhai Patel
Qualification	B. Pharm
Experience	5 years experience in the business in which company operates
Other directorship	NIL
Chairperson / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	805840 Equity Shares of Rs.1 each
Disclosure of the relationships	Shri. Nirmal B. Patel is a son of Shri Bharatbhai P. Patel, Managing Director and Smt. Manjulaben Patel, Non-Executive Director of the company and nephew of Shri Kiritkumar S. Patel, Whole Time Director of the Company.

## **ANNEXURE- B TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SET OUT ALL MATERIAL FACTS MENTIONED IN ACCOMPANYING NOTICE DATED 13/08/2016**

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The statement pursuant to Section 102 of the Companies Act, 2013 set out all material facts relating to the Special Business mentioned in the accompanying Notice are as follows :

#### **ITEM NO. 5**

Whereas the terms of appointment of Shri. Nirmal B. Patel as Whole Time Director expired on 31<sup>st</sup> July, 2016.

Whereas the Board of Directors of the Company at its meeting held on 27<sup>th</sup> May, 2016 reappointed Shri. Nirmal B. Patel as Whole Time Director for a further period of 5 years with effect from 1<sup>st</sup> June, 2016 (i.e. up to 31<sup>st</sup> May, 2021) on terms and conditions mentioned in the resolution, subject to the approval by a resolution of the shareholders of the company in a general meeting. Shri. Nirmal B. Patel has wide-ranging experience in the business in which company operates. Thus with his knowledge and experience, the company can grow further.

The resolution at Item No. 5 of the Notice seeks the approval of the members to the said appointment by way of ordinary resolution. Your directors recommend the resolution to the shareholders for adoption.

Shri. Nirmal B. Patel is son of Shri. Bharatbhai P. Patel and Smt. Manjulaben Patel and Shri. Kiritkumar S. Patel is Maternal Uncle of Shri Nirmal B. Patel and hence, Shri. Nirmal B. Patel, Shri. Bharatbhai P. Patel, Smt. Manjulaben Patel and Shri. Kiritkumar S. Patel be considered as interested in his appointment. However, None of the other directors of the Company including Key Managerial Personnel, if any, is, in any way, concerned or interested in the resolution.

Regd. Office :

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Chhatral, Taluka Kalol,  
Dist. Gandhinagar(N.G)-382729  
Gujarat

By Order of the Board  
For, Minaxi Textiles Ltd

Date : 13/08/2016

Dineshbhai P. Patel  
Chairperson  
DIN : 02268757

## ANNEXURE – C TO NOTICE

Procedure / Instructions for e-voting are as under:

**A. For shareholders who receive notice of annual general meeting :**

- I. The voting period begins on Tuesday, September 27, 2016 (9.00 a.m. IST) and ends on Thursday, September 29, 2016 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, September 23, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The Shareholder should Log on to the e-voting website <https://www.evotingindia.com>
- iii. Click on "Shareholders" tab to cast your vote.
- iv. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on Attendance Slip / Address Stickers.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly

recommended not to share your password with any other person and take utmost care to keep your password confidential.

- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN (160822074) of Minaxi Textiles Limited on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non – Individual Shareholders and Custodians.
  - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - f. Further they are requested to send the scanned copy of the Authority letter to the email id of Scrutinizer ([csashokppathak@gmail.com](mailto:csashokppathak@gmail.com)), RTA ([ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)) and Company ([minaxitx@yahoo.com](mailto:minaxitx@yahoo.com)).
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xxi. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves, link their account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution/Authority letter in PDF format in the system for the scrutinizer to verify the same.

xxii. Further, they are requested to send the scanned copy of the Board Resolution/ Authority letter to the email id of Scrutinizer ([csashokppathak@gmail.com](mailto:csashokppathak@gmail.com)), RTA ([ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)) and Company ([minaxitx@yahoo.com](mailto:minaxitx@yahoo.com)).

**B. VOTING AT AGM :**

- i. The members who have not casted their votes electronically, can exercise their voting rights at the AGM.
- ii. A member who are present at AGM and have not cast their vote by availing the remote e-voting facility can vote at AGM by use of ballot or polling papers.

## DIRECTORS' REPORT

**To,  
The Members,  
Minaxi Textiles Ltd**

Your directors have pleasure in presenting herewith their 21<sup>st</sup> Annual Report together with the Audited Statements of Accounts for the period ended on 31<sup>st</sup> March, 2016.

### FINANCIAL HIGHLIGHTS :

Particulars	Current year Ended on 31/03/2016 ₹	Previous year Ended on 31/03/2015 ₹
Revenue from Operations	54,16,55,727	54,48,08,735
Other Income	15,78,378	42,71,794
Total Expenditure	52,55,74,248	52,73,04,329
Profit Before Tax	2,35,68,823	2,17,76,200
Less : Provision for Current Tax	76,85,000	45,00,000
: Deferred Tax	2,78,282	9,93,222
: Income Tax pertaining to earlier years	2,03,947	91,821
: MAT Credit Entitlement	NIL	10,30,353
Profit after Tax (Transfer to General Reserve)	1,54,01,595	1,51,60,804
Add : Balance Brought Forward	5,91,17,267	4,46,26,301
Balance Carried to Balance Sheet (Surplus)	7,45,18,861	5,91,17,267

### DIVIDEND :

Your directors do not recommend any dividend for the financial year ended on 31<sup>st</sup> March, 2016 and decided to plug in the profit for ongoing projects.

### OPERATING AND FINANCIAL PERFORMANCE, INTERNAL CONTROL :

In the face of overall subdued market conditions, our company has performed well. This year, the company's total revenue from operations decreased by Rs. 31.53 Lacs due to slow down in the economy. During the year under report, the company has achieved a gross turnover of Rs.5416.55 Lacs as compare to Rs.5448.08 Lacs during the previous year and the operations for the year under review has resulted in the net profit of Rs. 154.01 Lacs. Your company could achieve stable growth in business due to continued pursuit of strategy to work with innovative ideas, developing areas of its activities and reducing cost of production through process innovation. Directors hope even better performance during the current year.

The company has in place an established internal control system designed to ensure proper recording of financial and operational information and compliance of various internal controls.

### CHANGE IN NATURE OF BUSINESS, IF ANY :

There is no change in the nature of the business of the company during the year under review.

**ORDER OF COURTS ETC., IF ANY :**

There were no significant and material orders passed by regulators or courts or tribunals impacting the going concern status and company's operations in future.

**MATERIAL CHANGES AND COMMITMENTS, IF ANY :**

There were no material changes and commitments affecting the financial position of the company occurring between March 31, 2016 and the date of this report of the directors.

**INFORMATION ABOUT SUBSIDIARY/JOINT VENTURE/ASSOCIATE COMPANY :**

The company has no subsidiaries or associate companies therefore disclosures in this regards are not provided in this report.

**TRANSFER TO RESERVES :**

The amount of Rs.154.01 Lacs proposes to transfer to the reserves.

**TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Since there was no unclaimed Dividend, the provisions of Section 125 of the Companies Act, 2013 do not apply.

**QUALITY, HEALTH, SAFETY & ENVIRONMENT (QHSE)**

Minaxi's commitment towards excellence in Health, Safety and Environment is one of the company's core values by complying with the Laws and Regulations first, and then going beyond the mandate to keep our plant safe for future generations. Minimizing the environment impact of our operations assumes utmost priority.

The company is unwavering in its policy of 'safety of persons overrides all production targets' which drives all employees to continuously break new grounds in safety management for the benefit of the people, property, environment and the communities in which Minaxi operates. Our comprehensive QHSE Policy, as well as dedicated measures by conducting the Risk Assessment, Identification of significant environment aspects of manufacturing plant and signatory commitment of Responsible Care, Greatest emphasis is given to safety measures for minimizing accidents and incidents.

**CORPORATE SOCIAL RESPONSIBILITY (CSR) :  
(Criteria prescribed under section 135 is not attracted)**

Every Company is required to constitute / formulate CSR Committee if it gets attracted in one of the criteria prescribed in Section 135.

According to Section 135 of the Companies Act, 2013, Every Company having Net Worth of Rs.500 Crore or More, or Turnover of Rs.100 Crore or more, or Net Profit of Rs.5 crore or more during any financial year shall constitute a Corporate Social Responsibility Committee and should undertake Corporate Social Responsibility as prescribed in Schedule VII.

None of the above criteria was applicable to the company for the financial year 2015-2016 and hence the company was not required to constitute CSR Committee.

**FINANCE :**

The Company is at present enjoying secured financial assistance in the form of working capital facilities and term

loan from Bank of India, Main Branch, Bhadra, Ahmedabad. During the year under review, the company regularly paid the principal and interest to the Bank.

#### **PUBLIC DEPOSIT :**

The Company has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS / OUTGO :**

The information relating to conservation of Energy, Technology, Absorption and Foreign Exchange Earning / Outgo as required under section 134(3)(m) of the Companies Act, 2013 read with the Rule 8 of the Companies (Accounts) Rules, 2014 is given by way of annexure attached hereto which forms part of this report. **(Annexure – I)**

#### **PARTICULARS OF EMPLOYEES :**

The prescribed particulars of Employees required under section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached hereto which forms part of this report. **(Annexure – II)**

During the year under review none of the top ten employees of the company was in receipt of remuneration in excess of Rupees One Crore and Two Lac Rupees, if employed through out the year or in receipt of remuneration exceeding Rupees Eight Lac Fifty Thousand p.m., if employed for part of the financial year, and hence the disclosure under section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable.

#### **BOARD OF DIRECTORS :**

In accordance with provisions of Section 152(6)(a) of the Companies Act, 2013, Smt. Manjulaben. Patel and Shri Kiritkumar S. Patel retires by rotation and being eligible offers themselves for re-appointment. According to Section 149(13) of the Act, the independent directors are the directors who are not liable to retire by rotation.

Shri Nirmal B. Patel has been re-appointed as Whole Time Director of the company vide its Board meeting held on 27<sup>th</sup> May, 2016 in due compliance of Section 196, 197, 203 of the Companies Act, 2013 read with Schedule V.

#### **Board Evaluation :**

Pursuant to the provisions of Section 178(2) of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, of the directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Stake holder Relationship Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

#### **Remuneration Policy :**

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

#### **Meetings :**

The agenda of Meetings is prepared and circulated to the Directors. During the year seven Board Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

**Statement On Declaration Given By Independent Directors :**

The Independent Directors have submitted the declaration of their Independence, as required pursuant to Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in sub-section (6) of that section.

**COMMITTEES :**

Currently the Board has four Committees : the Audit Committee, the Nomination and Remuneration committee, the Stakeholders and Relationship Committee and Internal Complaints Committee.

**Reconstitution Of Audit Committee :**

The Board of directors of the company at its meeting held on 12<sup>th</sup> August, 2015 has reconstituted an Audit Committee, in line with Section 177 of the Companies Act, 2013, comprising four Directors viz. Shri. Jashwantkumar K. Patel, Chairman (having financial and accounting knowledge), Shri. Vasudevabhai L. Patel, Shri. Ghanshyambhai C. Patel and Shri. Bharatbhai P. Patel. The constitution of Audit Committee meets with the requirements under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well.

The Committee periodically discussed the Financial Reporting process, reviewed the Financial Statements, and discussed the quality of the applied accounting principles and significant judgment that affected the Company's Financial Statements. Before presenting the audited accounts to the members of the Board, the Audit Committee recommended the appointment of the statutory auditors, secretarial auditor and internal auditor, subject to the Board's approval. The audit Committee reviewed with adequacy of internal control systems with the management, statutory and internal auditors.

**Re-Constitution Of Nomination And Remuneration Committee (NRC) :**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, every listed company and prescribed class of companies, shall constitute Nomination and Remuneration Committee (NRC) of the Board consisting of 3 or more non-executive directors out of which not less than ½ shall be independent director. The composition of the NRC also meets with the criteria laid down in the Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In view of the above provision of law, the Board of Directors at its meeting held on 30<sup>th</sup> May, 2014 has constituted NRC committee and Re-constituted the same vide its meeting held on 12<sup>th</sup> August, 2015 consisting of Shri Dharmendra N. Patel, Chairman of the Committee/ Independent Director, Shri. Jinal A. Patel, Shri Jashwantkumar Patel, Independent Director and Shri Dineshbhai P. Patel, Chairperson and Whole Time Director of the company, as member of the committee.

**Composition of Stakeholders Relationship Committee i.e. Shareholders And Investors Grievance Committee :**

The Board has re-constituted the Shareholders and Investors Grievance Committee vide resolution passed in its Meeting held on 29/07/2011.

According to Section 177, the company is required to constitute a Stakeholders Relationship Committee consisting of a Chairman who shall be a non executive director and such other members as may be decided by the Board.

In view of the above provision, the company has altered the nomenclature of the Shareholders and Investors Grievance Committee to Stakeholders Relationship Committee. Further, the membership of the company has also changed in light of the above provisions.

The Stake holders Relationship committee consists of Shri. Dharmendrabhai N. Patel, Chairman of the Committee/ Independent Director, Shri Bharatbhai P. Patel, Shri Dineshbhai P. Patel and Shri Nirmal B. Patel, as members of the committee.

#### **DISCLOSURE UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. The company has constituted Internal Complaints Committee (ICC) vide its Board Meeting held on 11<sup>th</sup> February, 2015 under the chairmanship of Shri Bharatbhai Patel, Managing Director to redress complaints received regarding sexual harassment. Shri Nirmal Patel and Smt. Manjulaben Patel are the other members of the committee. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year.

- No. of complaints received. - NIL
- No. of complaints disposed off – Not Applicable.

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has a vigil mechanism / Whistle Blower Policy to deal with unethical behaviour, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases. The details of the Policy is also posted on the website of the Company.

#### **STATEMENT ON DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY**

There is a continuous process for identifying, evaluating and managing significant risks as faced through a risk management process designed to identify the key risks facing each business. The role of insurance and other measures used in managing risks is also reviewed. Risks would include significant weakening in demand from core-end markets, end market cyclicity, inflation certainties, energy cost and shortage of raw materials, maintenance and protection of leading technologies and adverse regulatory developments. During the year under review no major risks were noticed.

#### **ACCOUNTING STANDARDS AND FINANCIAL REPORTING :**

The Company incorporates the accounting standards as and when issued by the Institute of Chartered Accountants of India. The Company complied with the Stock Exchange and legal requirement concerning the Financial Statements at the time of preparing them for the Annual Report.

#### **MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT :**

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) read with Schedule V(B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of the Annual Report. **(Annexure – III)**

#### **CORPORATE GOVERNANCE :**

The compliance with the Corporate Governance provisions as specified in the Regulations 17 to 27 and clauses (b) to (i) of sub-regulation(2) of Regulation 46 and paras C,D and E of Schedule V of SEBI (Listing Regulations), 2015, are not applicable to the companies having Paid up Share Capital not exceeding Rs.10 Crores and Net Worth not

exceeding Rs.25 Crore, as on the last day of previous year. According to these regulations your company is not mandatorily required to comply with the provisions of these regulations, for the time being as the Paid up Share Capital of the company is not exceeding Rs.10 Crores and the Net Worth is not exceeding Rs.25 Crores, as on the last day of the previous year, however, the company has made all possible efforts to comply with the provisions of these regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Companies Act, 2013, during the year under review.

A separate section on Corporate Governance as specified in Schedule V of Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is included in the Annual Report **(Annexure IV)** and Certificate from Company's Auditors and from Practicing Company Secretary confirming the compliance with the code of Corporate Governance as enumerated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto. **(Annexure –V)**

## **AUDITORS :**

### **Statutory Auditor :**

M/s. R.R.S & Associates, Chartered Accountants, Ahmedabad retire at the conclusion of this ensuing Annual General Meeting. The Company has received a certificate under Section 139(1) read with Section 141 of the Companies Act, 2013 to the effect that their re-appointment, if made will be in accordance to the specified limit. You are requested to consider their re appointment as Auditors of the Company for the Current Year.

### **Auditors Report :**

The comments in the Auditors Report with Notes on Accounts referred to the Auditor's Report are self explanatory and, therefore do not call for any further explanation.

### **Secretarial Auditor :**

The Board has considered the recommendation of Audit Committee regarding appointment and necessity of Secretarial Audit Report as mandate for every listed company in Section 204 of the Act, and has appointed M/s. Ashok P. Pathak & Co., Company Secretaries, Ahmedabad as Secretarial Auditor for the financial year 2016 -2017.

### **Secretarial Audit Report :**

The Secretarial Audit Report for the financial year 2015-2016 is annexed herein and forming part of the Board Report **(Annexure VI)**.

The explanation on comments / observation(s) in the Secretarial Audit Report -

The company has a small capital base medium size company situated in an industrial area of Chhatral Taluka Kalol. The company had put all efforts to appoint a qualified company secretary and ensure to make the appointment during the current year in compliance with section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment of Managerial Personnel) Rules, 2014. However, the company had appointed qualified Company Secretary as a part of Key Managerial Personnel and Compliance Officer w.e.f. 07.07.2016.

### **Internal Auditor :**

The Board has considered the recommendation of Audit Committee regarding appointment and necessity of Internal Auditor as mandate for every listed company in Section 138 of the Act, and has appointed M/s. Anuj Aggrawal & Co., Cost Accountants, Ahmedabad as Internal Auditor for the financial year 2016 -2017.

**EXTRACT OF ANNUAL RETURN :**

The details forming part of the extract of the Annual Return in Form MGT 9 is annexed herewith. **(Annexure VII)**

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The company has not made any Loans and investments, and have not given any guarantees or provided any securities covered under section 186 of the Companies Act, 2013.

**LISTING :**

The equity shares of the company are listed in the Bombay Stock Exchange Limited which has the connectivity in most of the cities across the country.

**Listing Agreement :**

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital markets to ensure better enforceability. The said regulations were effective from December 1, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within six months from the effective date. The company entered into Listing Agreement with BSE Limited on 01<sup>st</sup> March, 2016.

**DEMATERIALISATION OF EQUITY SHARES :**

As per direction of the SEBI and the Bombay Stock Exchange Limited, the shares of the Company are under compulsory demat form. The Company has established connectivity with both the Depositories i.e. **National Securities Depository Limited [NSDL]** and **Central Depository Services India Limited [CDSL]** and the demat activation number allotted to the Company is ISIN : INE52C01010. Consequent to sub-division of equity shares of ₹10 each into the equity shares of ₹1 each, the new ISIN allotted to the Company is ISIN : INE952C01028. Presently shares are held in electronic and physical mode (96.86% of shares in demat, 3.14% in physical mode.)

**CHANGE IN REGISTRAR AND SHARE TRANSFER AGENT**

As per SEBI Order No. WTM/RKA/MIRSD2/41/2016 dated 22/03/2016, the company was required to switch over the activities related to a share transfer registrar and to appointment new Registrar to Share Transfer Agent. In due compliance of SEBI Order, the company change its Registrar and Share Transfer Agent from Sharepro Services (India) Private Limited to Link Intime India Private Limited during the first quarter of the current financial year.

**INSURANCE :**

The company has made necessary arrangements for adequately insuring its insurable interests.

**INDUSTRIAL RELATIONS :**

The directors are happy to note that the industrial relations continued to remain cordial during the year. The directors express their appreciation towards the workers, staffs and executive staffs for their coordination and hope for a continued harmonious relations.

**OUR VISION AND MISSION :**

To be the India's best integrated textile solutions enterprise with leadership position across products and markets, exceeding customers and shareholder expectation.

**OUR MISSION :**

- Offer innovative, customized and value added services to our customers
- Actively explore potential markets and products
- Optimize use of all resources
- Maximize people development initiatives
- Be a knowledge leader and an innovator in our businesses
- Exceed compliances and global quality standards
- Be an ethical, transparent and responsible global organization

**DIRECTORS' RESPONSIBILITY STATEMENT :**

Pursuant to the requirement under Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 with respect to Director's Responsibilities Statement, it is hereby confirmed :

- (i) that in the preparation of the Annual Financial Statement for the Financial Year ended 31<sup>st</sup> March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures; if any;
- (ii) that the Director had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the Financial Year and of the Profit or Loss of the Company for the year under review;
- (iii) that the Directors had taken proper and sufficient care for the maintenance of Adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors had prepared the accounts for the Financial Year ended 31<sup>st</sup> March, 2016, on a going concern basis.
- (v) that the internal financial controls laid down by the company are adequate and were operating effectively.
- (vi) that the directors had devised proper systems to ensure compliances with the provisions of all applicable laws and that such system were adequate and operating effectively.

**CODE OF INDEPENDENT DIRECTORS – SCHEDULE IV :**

The Board has considered Code of Independent Directors as prescribed in Schedule IV of the Companies Act, 2013. The code is a guide to professional conduct for independent directors adherence to these standards by independent directors and fulfillment of their responsibility in a professional and faithful manner will promote confidence of the investment community and regulators.

The broad items for code for independent directors are :

- (i) Guidelines for Professional conduct.
- (ii) Role and Functions.
- (iii) Duties
- (iv) Manner and process of appointment.
- (v) Re-appointment on the basis of report of performance evaluation.
- (vi) Resignation or Removal.
- (vii) Atleast one Separate meeting of Independent Directors in a year without attendance of non independent directors or members of management.

(viii) Evaluation mechanism of Independent Directors by entire Board of Directors.

**RELATED PARTY TRANSACTIONS :**

The company has not entered into any contract / agreement with Related Parties and have no transactions with Related Parties during the year under review.

There are no materially significant related party transactions i.e. transactions of material nature, with promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflicts with the interests of the company at large in the financial year 2015-2016.

However, the Board has taken note of the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the Related Party Transactions. The company has formulated the policy on Material Related Party Transaction(s).

**ACKNOWLEDGMENT :**

We thanks our customers, vendors, investors and the bankers for their continued support during the year. We place on record our appreciation of the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation and support.

## **ANNEXURES FORMING A PART OF THIS REPORT OF THE DIRECTORS :**

The Annexure referred to in this Report and other information which are required to be disclosed are annexed herewith and form a part of this Report of the Directors :

<b>Annexure</b>	<b>Particulars</b>
I	Particulars of Conversion of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo
II	Particulars of Employees pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Managerial Remuneration) Rules, 2014.
III	Management Discussion and Analysis Report
IV	Corporate Governance Report
V	Certificate on Corporate Governance Report from Auditors of the company and Practicing Company Secretary.
VI	Secretarial Audit Report
VII	Extract of Annual Report in Form MGT 9

### **Regd. Office :**

Plot No. 3311,  
GIDC Industrial Estate,  
Village Chhatral, Phase-IV,  
Taluka Kalol,  
Dist. Gandhinagar(N.G)Gujarat

On Behalf of the Board  
For, Minaxi Textiles Ltd.

Date : 13/08/2016

Dineshbhai P. Patel  
Chairperson  
DIN : 02268757

Bharatbhai P. Patel  
Managing Director  
DIN : 00161825

## ANNEXURE – I

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

#### A. CONSERVATION OF ENERGY :

- a) Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
- b) No specific investment has been made in reduction in energy consumption. All effective efforts have been put forth for reduction in energy consumption.
- c) As the impact of measures taken for conservation and optimum utilization of energy are not quantitative, its impact on cost cannot be stated accurately.

#### B. TECHNOLOGY ABSORPTION :

Company's products are manufactured by using in-house know how and no outside technology is being used for manufacturing activities. Therefore no technology absorption is required. The Company constantly strives for maintenance and improvement in quality of its products and entire Research & Development activities are directed to achieve the aforesaid goal.

#### C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Foreign exchange outgo : As under.

Foreign exchange earned. : As under.

Particulars	2015-2016	2014-2015
<b>a. Foreign Exchange Earnings</b>	-	-
Export of goods calculated on FOB basis	-	--
Interest and dividend	-	-
Royalty	-	--
Know-how	-	--
Professional and consultation fees	-	--
Other income	-	--
<b>b. Foreign Exchange Expenditure</b>	-	--
Import of goods calculated on CIF basis	-	--
I. Raw Material	-	--
ii. Component and Spare Parts	23.59 Lacs	15.29 Lacs
iii. Capital Goods	-	--
<b>Expenditure on Account of :</b>	-	--
Royalty	-	--
Know-how	-	--
Professional and consultation fees	-	--
Interest	-	--
Other matters	-	--
Dividend Paid	-	--

## ANNEXURE – II

**PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULES 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Sr. No.	Requirements of Rule 5(1)	Details
i	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.	Shri Bharatbhai P. Patel : 150 : 1.86 Shri Dinesh P. Patel : 96 : 1.86 Shri Kiritkumar S Patel : 96 : 1.86 Shri Nirmal B. Patel : 72 : 1.86
ii	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or manager, if any, in the financial year;	There where no increase in remuneration of any director/ KMP / Officer during the financial year.
iii	The percentage increase in the median remuneration of employees in the financial year	Negligible
iv	The number of permanent employees on the rolls of company;	93 Employees
v	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	There were no substantial increase in the salaries of employees and there is no increase in remuneration of managerial personnel in the last financial year.
vi	Affirmation that the remuneration is as per the remuneration policy of the company	Remuneration paid during the year ended on 31 <sup>st</sup> March, 2016 is as per the remuneration policy of the company and according to the resolution passed by the shareholder.

## ANNEXURE – III

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### A. BUSINESS HIGHLIGHTS AND FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE :

**Turnover :**

Minaxi Textiles Limited has achieved a turnover of ₹ 5416.56 Lac in 2015-2016 as against ₹5448.08 Lac during the previous year recording a growth of over 0.58%.

**Other Income :**

Other income mainly consists of Interest Income. Other income for the year amounted to ₹ 15.78 Lac as against ₹42.71Lac during the previous year.

**Material Costs :**

Purchase costs includes raw material consumption for the year was ₹3578.84 Lac as against ₹2999.08 Lac during the previous year. Inventory of raw materials has increased during the year by ₹ 579.76 Lac.

**Manufacturing Expenses :**

Purchase Cost also includes manufacturing expenses mainly comprises Power & Fuel ₹225.09 Lac, repairs & maintenance ₹7.80Lac, as against ₹196.42 Lac and ₹5.10 Lac respectively during the previous year.

**Employee Emoluments :**

Employees emoluments is ₹227.32 Lac during the year as against ₹200.14Lac during the previous year.

**Administrative, Selling and Other Expenses :**

Major components of administrative, selling and other expenses include rent, postage, stationary, audit fees, traveling, commission on sales etc. Administrative, selling and other expenses for the year amounted to ₹ 81.18Lac as against ₹79.20 Lac during the previous year. This expenses accounted for 1.49% of sales during the year as against 1.45% during the previous year.

**Interest and Finance Charges :**

Interest and finance charges during the year come to ₹ 283.65 Lac as against ₹286.53Lac during the previous year.

**Depreciation :**

Depreciation charge for the current year came to ₹ 189.32 Lac as against ₹188.90 Lac during the previous year.

**Provision for Tax :**

Provision made during the year towards current tax was ₹ 76.85 Lac. The Company has also provided ₹ 2.78 Lac towards deferred tax during the year as against ₹9.93 Lac during the previous year.

**Profit / Loss after Tax :**

Profit after tax for the current year is ₹ 154.01 Lac as against Profit of ₹151.61Lac occurred during the previous year.

**Earnings per Share :**

Basic and diluted earnings per share for the current year works out to ₹0.31 as against ₹0.31 during the previous year.

## Financial Condition :

### Secured loans :

Secured loans stood at ₹510.84 Lac as at 31<sup>st</sup> March, 2016 as against ₹693.89 Lac as at 31<sup>st</sup> March, 2015.

### Inventories :

Major items of inventories as of 31<sup>st</sup> March, 2016 are as under :

(₹ in Lac)		
Particulars	2015-2016	2014-2015
Raw Materials	325.75	270.70
Stores, spares etc.	28.15	25.12
Finished goods	828.23	1015.62

### Debtors :

Debtors as on 31<sup>st</sup> March, 2016 amounted to ₹ 1419.61 Lac as against ₹1944.30 Lac during the previous year.

### Fixed Assets :

Gross block of the fixed assets at the end of the year was ₹2470.94 Lac compared to previous year's figure of ₹2484.15 Lac.

## B. SEGMENT WISE PERFORMANCE :

The company is operating in only one segment i.e. Textiles. Your company has adopted various marketing strategies for sustained growth including increase in number of clients / customers to reduce the dependency on any single client / customer.

## C. AN INDUSTRY OVERVIEW :

The management is confident of improvement in the demand of company's products in the near future. The unit of the company is eco-friendly and have already adopted the concept of its products and recycle of waste.

The scenario of the textile industry and economy in general is buoyant even after the industry is exposed to global competition with globalization policy of the government. The industry is facing problems for availability of raw materials and high cost of power and steam. The process of development, increasing thrust of the government on the textiles industry, the future of industry appears quite bright.

## D. INDUSTRY STRUCTURE AND DEVELOPMENT:

The company deals in suiting products having specialty in fancy suiting fabrics. As a value addition company deals in making of Lycra, a feature in all kind of suiting fabrics like Twill, Broken, Satin. The company have 37 Picanol Gamma Weaving Machines. The company has established with the customers over the years a relationship of trust and based on the true value the company create in customer's processes with unique technological product and service offerings.

## E. SWOT ANALYSIS OF THE COMPANY :

### Strength :

- Management depth and ability to manage client relationships

- R & D capabilities to develop efficient and cost effective process at short notice having a State of the Art dedicated R & D Center
- Multi-purpose and multi-production facilities having Quality Certifications
- Enhanced presence in the market through clientele basis

**Opportunities and Threats :**

The textiles industry is subject to tough competition amongst various segments of manufactures within and outside the country. The threat of competition is comparatively less in the product which your company is manufacturing. The increase in demand from business sector in terms of job works will provide opportunity to your company to increase its sale and capture more market share. Moreover, Indian textiles industry witnessing changes in business dynamics.

**F. RISKS AND CONCERNS :**

Your company is mainly focusing on R & D and manpower and the intelligence. Apart from the risk on account of interest rate and regulatory changes, business of the company are exposed to certain operating business risks, which is mitigated by regular monitoring and corrective actions. The company has taken necessary measures to safe guard its assets and interest etc.

**G. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :**

The company has proper and adequate system of internal controls commensurate with its size and nature of operations to provide reasonable assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly and to monitor internal business process, financial reporting and compliance with applicable laws. The internal control system has been designed so as to ensure that the financial and other records are reliable and reflects a true and fair view of the state of the Company's business. A qualified and independent committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements for strengthening them.

**H. INDUSTRIAL RELATIONS & HUMAN RESOURCE MANAGEMENT :**

The Company believes that human resource is the most important assets of the organization. It is not shown in the corporate balance sheet, but influences appreciably the growth, progress, profits and the shareholders' values. During the year your company continued its efforts aimed at improving the HR policies and processes to enhance its performance. The vision and mission of the company is to create culture and value system and behavioral skills to insure achievement of its short and long term objectives. The company has employed 93 persons by March, 2016.

**Cautionary Statement :**

Statement made in the Management Discussion & Analysis describing the company's objectives, projections, estimates, expectations may be "Forward-looking statements" within the meaning of applicable securities laws & regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the markets in which the company operates, changes in the government regulations, tax laws & other statutes and other incidental factors.

## ANNEXURE – IV

### CORPORATE GOVERNANCE REPORT

#### Corporate Governance and practices in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

##### 1. Company's philosophy on Code of Governance :

The compliance with the Corporate Governance provisions as specified in the Regulations 17 to 27 and clauses (b) to (i) of sub-regulation(2) of Regulation 46 and paras C,D and E of Schedule V of SEBI (Listing Regulations), 2015, are not applicable to the companies having Paid up share "Capital not exceeding Rs.10 Crores and Net Worth not exceeding Rs.25 Crore, as on the last day" of previous year. According to these regulations your company is not mandatorily required to comply with the provisions of these regulations, for the time being as the Paid up Share Capital of the company is not exceeding Rs.10 Crores and the Net Worth is not exceeding Rs.25 Crores, as on the last day of the previous year, however, the company has made all possible efforts to comply with the provisions of these regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Companies Act, 2013, during the year under review.

Corporate Governance helps to serve corporate purposes by providing a framework within which stake holders can pursue the objectives of the organization most effectively. Corporate Governance signifies acceptance by management of the inalienable rights of shareholders as the true owners of organization and of their own role as trustees on behalf of the shareholders. The company's essential character revolves around values based on transparency, integrity, professionalism and accountability. At the highest level, the company continuously endeavors to improve upon these aspects on an ongoing basis and adopts innovative approaches for leveraging resources, converting opportunities into achievements through proper empowerment and motivation, fostering a healthy growth and development of human resources to take the company forward.

##### 2. Board of Directors :

###### Composition :

The present Board of Directors consists of half of non-executive/independent directors. As of date, the Board Comprises of 4 (Four) whole time / executive directors and 1 (One) Promoter and non-executive and 6 (Six) non-executive / independent directors.

The number of non-executive/independent directors is more than 50% of the total number of directors. The Company, therefore, meets with the requirements relating to the composition of the Board of Directors.

The composition and category of Directors are as follows :

CATEGORY	NAME OF DIRECTORS	
Promoter & Executive Directors	Shri. Bharatbhai P. Patel Shri. Dineshbhai P. Patel Shri. Kiritkumar S. Patel Shri. Nirmal B. Patel	Managing Director Chairperson & Whole Time Director Whole Time Director Whole Time Director and CFO
Promoter & Non-Executive Director	Smt. Manjulaben B. Patel	Director
Independent & Non-Executive Directors	Shri. Jashwantkumar K. Patel Shri. Vasudevabhai L. Patel Shri. Ghanshyambhai C. Patel Shri. Dharmendra N. Patel Shri. Bhavikkumar R. Patel Shri Jinal A. Patel	

**Disclosure of relationships between Directors inter-se :**

Name of Directors	Relationship with other Director
Shri. Bharatbhai P. Patel	Shri. Bharatbhai P. Patel is Father of Shri. Nirmal B. Patel , husband of Smt. Manjulaben Patel and Brother in law of Shri. Kiritkumar S. Patel.
Shri. Dineshbhai P. Patel	Not, in any way, concern / interested / related with any of the other directors of the company
Shri. Kiritkumar S. Patel	Shri. Kiritkumar S. Patel is brother in law of Shri. Bharatbhai P. Patel, Brother of Smt. Manjulaben Patel and Maternal Uncle of Shri. Nirmal B. Patel.
Shri. Nirmal B. Patel	Shri. Nirmal B. Patel is son of Shri. Bharatbhai P. Patel and Smt. Manjulaben Patel and nephew of Shri. Kiritkumar S. Patel
Smt. Manjulaben B. Patel	Shri. Bharatbhai P. Patel is Husband, Shri. Nirmal B. Patel is Son and Shri. Kiritkumar S. Patel is Brother of Smt. Manjulaben Patel.
Shri. Jashwantkumar K. Patel	Not, in any way, concern / interested / related with any of the other directors of the company.
Shri. Vasudevabhai L. Patel	Not, in any way, concern / interested / related with any of the other directors of the company.
Shri. Ghanshyambhai C. Patel	Not, in any way, concern / interested / related with any of the other directors of the company.
Shri. Dharmendra N. Patel	Not, in any way, concern / interested / related with any of the other directors of the company.
Shri. Bhavikkumar R. Patel	Not, in any way, concern / interested / related with any of the other directors of the company.
Shri Jinal A. Patel	Not, in any way, concern / interested / related with any of the other directors of the company.

**Attendance of each Director at the Board meetings, Last Annual General Meeting and Number of Other Directorships and Chairmanships / Memberships of Committees of each Director in various companies, during the year 2015-2016 :**

Name of Directors	Attendance particulars		No. of Directorship and Committee Membership / Chairmanship		
	Board Meetings	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
Shri. Kanubhai S. Patel *	2	Absent	None	None	None
Shri. Bharatbhai P. Patel	6	Present	None	2	None
Shri. Dineshbhai P. Patel	7	Present	None	2	None
Shri. Kiritkumar S. Patel	7	Present	None	None	None
Shri. Nirmal B. Patel	7	Present	None	1	None
Smt. Manjulaben B. Patel	4	Present	None	None	None
Shri. Jashwantkumar K. Patel	4	Present	None	2	1
Shri. Vasudevabhai L. Patel	4	Present	None	1	None
Shri. Ghanshyam C. Patel	4	Present	None	1	None
Shri. Dharmendra N. Patel	4	Present	None	2	2
Shri. Sandipkumar J. Patel **	1	NA	None	None	None
Shri Jinal A. Patel	1	Present	None	1	None
Shri Bhaivkkumar R. Patel	2	Present	None	None	None

\*Shri Kanubhai S. Patel expired on 22.06.2016.

\*\*Shri Sandipkumar J. Patel has resigned w.e.f. 31.07.2015.

**Note :**

- I) Details of the Committee membership / chairmanship is in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ii) None of the Directors of the Company is a member of more than ten committees nor is the Chairman of more than five Committees across all the Companies in which he is a Director pursuant to Regulation 26 of SEBI (Listing Regulations), 2015.
- iii) Smt. Manjulaben Patel, Non- Executive Directors is not holding any shares or convertible instruments in the company during the year.

**Number of Board Meetings held and the dates on which held :**

Seven (7) Board Meeting were held during the year 2015-2016. The dates on which the meetings were held are : 07/05/2015, 28/05/2015, 12/08/2015, 28/10/2015, 06/11/2015, 12/01/2016 and 13/02/2016.

The Company has held at least one meeting every quarter and the maximum time gap between any two meetings was not more than 120 days.

As per the requirement of Regulation 17 read with Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information are made available to the Board. The agenda and the papers for consideration at the Board meeting are circulated to the Directors in advance before the meeting. Adequate information is circulated as part of the Board papers and is also made available at the Board meeting to enable the Board to take informed decisions. Where it is not practicable to attach supporting/relevant document(s) to the Agenda, the same are tabled at the meeting and specific reference to this is made in the Agenda.

**Code of Conduct :**

The Company has formulated and implemented a Code of Conduct for all Board members and senior management personnel of the Company in compliance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Code of Conduct is posted on the website of the company. The Code of Independent Director as per Schedule IV of the Companies Act, 2013 is forming part of the Code of conduct of the company.

**CEO / MD and CFO Certification :**

The Managing Director and Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8). The Managing Director and Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Performance Evaluation :**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit and Nomination and Remuneration Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairperson of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairperson and the Non- Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

**Familiarization Programme :**

As per Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board members of Minaxi Textiles Limited (Independent and Non-Independent) are offered every opportunity to familiarize themselves with the Company, its management and its operations and above all the Industry perspective and issues. They are made to interact with senior management personnel and are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry of which it is a part. The note on Familiarization Programme has been posted on the website of the company.

**Risk Management Policy :**

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures in compliance with the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Audit Committee and Board Members are reviewing and updating the said procedures and plans periodically.

**Policy for Selection and Appointment of Directors and their remuneration :****i) Criteria of selection of Non Executive Directors**

- a) The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in any of the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

**ii) Remuneration**

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings as detailed hereunder:

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

**Remuneration Policy for the Senior Management Employees**

- a) In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the Nomination and Remuneration Committee shall ensure / consider the following:
  - i. the relationship of remuneration and performance benchmark is clear;
  - ii. the balance between fixed and incentive pay, if any reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
  - iii. the remuneration may be divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
  - iv. the remuneration including annual increment and performance bonus may be decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance, industry benchmark and current compensation trends in the market.
- b) The Managing Director will carry out the individual performance review, while recommending the annual increment and performance incentive to the Nomination and Remuneration Committee for its review and approval.

### **iii) CEO / Managing Director/ Whole Time Director - Criteria for selection / appointment**

For the purpose of selection of the CEO / MD/ WTD, the Nomination and Remuneration Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board. The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

#### **Remuneration for the CEO / Managing Director/ Whole Time Director**

- a) At the time of appointment or re-appointment, the CEO / Managing Director/ Whole Time Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination and Remuneration Committee and the Board of Directors) and the CEO / Managing Director/ Whole Time Director within the overall limits prescribed under the Companies Act, 2013.
- b) The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- c) In determining the remuneration (including the fixed increment and performance bonus) the Nomination and Remuneration Committee shall ensure / consider the following:
  - the relationship of remuneration and performance benchmarks is clear;
  - balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
  - responsibility required to be shouldered by the CEO / Managing Director/ Whole Time Director, the industry benchmarks and the current trends;
  - the Company's performance vis-à-vis the annual budget achievement and individual performance.

### **3. Audit Committee :**

The Board of Directors of the Company has constituted an Audit Committee and has been reconstituted from time to time. The said Committee has been reconstituted by inducting qualified and independent members on the Committee, by the Board of directors of the company at its meeting held on 12<sup>th</sup> August, 2015, in terms of requirements of Section 177, the authority to Audit Committee i.e. terms of reference has been modified. The Audit Committee comprises of 3 (Three) Independent Non-Executive Directors namely Shri. Jashwantkumar K. Patel, Chairman, Shri. Vasudevabhai L. Patel, Shri. Ghanshyambhai C. Patel and 1(One) Executive Director Shri. Bharatbhai P. Patel members of the committee.

At present, the constitution, composition and functioning of the Audit Committee also meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms of reference of the Audit Committee are as under :

- i. to recommend appointment, remuneration and terms of appointment of Auditors of the company.
- ii. to review and monitor the auditor's independence and performance, and effectiveness of audit process,
- iii. to examine the financial statement and the auditor's report thereon.
- iv. to approve or any subsequent modification of transactions of the company with related parties.
- v. to scrutinize inter-corporate loans and investments,
- vi. to carry out valuation of undertakings or assets of the company, wherever it is necessary,
- vii. to evaluate the internal financial controls and risk management systems.
- viii. to monitor the end use of funds raised through public offers, if any, and related matters.
- ix. to formulate and oversee the vigil mechanism for the directors and employees to report their genuine concern or grievances. If any of the members of the committee have a conflict of interest in a particular case, they should recuse themselves and the others on the committee who deal with the matter on hand.

**Attendance of each Member of Audit Committee meetings held during the year ended on 31<sup>st</sup> March, 2016 :**

Name of Directors	Category	Status / Designation	No. of Meeting attended
Shri. Jashwantkumar K. Patel	Non-executive / Independent	Chairman	4
Shri. Vasudevabhai L. Patel	Non-executive / Independent	Member	4
Shri. Ghanshyam C. Patel	Non-executive / Independent	Member	4
Shri. Dharmendra N. Patel *	Non-executive / Independent	Member	2
Shri. Sandipkumar J. Patel **	Non-executive / Independent	Member	1
Shri. Bharatbhai P. Patel ***	Managing Director	Member	2

\*The Audit Committee was reconstituted in Board Meeting dtd. 12.08.2016, hence Shri Dharmendra Patel remain present in two Audit Committee meetings held before that date.

\*\*Shri Sandipkumar J. Patel resigned on 31.07.2015.

\*\*\* Shri Bharatbhai P. Patel, became the member of Audit Committee in the Board Meeting held on 12.08.2016 and remain present in two Audit Committee meetings held after that date.

The Committee met 4 (four) times during the year 2015-2016. The dates on which the Audit Committee meetings were held are 07/05/2015, 12/08/2015, 06/11/2015, and 13/02/2016. The maximum time gap between any two meetings was not more than 120 days. Members of the Audit Committee have requisite financial and management expertise. Shri. Jaswantkumar K. Patel has, being a Chairman of the Audit Committee, attended the last Annual General Meeting held on 30<sup>th</sup> September, 2015.

#### **4. Nomination and Remuneration Committee :**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 Rules framed there under, every listed company and prescribed class of companies, shall constitute Nomination and Remuneration Committee (NRC) of the Board consisting of 3 or more non-executive directors out of which not less than ½ shall be independent director.

In view of the above provision of law, the Board of Directors at its meeting held on 30<sup>th</sup> May, 2014 has constituted the Nomination and Remuneration Committee and entrusted with the responsibility of finalizing the remuneration of Executive / Whole Time Directors.

The Board of Directors at its meeting held on 11<sup>th</sup> February, 2015 has reconstituted NRC committee which was further reconstituted on 12<sup>th</sup> August, 2015 due to resignation of Shri Sandipkumar Patel. The new committee consists of Shri Dharmendra N. Patel, Chairman of the Committee/Independent Director, Shri. Jinal A. Patel, Shri Jashwantkumar Patel, Independent Directors and Shri Dineshbhai P. Patel, Chairman of the company and Whole Time Director, as member of the committee.

During the year ended the Nomination and Remuneration Committee were held on 07/05/2015, 12/08/2015 and 13/02/2016.

The powers (terms of reference) delegated to the committee are as under :

A. To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down.

The explanation "Senior Management" means personnel of the Company who are members of its core management team excluding Board of Directors comprising of all members of management one level below the executive directors, including the functional heads.

B. To lay down the criteria for appointment of persons in senior management and appointment of directors.

C. To recommend to the Board the person(s) to be appointed as directors and senior management and their

removal in accordance with the criteria laid down by the committee.

- D. To carry out evaluation of performance of every director.
- E. To formulate the criteria for determining qualifications, positive attributes and independence of a director.
- F. To recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees.

While formulating the policy the committee shall ensure that –

- a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.
  - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
  - c. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.
- G. To ensure that the remuneration policy formulated by the committee be disclosed in the Board's Report.

**Attendance of each Member of Audit Committee meetings held during the year ended on 31<sup>st</sup> March, 2016 :**

Name of Directors	Category	Status / Designation	No. of Meeting attended
Shri. Dharmendra N. Patel *	Non-executive / Independent	Chairman	1
Shri. Jinal A. Patel *	Non-executive / Independent	Member	0
Shri. Jashwantkumar Patel *	Non-executive / Independent	Member	1
Shri. Sandipkumar J. Patel **	Non-executive / Independent	Member	1
Shri. Ghanshyam Patel ***	Non-executive / Independent	Member	2
Shri. Vasudev Patel ***	Non-executive / Independent	Member	2
Shri. Dinesh P. Patel *	Chairman and whole time Director	Member	1

\* The NRC was reconstituted in Board Meeting dtd. 12.08.2015, hence Shri Dharmendra Patel, Shri Jinal Patel, Shri Jashwantkumar Patel and Shri Dinesh Patel remain present in NRC meetings held after that date.

\*\* Shri Sandipkumar J. Patel resigned on 31.07.2015.

\*\*\* Shri Ghanshyam Patel and Shri Vasudev Patel were the member of NRC before reconstitution of NRC and remain present in two NRC meetings held on 07.05.2015 and 12.08.2015.

**5. Details of Remuneration / Sitting Fees to the directors are as follows :**

Sr. No.	Name of Director and Designation	Total Remuneration / Fees Paid(₹)
1	Bharatbhai P. Patel, Managing Director	15,00,000
2	Dinesh P. Patel, Chairperson and Whole Time Director	9,60,000
3	Kiritkumar S. Patel, Whole Time Director	9,60,000
4	Nirmal B. Patel, Whole Time Director	7,20,000
5	Kanubhai S. Patel, Non-Executive Director *	4,000
6	Manjulaben Patel, Non-Executive Director	8,000
7	Jashwantkumar K. Patel, Independent Director	20,000
8	Vasudevabhai L. Patel, Independent Director	6,000
9	Dharmendra M. Patel, Independent Director	24,000
10	Ghanshyam C. Patel, Independent Director	22,000
11	Sandipkumar J. Patel, Independent Director **	6,000
12	Jinal A. Patel, Independent Director	2,000
13	Bhavikkumar R. Patel, Independent Director	6,000

\* Shri Kanubhai Patel expired on 22-06-2016

\*\* Shri Sandipkumar Patel resigned w.e.f. 31-07-2015

## **6. Stakeholders Relationship Committee :**

The company has re-constituted the Shareholders and Investors Grievance Committee vide resolution passed in the Board Meeting held on 29/07/2011.

According to Section 177 the company is required to constitute a Stakeholders Relationship Committee consisting of a Chairman who shall be a non executive directors and such other members as may be decided by the Board.

In view of the above provision, the company has changed the name of the Shareholders and Investors Grievance Committee to Stakeholders Relationship Committee.

The Board of Directors of the Company has re-constituted a Stakeholders Relationship Committee. The Stakeholders Relationship Committee comprises of Four Directors namely Shri Dharmendra N. Patel, Independent Director as Chairman of the Committee, Shri. Bharatbhai P. Patel, Shri. Dineshbhai P. Patel and Shri. Nirmal B. Patel, members of the committee. The Committee, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with the securities transfers. The Committee also looks into redressal of shareholders' complaints like transfer of shares, non-receipts of balance sheet, non-receipt of declared dividends etc. The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement in the quality of investor services.

The Board has designated Shri. Sandip Solanki, Company Secretary as the Compliance Officer w.e.f. 07.07.2016. As required by Regulation 46(2)(j) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has designated the below cited email ID of the grievance redressal division / compliance officer exclusively for the purpose of registering complaints by investors. E-Mail ID : [minaxitx@yahoo.com](mailto:minaxitx@yahoo.com)

The total number of complaints received and replied to the satisfaction of shareholders during the year under review was NIL and outstanding complaints as on 31<sup>st</sup> March, 2016 was NIL.

None of the request for transfers, dematerialization and re-materialization was pending for approval as on 31<sup>st</sup> March, 2016.

### **Amount Transferred to IEPF Account**

As per the provision of Section 205C of the Companies Act, 1956, the Company is required to transfer the unclaimed Dividends, remaining unclaimed and unpaid for a period of seven years from the due date to the Investor Education and Protection Fund (IEPF) set up by the Central Government.

As the company has not declared dividend after 2006-2007, question of transferring Unclaimed Dividend to the Investor Education and Protection Fund (IEPF) established by the Central Government does not arise.

## 7. Annual General Body Meetings.

Location, date and time for last three Annual General Meetings were as follows

Year	Location	Date	Time
2012-13	Plot No.3311, Unit No. 2, GIDC Industrial Estate, Phase-IV, Village Chhatral, Taluka Kalol, Dist – Gandhinagar (N.G)	30-9-2013	11.00 am
2013-14	Plot No.3311, Unit No. 2, GIDC Industrial Estate, Phase-IV, Village Chhatral, Taluka Kalol, Dist – Gandhinagar (N.G)	30-9-2014	11.00 am
2014-15	Plot No.3311, GIDC, Phase-IV, Village Chhatral, Taluka Kalol, Dist – Gandhinagar (N.G) - 382729	30-9-2015	11.00 am

### Whether any Special Resolutions :

- |     |                                                    |      |
|-----|----------------------------------------------------|------|
| (a) | Were put in the previous three AGM                 | : No |
| (b) | Were put through Postal Ballot last year           | : No |
|     | Details of voting pattern                          | : NA |
|     | Persons who conducted postal ballot exercise       | : NA |
| (c) | Are proposed to be conducted through postal ballot | : No |
| (d) | Procedure for postal ballot                        | : NA |

## 8. Means of Communication

The Company regularly intimates quarterly un-audited as well as yearly audited financial results to the Stock Exchanges, immediately after the same are taken on record by the Board. This results are normally published in an English daily newspaper and in a Gujarati Daily Newspaper. These are not sent individually to the Shareholders. The Un-Audited Quarterly Results and yearly Audited Financial Results are placed on the website of the company. All price sensitive information and announcements, if any, are communicated immediately after the Board decisions to the Stock Exchanges, where the company's share are listed, for dissemination to the Shareholders.

## 9. General Shareholder Information

### 9.1 Company Registration Details

The Company is registered under The Companies Act, 1956 with the Office of Registrar of Companies, Gujarat, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is : L17119GJ1995PLC025007.

### 9.2 21<sup>st</sup> Annual General Meeting

Date : 30<sup>th</sup> day of September, 2016

Time : 11:00 am

Venue : Plot No.3311, GIDC, Phase-IV, Chhatral, Taluka Kalol, Dist – Gandhinagar (N.G) - 382729

### 9.3 Financial Year / Calendar (tentative)

The Company follows April to March as its Financial Year. The results for every quarter beginning from April are being declared as per the Listing Agreement / SEBI (Listing Regulations), 2015.

### 9.4 Date of Book closure

The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 24<sup>th</sup> day of September, 2016 to Friday, 30<sup>th</sup> day of September, 2016 (both days inclusive).

### 9.5 Listing of Equity Shares on Stock Exchanges at : Bombay Stock Exchange Limited

Annual listing fees for the year 2015-2016, as applicable, has been paid.

#### Stock Code

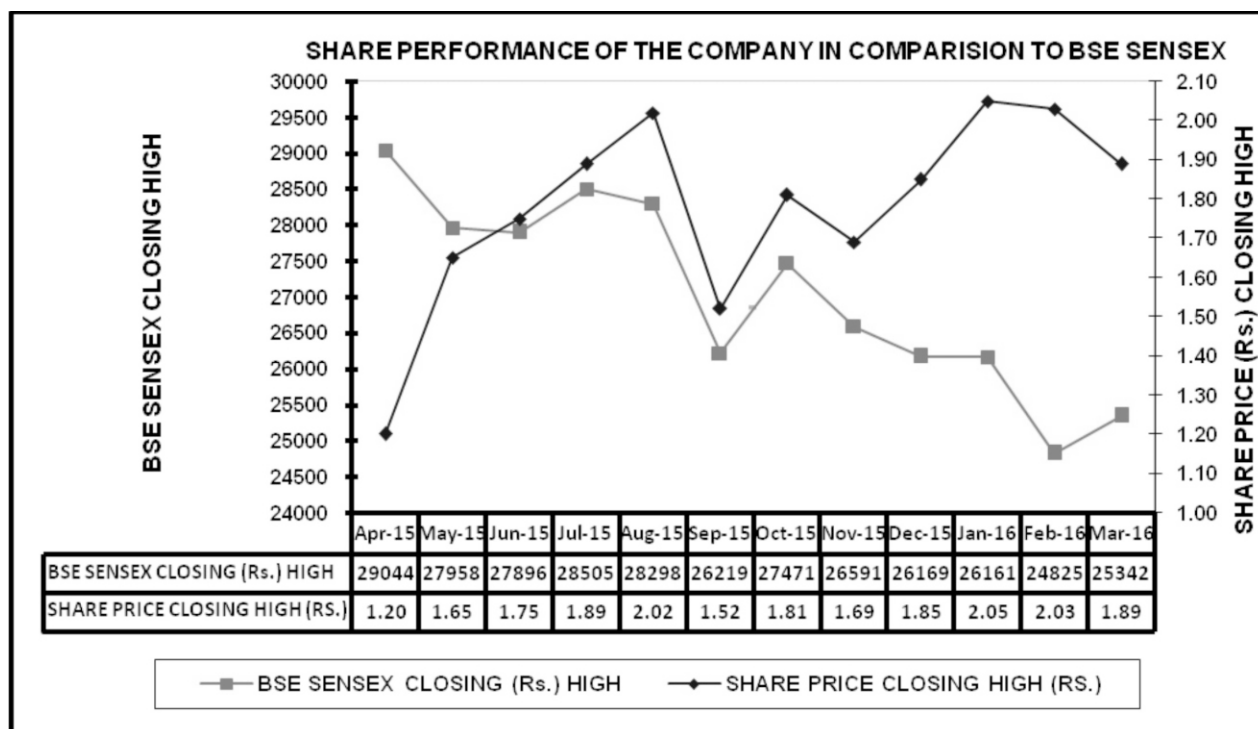
Bombay Stock Exchange Code : 531456

Demat ISIN Number in NSDL & CDSL for Equity Shares : INE952C01028

### 9.6 Market Price Information and Other information concerning the shares

The table below sets forth, for the periods indicated, the Closing high and low and volume of trading activity on the BSE for the shares

Month	Low (₹)	High (₹)	Volume
April, 2015	1.04	1.20	12761
May, 2015	1.14	1.65	155893
June, 2015	1.26	1.75	118294
July, 2015	1.17	1.89	254416
August, 2015	1.35	2.02	667395
September, 2015	1.30	1.52	127682
October, 2015	1.21	1.81	377682
November, 2015	1.44	1.69	86546
December, 2015	1.61	1.85	168536
January, 2016	1.64	2.05	605428
February, 2016	1.76	2.03	417106
March, 2016	1.56	1.89	63984
<b>Total</b>			<b>3055723</b>



## 9.7 Registrar and Transfer Agents

<b>Link Intime India Pvt. Ltd.</b>	
<b>Head Office : Mumbai</b> 13, Pannalal Silk Mills Compound L.B.S. Marg, Bhandup (West) Mumbai : 400 078 Ph. : 022-25963838 Fax : 022-25946969 E-mail : <a href="mailto:mumbai@linkintime.co.in">mumbai@linkintime.co.in</a> Website : <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>	<b>Branch Office : Ahmedabad</b> 303, 3 <sup>rd</sup> floor, Shoppers Plaza, Opp. Municipal Market, B/h. Shoppers Plaza II Off. C. G. Road, Ahmedabad - 380 009. Phone : 079 26465179 Fax : 079 26465179 E-Mail : <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a> Website : <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>

## 9.8 Change In Registrar and Share Transfer Agent

As per SEBI Order No. WTM/RKA/MIRSD2/41/2016 dated 22/03/2016, the company was required to switch over the activities related to a share transfer registrar and to appointment new Registrar to Share Transfer Agent. In due compliance of SEBI Order, the company change its Registrar and Share Transfer Agent from Sharepro Services (India) Private Limited to Link Intime India Private Limited during the first quarter of the current financial year.

## 9.9 Share Transfer / Demat System

All the shares related work was undertaken by our R & T Agent, Sharepro Services (India) Private Limited. To expedite the process of share transfer, transmission, split, consolidation, re-materialization and de-materialization etc. of securities of the Company, the Board of Directors has delegated the power of approving the same to the Company's R & T Agent under the supervision and control of Compliance Officer, who is placing a summery statement of transfer / transmission etc. of securities of the Company at the meeting of the Stakeholders Relationship Committee.

Share lodged for transfer at the R & T Agents address in physical form are normally processed and approved within 15 days from the date of received, subject to the documents been valid and complete in all respect. Normally, all the request for de- materialization of shares are processed and the confirmation is given to the Depository within 15 days. The investors / shareholders grievances are also taken-up by our R & T Agent.

The Company has obtained and filed with the Stock Exchange(s), the half yearly certificates from a Company Secretary in Practice for due compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement / Regulation 40(2) of SEBI (Listing Regulations), 2015.

## 9.10 Distribution Schedule and Shareholding Pattern as on 31<sup>st</sup> March, 2016

<b>Distribution of shareholding as on March 31, 2016</b>				
<b>No. of equity shares held</b>	<b>No. of holders</b>	<b>%</b>	<b>No. of shares</b>	<b>% of Total</b>
1 - 500	1068	24.28	299981	0.61
501 - 1000	1043	23.72	1008054	2.04
1001 - 2000	642	14.60	1175691	2.38
2001 - 3000	339	7.71	943286	1.91
3001 - 4000	118	2.68	443233	0.90
4001 - 5000	418	9.50	2073624	4.20
5001 - 10000	407	9.25	3503563	7.09
10001 - 20000	162	3.68	2456637	4.97
Above 20000	201	4.57	37511931	75.91
<b>Total</b>	<b>4398</b>	<b>100.00</b>	<b>49416000</b>	<b>100.00</b>

### Shareholding Pattern as on March 31, 2016

Sr. No.	Category	As On March 31, 2016		As On March 31, 2015	
		Nos. of Shares Held	Voting Strength %	Nos. of Shares Held	Voting Strength %
1	Promoters	18824008	38.09	18724800	37.89
2	Mutual Fund & UTI	NIL	NIL	NIL	NIL
3	Bank, Financial Institutions (FI's), Insurance Companies	NIL	NIL	NIL	NIL
4	Foreign Institutional Investors (FII's)	NIL	NIL	NIL	NIL
5	Private Bodies Corporate	3485179	7.06	2577401	5.22
6	Indian Public	26998093	54.63	28015755	56.69
7	Any other (i) Non Resident Indian	97369	0.20	98044	0.20
	(ii) Clearing Member	11351	0.02	0	0.00
Total		49416000	100.00	49416000	100.00

#### 9.11 Dematerialization of Shares and Liquidity

The Company's Shares are in compulsory de-mate segment and Presently shares are held in electronic and physical mode (96.86% of shares in demat, 3.14% in physical mode.). Company's shares are easily traded on Bombay Stock Exchange Limited.

#### 9.12 Plant Location

Plot No.3311, GIDC, Phase-IV, Chhatral, Taluka Kalol, Dist – Gandhinagar (N.G) - 382729

#### 9.13 Address for correspondence :

a)	Investor correspondence for transfer / dematerialization of shares, payment of dividend on shares and any other query relating to the shares of the company.	Link Intime India Private Limited 303, 3 <sup>rd</sup> Floor, Shoppers Plaza, Opp. Municipal Market, B/h Shopper Plaza II Off. C.G. Road, Ahmedabad – 380 009. Phone : 079 26465179 Fax : 079 26465179 e-Mail : <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a>
b)	Any query on Payment of Dividend on shares, if any, and Annual Report	Plot No. 3311, GIDC, Phase-IV, Village Chhatral, Taluka-Kalol, Dist. Gandhinagar (N.G) - 382729, Gujarat Tel. No. : 91-02764-234008 : 91-02764-234142 e-Mail : <a href="mailto:minaxitx@yahoo.com">minaxitx@yahoo.com</a>

#### 9.14 Reconciliation of Share Capital Audit

The Reconciliation of Share Capital Audit of the Company prepared in terms of SEBI Circular No. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 reconciling the total shares held in both the depositories, viz NSDL and CDSL and in physical form with the total issued / paid-up capital of the Company were placed before the Board of Directors every quarter and also submitted to the Stock Exchange(s) every quarter.

**10. Disclosures :**

- 10.1 There are no materially significant related party transactions i.e. transactions of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflicts with the interests of the company at large in the financial year 2015-2016.
- 10.2 The company does not have any subsidiaries, associate company or joint venture.
- 10.3 There has been no instance of non-compliance by the company on any matter related to capital markets, during the last three years and hence no penalties or strictures have been imposed on the company by Stock Exchange(s) or SEBI or any other statutory authority.
- 10.4 There have been no public issues, right issues or other public offerings during the last five years. The company has not issued any GDRs / ADRs / Warrants or any Convertible Instruments.
- 10.5 The Company has a vigil mechanism / Whistle Blower Policy to deal with unethical behaviour, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee. The details of the Policy is also posted on the website of the Company.
- 10.6 The Company has complied with all the mandatory requirements of the SEBI (LODR) Regulations, 2015.

**Annual Certificate under Regulation 34(3) read with Schedule V(D)  
of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.**

**DECLARATION**

As required under Regulation 34(3) read with Schedule V(D) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, I hereby declare that all the Board members and senior management personnel of the Company have complied with the Code of Conduct of the Company for the year ended March 31, 2016.

Place : Chhatral

Date : 27/05/2016

Bharatbhai P. Patel  
Managing Director  
DIN : 00161825

## **CERTIFICATE BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER**

To  
The Board of Directors  
**Minaxi Textiles Limited,**

This is to certify that the Financial Statements for the year ended on 31<sup>st</sup> March, 2016 do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading and these statements present true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

It is further certified to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct and we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we 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.

We have indicated to the auditors and the Audit Committee :

- 1 Significant changes in internal control over financial reporting during the year;
- 2 Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- 3 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.

This certificate is issued in due compliance of provision to Regulation sub-regulation (8) of Regulation 17 of SEBI (LODR) Regulations, 2015.

Dated 27<sup>th</sup> day of May, 2016.

For, Minaxi Textiles Limited

Bharatbhai P. Patel  
Managing Director  
DIN : 00161825

Nirmal B. Patel  
Chief Financial Officer  
DIN : 03584745

**ANNEXURE – V**  
**AUDITOR’S CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members of Minaxi Textiles Limited.

We have examined the compliance of condition of corporate governance by Minaxi Textiles Limited ('the Company') for the year ended 31<sup>st</sup> March, 2016 as stipulated in Clause 49 of Listings Agreement for the period from 1<sup>st</sup> April, 2015 to 30<sup>th</sup> November, 2015 and as stipulated in the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period 1<sup>st</sup> December, 2015 to 31<sup>st</sup> March, 2016.

The compliance of condition of corporate governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation there of, adopted by the Company for ensuring the compliance with the conditions of the corporate governance as stipulated in the said clause. It is neither an audit nor an expression of opinion of the financial statements of the Company.

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

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

For **RRS & Associates**  
Chartered Accountants

**Hitesh V. Kirplani**  
**Partner**  
**Membership No. : 140693**

Place : Ahmedabad  
Date : 13<sup>th</sup> August, 2016

## **ANNEXURE – V**

### **CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of Minaxi Textiles Limited.

We have examined the compliance of condition of corporate governance by Minaxi Textiles Limited ('the Company') for the year ended 31<sup>st</sup> March, 2016 as stipulated in Clause 49 of Listings Agreement for the period from 1<sup>st</sup> April, 2015 to 30<sup>th</sup> November, 2015 and as stipulated in the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period 1<sup>st</sup> December, 2015 to 31<sup>st</sup> March, 2016.

The compliance of condition of corporate governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation there of, adopted by the Company for ensuring the compliance with the conditions of the corporate governance as stipulated in the said clause. It is neither an audit nor an expression of opinion of the financial statements of the Company.

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

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

**Place : Ahmedabad**  
**Date : 13/08/2016**

**For, Ashok P. Pathak & Co.**  
**Company Secretaries**

**Ashok P. Pathak**  
**Proprietor**  
**ACS No. 9939**  
**COP No. 2662**

## ANNEXURE – VI

FORM NO. MR.3

### **SECRETARIAL AUDIT REPORT**

*FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2016*

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

To,  
The Members,  
**Minaxi Textiles Limited,**  
Plot No. 3311, GIDC, Phase - IV  
Chhatral, Ta. : Kalol,  
Dist : Gandhinagar (N.G.) - 382729

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

Based on our verification of the Minaxi Textiles Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Minaxi Textiles Limited ("the Company") for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of :

- (I) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) The following are other laws specifically applicable to the company:
  - (a) Textiles (Development and Regulation) Order, 2001.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

We hereby report that during the period under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation(s) :

- a) The company has not appointed a Company Secretary as part of Key Managerial Personnel (KMP) according to the requirements of Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**We further report that**

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

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

There were no dissenting views on any matter.

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

**We further report that** during the audit period the company has no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

Place : Ahmedabad  
Date : 12/08/2016

For, Ashok P. Pathak & Co.  
Company Secretaries

Ashok P. Pathak  
ACS No. 9939  
COP No. 2662

**Note:** This report is to be read with our letter of even date which is annexed as **Annexure I** and forms an integral part of this report.

## **ANNEXURE- I**

To,

The Members,  
Minaxi Textiles Limited,  
Plot No. 3311, GIDC, Phase - IV  
Chhatral, Ta. : Kalol,  
Dist : Gandhinagar (N.G.) - 382729

Our report of 12<sup>th</sup> August, 2016 is to be read along with this letter

1. Maintenance of Secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we follow provide a responsible basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Ahmedabad  
Date : 12/08/2016

For, Ashok P. Pathak & Co.  
Company Secretaries

Ashok P. Pathak  
ACS No. 9939  
COP No. 2662

## ANNEXURE – VII

**FORM NO. MGT.9**

**EXTRACT OF ANNUAL RETURN**

**as on the financial year ended on 31.03.2016**

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

### I. REGISTRATION AND OTHER DETAILS

i	CIN	<b>L17119GJ1995PLC025007</b>
ii	Registration Date	<b>14.03.1995</b>
iii	Name of the Company	<b>Minaxi Textiles Limited</b>
iv	Category / Sub-Category of the Company	<b>Company limited by shares</b>
v	Address of the Registered office and contact details	<b>Plot No 3311, GIDC, Phase IV, Chhatral, Ta : Kalol, Dist. Gandhinagar (N.G.) - 382729 Ph. (027464) 234008 Email : <a href="mailto:minaxitx@yahoo.com">minaxitx@yahoo.com</a></b>
vi	Whether listed company Yes / No	<b>Yes</b>
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. <b>Branch Office :</b> 303, 3rd Floor, Shoppers Plaza, Opp. Municipal Market, B/h. Shopper Plaza II, Off. C. G. Road, Ahmedabad - 380 009. Ph. : 079 - 26465179 Fax : 079 - 26465179 e-mail : <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a>

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the product / service	% to total turnover of the company
1	Weaving, Manufacture of Cotton and Cotton Mixture Fabrics	13121	100
2			
3			

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES,

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% Of Shares Held	Applicable Section
1	NOT APPLICABLE				
2					

#### 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	
<b>A.Promoters</b>									
<b>(1) Indian</b>									
Individual/ HUF	18707800	17000	18724800	37.89	18802008	22000	18824008	38.09	0.2
Central Govt	0	0	0	0	0	0	0	0	0
State Govt (s)	0	0	0	0	0	0	0	0	0
Bodies Corp.	0	0	0	0	0	0	0	0	0
Banks/FI	0	0	0	0	0	0	0	0	0
Any Other ..	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	18707800	17000	18724800	37.89	18802008	22000	18824008	38.09	0.2
<b>(2) Foreign</b>									
NRIs	0	0	0	0	0	0	0	0	0
Individuals									
Other Individuals	0	0	0	0	0	0	0	0	0
Bodies Corp.	0	0	0	0	0	0	0	0	0
Banks / FI	0	0	0	0	0	0	0	0	0
Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total shareholding of Promoter (A) = (A)(1)+(A)( 2)	18707800	17000	18724800	37.89	18802008	22000	18824008	38.09	0.2
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
Mutual Funds	0	0	0	0	0	0	0	0	0
Banks/FI	0	0	0	0	0	0	0	0	0
Central Govt	0	0	0	0	0	0	0	0	0
State Govt(s)	0	0	0	0	0	0	0	0	0
Venture Capital Funds	0	0	0	0	0	0	0	0	0
Insurance Companies	0	0	0	0	0	0	0	0	0
FIs	0	0	0	0	0	0	0	0	0
Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B) (1):-	0	0	0	0	0	0	0	0	0

<b>2. Non-Institutions</b>									
a) Bodies Corp.									
I) Indian	2522401	55000	2577401	5.22	3430179	55000	3485179	7.05	1.83
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
I) Individual shareholders holding nominal share capital upto ₹ 1 lakh	16651332	1511600	18162932	36.76	16169317	1500600	17669917	35.76	(1.00)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	9515823	337000	9852823	19.94	8992176	336000	9328176	18.88	(1.06)
Others Clearing Members and Foreign Individuals or NRI	73044	25000	98044	0.20	83720	25000	108720	0.22	0.02
Sub-total (B) (2):-	28762600	1928600	30691200	62.11	28675392	1916600	30591992	61.91	(0.2)
Total Public Shareholding (B) = (B)(1) + (B)(2)	28762600	1928600	30691200	62.11	28675392	1916600	30591992	61.91	(0.2)
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	47470400	1945600	49416000	100.00	47477400	1938600	49416000	100.00	0.00

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of shares	% of total shares of the company	% of shares Pledged/ encumbered to total share	No. of shares	% of total shares of the company	% of shares Pledged/ encumbered to total share	% change in share Holding during the year
1	Bharatbhai Prabhudas Patel	8977850	18.17	NIL	8977850	18.17	NIL	NIL
2	Dinesh Patel	4438171	8.98	NIL	4459738	9.02	NIL	0.04
3	Kiritkumar Patel	4136606	8.37	NIL	4163297	8.42	NIL	0.05
4	Kanubhai Somabhai Patel	321702	0.65	NIL	321702	0.65	NIL	NIL
5	Nirmal Bharatbhai Patel	754890	1.53	NIL	805840	1.63	NIL	0.10
6	Sujalbhai Kanubhai Patel	95581	0.19	NIL	95581	0.19	NIL	NIL
	<b>TOTAL</b>	<b>18724800</b>	<b>37.89</b>	<b>NIL</b>	<b>18824008</b>	<b>38.09</b>	<b>NIL</b>	<b>0.2</b>

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

Sl No.		Date of Purchase/ Sale of shares	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	Bharatbhai Prabhudas Patel					
	At the beginning of the year		8977850	18.17		
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	NO CHANGE DURING THE YEAR				
	At the End of the year				8977850	18.17
2	Nirmal Bharatbhai Patel					
	At the beginning of the year		754890	1.53		
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc): Reason of Change : <b>Buy</b>	02/06/15	1000	0.002		
		24/07/15	2000	0.004		
		27/07/15	7700	0.01558		
		29/07/15	1600	0.0032		
		30/07/15	3100	0.00627		
		20/08/15	400	0.0008		
		21/08/15	450	0.0009		
		15/09/15	500	0.0010		
		09/10/15	3000	0.006		
		13/10/15	1100	0.0022		
		14/10/15	1100	0.0022		
		15/10/15	200	0.0004		
		16/10/15	1000	0.002		
		05/11/15	1000	0.002		
		24/11/15	1000	0.002		
		26/11/15	1000	0.002		
		04/12/15	1000	0.002		
		07/12/15	1000	0.002		
		09/12/15	1000	0.002		
		10/12/15	1000	0.002		
		17/12/15	6600	0.0133		
		06/01/16	5100	0.010		
		07/01/16	2400	0.0048		
		12/01/16	1200	0.002		
		14/01/16	3000	0.00607		
		18/01/16	2500	0.00505		
	At the End of the year				805840	1.63

SI No.		Date of Purchase/ Sale of shares	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	Sujalbhai Kanubhai Patel					
	At the beginning of the year		95581	0.19		
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	NO CHANGE DURING THE YEAR				
	At the End of the year				95581	0.19
4	Dineshbhai P. Patel					
	At the beginning of the year		4438171	8.98		
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	31/12/15	20685	0.042		
		31/12/15	2000	0.004		
		19/02/16	(1118)	0.002		
	Reason of Change: <b>Folio Merged and Sell</b>					
	At the End of the year				4459738	9.02
5	Kiritkumar S. Patel					
	At the beginning of the year		4136606	8.37		
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	31/12/15	23691	0.0479		
		31/12/15	3000	0.0060		
	Reason of Change : <b>Folio Merged</b>					
	At the End of the year				4163297	8.42
6	Kanubhai S. Patel					
	At the beginning of the year		321702	0.65		
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	NO CHANGE DURING THE YEAR				
	At the End of the year				321702	0.65

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

SI No.		Date of Purchase/ Sale of shares	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Top 10 Shareholders		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mukesh Purshottamdas Patel					
	At the beginning of the year		2622720	5.31		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc): Reason for change : <b>Sell</b>	14/08/15	(17000)			
	At the End of the year (or on the date of separation, if separated during the year)				2605720	5.27
2	C. D. Integrated Services Limited					
	At the beginning of the year		494908	1.00		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc): Reason for change : <b>Buy</b>	22/05/15 29/05/15 05/06/15 12/06/15 19/06/15 26/06/15 10/07/15 17/07/15 24/07/15 30/07/15 07/08/15 14/08/15 21/08/15 04/09/15 11/09/15 18/09/15 25/09/15 30/09/15 09/10/15 16/10/15 23/10/15	18100 15000 63109 37200 31221 8713 5500 276 27445 3123 -18384 262640 80646 1200 46734 53262 1721 2160 22107 105000 20000	0.04 0.03 0.13 0.08 0.06 0.02 0.01 0.00 0.06 0.01 -0.04 0.53 0.16 0.00 0.09 0.11 0.00 0.00 0.04 0.21 0.04		

SI No.		Date of Purchase/ Sale of shares	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
	For Each of the Top 10 Shareholders					
		30/10/15	24410	0.05		
		06/11/15	1995	0.00		
		13/11/15	10396	0.02		
		20/11/15	100	0.00		
		27/11/15	5885	0.01		
		04/12/15	18700	0.04		
		15/01/16	6468	0.01		
		22/01/16	4500	0.01		
		29/01/16	2262	0.00		
		05/02/16	50000	0.10		
		12/02/16	118074	0.24		
		19/02/16	10	0.00		
		01/03/16	25	0.00		
	At the End of the year (or on the date of separation, if separated during the year)				1524506	3.085
3	M P Patel Infrastructure Pvt. Ltd.					
	At the beginning of the year		1127830	2.28		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NO CHANGE DURING THE YEAR				
	At the End of the year (or on the date of separation, if separated during the year)				1127830	2.28
4	Suman S. Asrani					
	At the beginning of the year		743250	1.50		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NO CHANGE DURING THE YEAR				
	At the End of the year (or on the date of separation, if separated during the year)				743250	1.50

SI No.		Date of Purchase/ Sale of shares	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
	For Each of the Top 10 Shareholders					
5	Sarojdevi Satyanarayan Kabra					
	At the beginning of the year		523190	1.06		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NO CHANGE DURING THE YEAR				
	At the End of the year (or on the date of separation, if separated during the year)				523190	1.06
6	Mukesh Purshottamdas Patel					
	At the beginning of the year		513928	1.04		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NO CHANGE DURING THE YEAR				
	At the End of the year (or on the date of separation, if separated during the year)				513928	1.04
7	Shah Kenul Hemantkumar					
	At the beginning of the year		477238	0.97		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc): <b>Buy</b>	25/03/16	12000	0.02		
	At the End of the year (or on the date of separation, if separated during the year)				489238	0.99
8	Hemant Rajendra Shah					
	At the beginning of the year		92209	0.1866		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc) Reason for Change : <b>Buy</b>	25/03/16	265045	0.5363		
	At the End of the year (or on the date of separation, if separated during the year)				357254	0.7229

SI No.		Date of Purchase/ Sale of shares	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
	For Each of the Top 10 Shareholders					
9	Raj Rajnikant Chokshi					
	At the beginning of the year		281313	0.57		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NO CHANGE DURING THE YEAR				
	At the End of the year (or on the date of separation, if separated during the year)				281313	0.57
10	Sunitadevi N. Agrawal					
	At the beginning of the year		265000	0.54		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NO CHANGE DURING THE YEAR				
	At the End of the year (or on the date of separation, if separated during the year)				265000	0.54
11	Damyanti Agrawal					
	At the beginning of the year		244000	0.49		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):	NO CHANGE DURING THE YEAR				
	At the End of the year (or on the date of separation, if separated during the year)				244000	0.49
12	Nita Nitin Buricha					
	At the beginning of the year		200169	0.41		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc) Reasons for Change : <b>Sell</b>	11.01.16	(200169)	0.41		
	At the End of the year (or on the date of separation, if separated during the year)				0.00	0.00

SI No.		Date of Purchase/ Sale of shares	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
	For Each of the Top 10 Shareholders					
13	Dipak Ramniklal Shah					
	At the beginning of the year		188110	0.38		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc)	NO CHANGE DURING THE YEAR				
	At the End of the year (or on the date of separation, if separated during the year)				188110	0.38

(v) Shareholding of Directors and Key Managerial Personnel:

Sl No.		Date of Purchase/ Sale of shares	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
	For Each of the Directors and KMP					
1	Bharatbhai P. Patel, Managing Director					
	At the beginning of the year		8977850	18.17		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): Reason for Change :	NO CHANGE DURING THE YEAR				
	At the End of the year				8977850	18.17
2	Nirmal B. Patel, Whole Time Director					
	At the beginning of the year		754890	1.53		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): Reason for Change : <b>Buy</b>	02/06/15	1000	0.002		
		24/07/15	2000	0.004		
		27/07/15	7700	0.01558		
		29/07/15	1600	0.0032		
		30/07/15	3100	0.00627		
		20/08/15	400	0.0008		
		21/08/15	450	0.0009		
		15/09/15	500	0.0010		
		09/10/15	3000	0.006		
		13/10/15	1100	0.0022		
		14/10/15	1100	0.0022		
		15/10/15	200	0.0004		
		16/10/15	1000	0.002		
		05/11/15	1000	0.002		
		24/11/15	1000	0.002		
		26/11/15	1000	0.002		
		04/12/15	1000	0.002		
		07/12/15	1000	0.002		
		09/12/15	1000	0.002		
		10/12/15	1000	0.002		
		17/12/15	6600	0.0133		
		06/01/16	5100	0.010		
		07/01/16	2400	0.0048		
		12/01/16	1200	0.002		
		14/01/16	3000	0.00607		
		18/01/16	2500	0.00505		
	At the End of the year				805840	1.63

SI No.		Date of Purchase/ Sale of shares	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	Dineshbhai P. Patel					
	At the beginning of the year		4438171	8.98		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): Reason for change: <b>Folio Merged and Sell</b>	31/12/15 31/12/15 19/02/16	20685 2000 (1118)	0.042 0.004 0.002		
	At the End of the year				4459738	9.02
4	Kiritkumar S. Patel					
	At the beginning of the year		4136606	8.37		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): Reason for change : Folio Merged	31/12/15 31/12/15	23691 3000	0.0479 0.0060		
	At the End of the year				4163297	8.42
5	Kanubhai S. Patel					
	At the beginning of the year		321702	0.65		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE DURING THE YEAR				
	At the End of the year				321702	0.65
6	Jaswantkumar K. Patel					
	At the beginning of the year		NIL	NIL		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE DURING THE YEAR				
	At the End of the year				NIL	NIL

Sl No.		Date of Purchase/ Sale of shares	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7	Vasudevbbhai L. Patel					
	At the beginning of the year		NIL	NIL		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE DURING THE YEAR				
	At the End of the year				NIL	NIL
8	Jinal A. Patel					
	At the beginning of the year		NIL	NIL		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE DURING THE YEAR				
	At the End of the year				NIL	NIL
9	Ganshyam C. Patel					
	At the beginning of the year		NIL	NIL		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE DURING THE YEAR				
	At the End of the year				NIL	NIL
10	Dharmendra N. Patel					
	At the beginning of the year		1400	0.00283		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE DURING THE YEAR				
	At the End of the year				1400	0.00283

SI No.		Date of Purchase/ Sale of shares	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
11	Manjulaben B. Patel					
	At the beginning of the year		NIL	NIL		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE DURING THE YEAR				
	At the End of the year				NIL	NIL
12	Bhavikkumar R. Patel					
	At the beginning of the year		NIL	NIL		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE DURING THE YEAR				
	At the End of the year				NIL	NIL

## V. INDEBTEDNESS

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

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	26,86,99,436	2,58,38,328	0	29,45,37,764
ii) Interest due but not paid	7,36,722	87,568	0	8,24,290
iii) Interest accrued but not due	0	0	0	0
<b>Total (i + ii + iii)</b>	26,94,36,158	2,59,25,896	0	29,53,62,054
Change in Indebtedness during the financial year				
* Addition	60,81,32,819	63,41,589	0	61,44,74,407
* Reduction	63,92,28,951	1,37,34,550	0	65,29,63,501
Net Change	-3,10,96,132	-73,92,962	0	-3,84,89,094
Indebtedness at the beginning of the financial year				
i) Principal Amount	23,83,40,026	1,79,47,205	0	25,62,87,231
ii) Interest due but not paid	0	5,85,729	0	5,85,729
iii) Interest accrued but not due	0	0	0	0
<b>Total (i + ii + iii)</b>	23,83,40,026	1,85,32,934	0	25,68,72,960

**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 ₹ in Thousand
		Bharatbhai Patel Managing Director	Nirmal Patel, WTD	Dinesh Patel, WTD	Kiritkumar Patel, WTD	
1	Gross Salary					
	(a) salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1500	720	960	960	4140
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	--
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of Profit - Others Specify	-	-	-	-	--
5	Others, please Specify					
	Total (A) (in'000)	1500	720	960	960	4140
	Ceiling as per the Act	4200	4200	4200	4200	16800

**B. Remuneration / Fees to other directors:**

Sl. no.	Particulars of Remuneration	Name of Directors					Total Amount In ₹
		Vasudev <b>bhai</b> Patel	Jaswant <b>kumar</b> Patel	Dharm <b>endra</b> Patel	Gansh <b>yam</b> Patel	Sandip <b>kumar</b> Patel	
	<b>Independent Directors</b>						
	Fee for attending board committee meetings	6000	20000	24000	22000	6000	78000
	Commission	-	-	-	-	-	-
	Others, Please Specify	-	-	-	-	-	-
	<b>Total (1)</b>	6000	20000	24000	22000	6000	78000
	Total Managerial Remuneration Overall Clling As Per the Act	100000	100000	100000	100000	100000	-

Sl. no.	Particulars of Remuneration	Name of Directors					Total Amount In ₹
		<b>Jinal Patel</b>	<b>Bhavikkumr Patel</b>				
	<b>Independent Directors</b>						
	Fee for attending board committee meetings	2000	6000				86000
	Commission	-	-	-	-	-	-
	Others, Please Specify	-	-	-	-	-	-
	<b>Total (1)</b>	2000	6000				86000
	Total Managerial Remuneration Overall Ceiling As Per the Act	100000	100000				--

	<b>Other Non Executive Directors</b>	<b>Kanubhai Patel</b>	<b>Manjulaben Patel</b>				
	Fee for attending board committee meetings	4000	8000	-	-	-	--
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	--
	<b>Total (2)</b>	<b>4000</b>	<b>8000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>12000</b>
	<b>Total (B) = (1+2)</b>	<b>8000</b>	<b>28000</b>	<b>24000</b>	<b>22000</b>	<b>6000</b>	<b>88000</b>
	Total Managerial Remuneration Overall Ceiling as per the Act	<b>100000</b>	<b>100000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
<b>1</b>	Gross Salary	N.A.	N.A.	NIL	N.A.
	(a) salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				
<b>2</b>	Stock Option				
<b>3</b>	Sweat Equity				
<b>4</b>	Commission - as % of Profit - Others Specify				
<b>5</b>	Others, please Specify				
	Total				

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

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

## **Independent Auditors' Report**

To  
The Members,  
Minaxi Textiles Limited

### **1. Report On the Financial Statements**

We have audited the accompanying financial statements of Minaxi Textiles Limited, which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **2. Management's Responsibility for the Financial Statements**

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

### **3. Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedure that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentations of the financial statements.

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

### **4. Opinion**

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

## 5. Report on Other Legal and Regulatory Requirements

- i. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section (11) of section 143 of the Companies Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in "Annexure-A" a statement on the matters specified in the paragraphs 3 and 4 the order.
- ii. 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 appears from our examination of those books
  - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with the Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. on the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in **Annexure-B**.
  - 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 accordance to the explanation given to us:
    - i. The company has disclosed the impact, if any, of pending litigations as at March 31, 2016 on its Financial Statements;
    - ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

For RRS & Associates  
Chartered Accountants  
FRN 118336W

Hitesh V. Kriplani  
Partner  
Membership No.: 140693

Place : Ahmedabad  
Date: 27<sup>th</sup> May, 2016

## **Annexure-A to Independent Auditors' Report**

Referred to in paragraph 1 on **"Report on Other Legal and Regulatory Requirements"** of the Independent Auditor's Report of even date to the members of Minaxi Textiles Limited on the financial statement for the year ended March 31, 2016.

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1. In respect of Fixed Assets:

- a. The company has maintained proper records showing full particulars including quantitative details and situation of its Fixed Assets.
- b. According to information and explanations given to us, the Fixed Assets of the Company have been physically verified by the management periodically and no material discrepancies have been noticed on such physical verification.
- c. According to information and explanations given to us and on the basis of our examination of records of the company the title deeds of immovable properties, other than the self constructed immovable property (buildings), as disclosed in the fixed assets to the financial statements, are held in the name of company.

2. In respect of Inventories:

- a. According to the information and explanations given to us, the inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b. According to the information and explanations given to us, no material discrepancies were noticed on physical verification of inventory as compared to the book records.

3. In our opinion and according to information and explanations given to us we report that 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 Companies Act, 2013.

4. In our opinion, and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantees or security in respect of any loans to any party covered under the Section 185 of the Act The Company has not given guarantees or provided security requiring compliance under section 185 or 186 of the Act, hence clause 4 of the order is not applicable to the Company.

5. The company has not accepted any deposits from public within the meaning of Section 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

6. According to the information and explanation given to us, the company has prima facie maintained cost records, pursuant to section 148 (1) of the Companies Act, 2013 however, we have not, made a detailed examination of the records with a view to determine whether they are accurate or complete.

7. In respect of Statutory Dues:

- a. According to the information and explanations given to us and the records examined by us, the Company is generally regular in depositing undisputed statutory dues including Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom duty, Excise duty, Sales Tax, cess and any other statutory dues with the appropriate authorities applicable to it. According to the information and explanations given to us, there are no undisputed dues, payable in respect of above as at 31st March, 2016 for a period of more than six months from the date on which they became payable.

- b. According to the records of the company and on the basis of the information and explanation given to us, there are no dues of sales tax, custom duty, wealth tax, service tax, income tax etc, which have not been deposited on account of any dispute.
8. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institutions or bank.
9. The Company has not raised any moneys by way of initial public offer and the term loans were applied for the purpose for which those are raised.
10. To the best of our knowledge 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.
11. The managerial remuneration has been paid and provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the companies act, 2013.
12. The Company is not a Nidhi company. As such The Nidhi rules, 2014 are not applicable.
13. According to the information and explanations given to us, all transactions with Related Party are in compliance with the provisions of section 177 and section 188 of the Act, where applicable. The details of the Related Party Transactions have been disclosed in the financial statements as required under accounting standards (AS) 18, on Related Party Disclosures, as specified under section 133 of the Act, read with Rule 7 of the companies (Accounts) Rules, 2014.
14. The Company has not made any preferential allotment or Private placement of shares of fully or partly convertible debentures during the year under review.
15. The Company has not entered into any non cash transactions with Directors or persons connected with him.
16. The Company is not required to be registered u/s. 45-IA of the Reserve Bank of India Act, 1934

**For RRS & Associates**

Chartered Accountants  
FRN 118336W

**Hitesh V. Kriplani**

**Partner**

Membership No.: 140693  
Place : Ahmedabad  
Date: 27<sup>th</sup> May, 2016

## **Annexure-B to Independent Auditors' Report**

Referred to in paragraph 2 (f) on **"Report on Other Legal and Regulatory Requirements"** of the independent Auditor's Report of even date to the members of Minaxi Textiles Limited on the financial statement for the year ended March 31, 2016

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### **Report on the Internal Financial Control under Clause (I) of sub-section 3 of Section 143 of the Act.**

We have audited the Internal Financial Controls over financial reporting of Minaxi Textiles Limited ("the Company") as of 31 March 2016 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**

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 in 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.

#### **Auditor's Responsibility**

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

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

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

#### **Meaning of internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statement for

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

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

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

### **For, R.R.S & Associates**

Chartered Accountant  
FRN 118336W

### **Hitesh V. Kriplani**

#### **Partner**

Membership No. 140693  
Place : Ahmedabad  
Date : 27th May 2016

## MINAXI TEXTILES LIMITED

Balance Sheet as at 31st March, 2016

Equity And Liabilities / Assets	Note No	As at 31st March, 2016 Amount (Rs.)	As at 31st March, 2015 Amount (Rs.)
<b>I EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	55,603,160	55,603,160
(b) Reserves and Surplus	3	74,518,861	59,117,267
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings	4	62,520,537	87,506,095
(b) Deferred tax liabilities (Net)	5	7,751,896	7,473,614
<b>(3) Current Liabilities</b>			
(a) Short-term borrowings	6	169,715,405	181,606,172
(b) Trade payables	7	63,735,864	114,723,201
(c) Other current liabilities	8	26,204,623	31,094,406
(d) Short-term provisions	9	10,998,582	7,657,091
<b>Total</b>		<b>471,048,928</b>	<b>544,781,006</b>
<b>II ASSETS</b>			
<b>(1) Not-current assets</b>			
(a) Fixed assets (Tangible)	10	164,427,903	183,670,322
(b) Long term loans and advances	11	23,257,710	23,066,352
(d) other non-current assets	12	135,130	135,130
<b>(2) Current assets</b>			
(a) Inventories	13	118,213,504	131,144,205
(b) Trade receivables	14	141,961,409	194,429,650
(c) Cash and Bank Balance	15	2,027,835	1,828,148
(d) Short-term loans and advance	16	7,321,074	2,651,928
(e) Other Current Assets	17	13,704,363	7,855,271
<b>Total</b>		<b>471,048,928</b>	<b>544,781,006</b>
Significant Accounting Policies	1		
Note to Financial Statements	2 to 32		

As per our Report of even date

**For, R.R.S & Associates**

Chartered Accountant

FRN 118336W

**Hitesh V. Kriplani**

**Partner**

Membership No. 140693

For, and on behalf of the Board of

**Minaxi Textiles Limited**

**B. P. Patel**

Managing Director

Din : 00161825

**D. P. Patel**

Director

Din : 02268757

**Nirmal Patel**

CFO

Din : 03584745

Place : Ahmedabad

Date : 27th May 2016

Place : Chhatral

Date : 27th May 2016

## MINAXI TEXTILES LIMITED

### Statement of Profit and Loss for the year ended 31st March, 2016

Particulars	Note No.	2015 -2016 Amount (Rs.)	2014 - 2015 Amount (Rs.)
i. Revenue from operations	18	541,655,727	544,808,735
ii. other Income	19	1,578,378	4,271,794
iii. <b>Total Revenue (i + ii)</b>		<b>543,234,105</b>	<b>549,080,529</b>
iv. <u>Expenses :</u>			
Cost of materials consumed	20	357,884,393	299,908,171
Cost of Purchase of stock-in-Trade		21,373,820	143,645,339
Changes in inventories of finished goods, work-in-progress and stock-in-Trade	21	16,913,286	(33,092,934)
Employee benefit expenses	22	26,872,243	24,476,411
Financial costs	23	28,365,268	28,653,456
Depreciation	10	18,932,390	18,889,972
Other expense	24	55,232,849	44,823,914
<b>Total Expenses</b>		<b>525,574,248</b>	<b>527,304,329</b>
v. Profit before tax & Extraordinary Items		17,659,856	21,776,200
vi. Extraordinary Items		5,908,967	-
vii. Profit Before Tax		23,568,823	21,776,200
viii. Less : Tax Expenses :			
(1) Current Tax		7,685,000	4,500,000
Less/Add: Mat Credit (Entitlement)/ Reversal		--	1,030,353
Net Tax		7,685,000	5,530,353
(2) Deferred Tax		278,282	993,222
(3) Income Tax earlier years		203,947	91,821
ix. Profit during the year		<b>15,401,595</b>	<b>15,160,804</b>
x. Transfer to General Reserve		15,401,595	15,160,804
xi. Earning per equity share :	25		
(1) Basic & Diluted Eps (Face Value of Rs. 1)		0.31	0.31
Significant Accounting Policies	1		
Notes to Financial Statements	2to32		

As per our Report of even date

**For, R.R.S & Associates**

Chartered Accountant

FRN 118336W

**Hitesh V. Kriplani**

**Partner**

Membership No. 140693

For, and on behalf of the Board of

**Minaxi Textiles Limited**

**B. P. Patel**

Managing Director

Din : 00161825

**Nirmal Patel**

CFO

Din : 03584745

**D. P. Patel**

Director

Din : 02268757

Place : Ahmedabad

Date : 27th May 2016

Place : Chhatral

Date : 27th May 2016

## MINAXI TEXTILES LIMITED

### Cash Flow Statement for the year 2015- 2016

(Amount in Rs.)

	PARTICULAR	FOR THE YEAR 2015-16		FOR THE YEAR 2014-15	
<b>A</b>	<b>CASH FLOW FROM OPERATION ACTIVITES</b>				
	Net Profit before Taxes & Extra-Ordinary Items		17,659,856		21,776,200
	<b>Adjustments for :</b>				
	Depreciation	18,932,390		18,889,972	
	Interest & Other Financial Charges	28,365,268		28,653,456	
	Profit on Sale of Assets	(66,371)		-	
	Interest Received	(458,781)	46,772,506	(360,363)	47,183,065
	Operating Profit before Working Capital Changes		64,432,362		68,959,265
	(Increase) / Decrease in Inventory	12,930,701		(26,312,178)	
	(Increase) / Decrease in Trade & Others Receivables	48,731,168		(38,419,451)	
	Increase / (Decrease) In Trade Payablè & other Payable	(54,107,861)	7,554,008	20,901,014	(43,830,615)
	Cash Generated from Operation		71,986,370		25,128,650
	Direct Taxes Paid		(5,767,503)		(2,154,352)
	<b>Net Cash From Operating Activities</b>		<b>66,218,867</b>		<b>22,974,298</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
	Sale of Fixed Assets	749,000		-	
	Purchase of Fixed Assets	(372,600)		(8,531,568)	
	Interest Received	458,781		360,363	
	<b>Net Cash (used in) / from Investing Activities</b>		<b>835,181</b>		<b>(8,171,205)</b>
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
	Increase in Long Term Loans & other Borrowings	(38,489,094)		14,257,545	
	Interest Paid	(28,365,268)		(28,653,456)	
	<b>Net Cash (used in) / from Financing Activities</b>		<b>(66,854,362)</b>		<b>(14,395,911)</b>
<b>D</b>	<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>		<b>199,686</b>		<b>407,182</b>
	Opening Cash & Cash Equivalents		1,828,148		1,420,966
	<b>Closing Cash &amp; Cash Equivalents</b>		<b>2,027,835</b>		<b>1,828,148</b>
	<b>Cash and Cash Equivalent Comprises of :</b>				
	Cash on Hand		2,021,570		1,821,883
	Balance with the Bank		6,265		6,265
	<b>Total</b>		<b>2,027,835</b>		<b>1,828,148</b>

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Notified Accounting Standard - 3 on Cash Flow

1. Statements.
2. Figures in bracket indicate cash outgo.
3. Previous years' figures have been regrouped / rearranged to confirm with current years' classifications.

As per our Report of even date

**For, R.R.S & Associates**

Chartered Accountant

FRN 118336W

**Hitesh V. Kriplani**

**Partner**

Membership No. 140693

Place : Ahmedabad

Date : 27th May 2016

For, and on behalf of the Board of

**Minaxi Textiles Limited**

**B. P. Patel**

Managing Director

Din : 00161825

**Nirmal Patel**

CFO

Din : 03584745

**D. P. Patel**

Director

Din : 02268757

Place : Chhatral

Date : 27th May 2016

## **Notes on Financial Statement for the Year ended on 31st March, 2016**

### **Note 1: Significant Accounting Policies**

#### **a. ACCOUNTING CONCEPT**

The financial statement have been prepared under the historical cost convention and on the accounting principle of a going concern.

Accounting Policies not specifically referred to otherwise are consistent and in consonance with accepted accounting principle.

#### **b. RECOGNIZATION OF INCOME & EXPENDITURE**

1. Sales are recognized, net of returns, on dispatch of goods to customers, when the significant risks and reward of ownership of goods have been passed to the buyer and are reflected in the accounts at net realizable value.
2. Incomes from interest on deposits are accounted on accrual basis.
3. Miscellaneous Expenditure has been amortized over a period of 10 years. Except otherwise stated Company accounts income and Expenses on accrual basis in accordance with the generally accepted accounting principle.

#### **c. USE OF ESTIMATES**

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

#### **d. FIXED ASSETS & DEPRECIATION**

1. Fixed assets are shown at their historical cost less depreciation and impairment loss. The cost of fixed assets includes the cost of acquisition including freight, taxes, duties and other identifiable direct expenses and interest on borrowing attributable to acquisition of assets up to the date the asset put to use less the accumulated depreciation on it.
2. Depreciation is provided on straight line method. Depreciation on Fixed Assets is provided based on the useful life of the asset in the manner prescribed in Schedule ii to the Companies Act, 2013. The depreciation on addition / disposal is provided pro-rata basis.

#### **e. INVESTMENT**

Long-term investments are carried at cost, less provision for diminution, other than temporary, in value of such investments. Current investments are carried at lower of Cost and fair market value.

**f. INVENTORIES**

Inventories are valued at lower of cost (on FIFO basis) or net realizable value after providing for obsolescence and other losses, where considered necessary. Cost of Finished goods & work in progress includes appropriate portion of Labour & overheads.

**g. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

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

**h. TAXATION**

Current income tax and fringe benefit tax liability is estimated considering the provision of the Income Tax Act, 1961. The deferred tax Liability for timing difference between the book and tax profit for the year is accounted using the rates and Tax Laws that have been enacted or substantially enacted at the balance sheet date. Deferred Tax assets arising from the timing difference are recognized to the extent that there is reasonable certainty that sufficient future taxable income will be available.

**i. RETIREMENT BENEFITS**

1. Short Term Employee Benefits: The undiscounted amount of short term employee benefits expected to be paid in exchange for the service rendered by employee is recognized during the period when the employee render the service.
2. Post Employee Benefits: Contribution to defined contribution scheme such as provident fund, Gratuity etc. is charged to profit and loss Account as incurred.

**j. GOVERNMENT GRANTS**

Government Grants are recognized where there is reasonable assurance that the Company has complied with the conditions attached to them and that the Grant will be received. Government grants related to fixed assets are shown as deduction from the gross value of the assets concerned in arriving at their book value. The depreciation on such assets is calculated as such reduced value. The government grants related to revenue are recognized on a systematic basis in the profit and loss statements over the period necessary to match them, with the related cost which they are intended to compensate. The grant so received is deducted in reporting the related expenses. The Government Grants received by the Company for expenses or losses incurred in a previous accounting period, such a grant is recognized in the income statement of the period in which it becomes receivable, as an extraordinary item.

**k. FOREIGN CURRENCY TRANSACTION**

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency are translated at the rates of exchange at the balance sheet date and resultants gain or loss is recognized in profit and loss account.

## MINAXI TEXTILES LIMITED

### Notes on Financial Statements for the year ended on 31st March, 2016

Note No		As at 31st March, 2016 Amount (Rs)	As at 31st March, 2015 Amount (Rs)
2	<b>Share Capital</b>		
	Equity Share Capital		
	Authorised Share Capital (7,00,00,000 Equity Shares of Rs 1/- each)	70,000,000	70,000,000
	Issued Share Capital (61,800,000 Equity Shares of Rs 1/- each)	61,800,000	61,800,000
	Subscribed & fully paid share capital (5,56,03,160 Equity Shares of Rs 1/- each fully paid up) (P.Y 4,94,16,000 paid up and 1,23,84,000 shares forfeited)	49,416,000	49,416,000
	Forfeited shares (Amount Paid up on 1,23,84,000 Shares of Rs 1/- each in Financial year 2006-2007)	6,187,160	6,187,160
	<b>Total</b>	<b>55,603,160</b>	<b>55,603,160</b>

Note 2.1	Reconciliation of the number of shares	As at 31st March, 2016	As at 31st March, 2015
	No. of Equity shares issued at the beginning of the period	49,416,000	49,416,000
	Add no. of Equity shares issued during the period		
	Less no. of Equity shares bought back during the year		
	<b>No. of Equity shares at the end of the period</b>	<b>49,416,000</b>	<b>49,416,000</b>

Note 2.2	Details of shares held by shareholding more than 5% of the aggregate shares in the Company.			
No.	Names of Shareholder	No. of Shares	% held	No. of Shares
1	Bharatbhai P. Patel	8977850	18.17%	8977850
2	Dinesh P. Patel	4459738	9.02 %	4438171
3	Kirtikumar S. Patel	4163297	8.42 %	4136606
4	Mukesh P. Patel	3119648	6.31%	2622720
				5.31 %

Note 2.3	Terms / rights attached to equity shares :
1.	The Company has equity shares having par value of Re. 1 per share. Each holder of equity shares is entitled to have one vote per share.
2.	In the event of liquidation of the company, the holders of the equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of shares held by the shareholders.

Note No.		As at 31st March, 2016 Amount (Rs.)	As at 31st March 2015 Amount (Rs)
<b>3</b>	<b>Reserves and Surplus</b>		
	<b>General Reserves</b>		
	As at commencement of the year	59,117,267	44,626,301
	Less: Adjustment related to fixed assets	--	(669,838)
	Add		
	Surplus(Transferred from profit and loss account)	15,401,595	15,160,804
	<b>Total</b>	<b>74,518,861</b>	<b>59,117,267</b>

Note No.		As at 31st March, 2016 Amount (Rs.)	As at 31st March 2015 Amount (Rs)
<b>4</b>	<b>Long Term Borrowing</b>		
	Secured		
	Term Loans (From Banks)	67,435,008	86,130,658
	Less: Current Maturities of Term Loan	(16,350,535)	(16,741,540)
	<b>(A)</b>	<b>51,084,473</b>	<b>69,389,118</b>
	Vehicle Loans (From Bank)	1,189,613	1,699,328
	Less: Current Maturities of Term Loan	(543,610)	(509,715)
	<b>(B)</b>	<b>646,003</b>	<b>1,189,613</b>
	Un-Secured		
	Loan from Financial Institution	11,280,961	16,495,887
	Loan from Bank	466,244	2,142,441
	Loan from Directors	6,785,729	7,287,568
	Less: Current Maturities of Financial Institution	(7,276,629)	(7,322,334)
	Less: Current Maturities of Banks	(466,244)	(1,676,197)
	<b>(C)</b>	<b>10,790,061</b>	<b>16,927,365</b>
	<b>Total</b>	<b>62,520,537</b>	<b>87,506,095</b>

#### Notes on terms and repayment of loans from banks and financial institution

##### Secured loan taken from Banks

- 4.1 Term loan is taken from Bank of India, which is hypothecated against the plant and machinery and furniture and fixture of the company and also Equitable Mortgage of factory block owned by the company at plot no 3311, GIDC Chhatral and Shop of one the director.
- 4.2 Term loan is further secured by way of residential flat (four) situated at fortune empire Kalol.
- 4.3 Term loan are also further secured by the personal guarantees of Mr. Nirmal Patel, Mr. Kiritbhai Patel, Mr. Bharatbhai Patel, and Mr. Dineshbhai Patel
- 4.4 Terms of Repayment of term loans taken from Bank of India:

Terms Loan 1) 72 EMI of Rs. 52,771/- each commencing from November 2011. (ROI-13.75%)

Terms Loan 2) 60 EMI of Rs. 56,169/- each commencing from July 2012. (ROI-13.75%)

Terms Loan 3) 4 Quartely Installment of Rs 25 Lacs, 8 Quartely Installment of 35 Lacs, 9 Quartely Installment of 50 lacs, 1 Quartely Installment of 49 Lacs each commencing from June 2014. (ROI 13.75%)

Terms Loan 4) 22 Quartely Installment of Rs. 4,13,637/- each commencing from August, 2014 (ROI- 13.75%)

4.5 Vehical loan is hypothecated against the respective vehicle.

4.6 Terms of Repayment of vehicle loan taken from Bank of India and HDFC Bank.

HDFC Loan1) 60 EMI of Rs. 26,180/- each commencing from June 2012

HDFC Loan2) 48 EMI of Rs. 27,500/- each commencing from April 2015

Bank of India Loan3) 60 EMI of Rs.14,863/- each commencing from April 2010

#### 4.7 Unsecured Loan taken from Financial Institution

Term Loan1) Rs. 22,54,000/- from Bajaj Finance Limited : Repayable in 24 EMI of Rs. 1,09,289/- each commencing from September 2014

Term Loan 2) Rs. 40,00,000/- from Capital First Limited : Repayable in Total 36 EMI out of which 12 EMI of Rs.2,06,972/-, 12 EMI of Rs. 1,24,183/- and 12 EMI of Rs. 82,789/- each commencing from May 2015

Term Loan 3) Rs. 35,00,000/- from Magma Fincrop Limited: Repayable in Total 36 EMI of 1,24,785/- each commencing from February 2014

Term Loan 4) Rs. 50,30,000/- from Religare Finvest Limited: Repayable in Total 36 EMI of Rs. 1,79,333/- each commencing from February 2015

Term Loan 5) Rs. 40,00,000/- from TATA Capital Financial Services Limited: Repayable in Total 24 EMI of Rs. 2,00,180/- each commencing from March 2015

Term Loan 6) Rs. 25,39,888/- from Fullerton India Credit Limited : Repayable in Total 48 EMI of Rs. 74,610/- each commencing from April 2015

#### 4.8 Unsecured Loan taken from Bank

Term loan1) Rs. 25,00,000/- from Kotak Mahindra Bank Limited: Repayable in 18 EMI of Rs. 2,07,500/- each commencing from February 2015

Note No.		As at 31st March, 2016 Amount (Rs.)	As at 31st March 2015 Amount (Rs)
<b>5</b>	<b>Deferred Tax Liability</b>		
	Balance as per last year	7,473,614	6,480,392
	Add: Provided during the year	278,282	993,222
	<b>Total</b>	<b>7,751,896</b>	<b>7,473,614</b>

Note No.		As at 31st March, 2016 Amount (Rs.)	As at 31st March 2015 Amount (Rs)
<b>6</b>	<b>Short Term Borrowing Secured</b>		
	Working Capital Loans from Bank	169,715,405	181,606,172
	<b>Total</b>	<b>169,715,405</b>	<b>181,606,172</b>

#### Note

- 6.1** Cash Credit Facilities form Bank of India is hypothicated against the Raw Material and Stock in progress, Finished Goods, Store and entire present and future book debts and further secured by first charge on immovable / movable properties of Unit II of the company.
- 6.2** The above facilities are further secured by the personal guarantees of all the directors.
- 6.3** The above Facilities are further secured by way of Residential flat (four) situated at fortune empire Kalol
- 6.4** Terms : Repayment on Demand. ROI: 13.25%

Note No.		As at 31st March, 2016 Amount (Rs.)	As at 31st March 2015 Amount (Rs)
7	Trade Payable		
	- For Goods	56,571,338	107,299,820
	- For Expenses	7,164,526	7,423,381
	<b>Total</b>	<b>63,735,864</b>	<b>114,723,201</b>

Note No.		As at 31st March, 2016 Amount (Rs.)	As at 31st March 2015 Amount (Rs)
<b>8</b>	<b>Other current liabilities Secured</b>		
	Current maturities of long term debt		
	- From Bank (Term Loan)	16,350,535	16,741,540
	- From Bank (Vehicle Loan)	543,610	509,715
	<b>Unsecured</b>		
	Current Maturities of long term debt		
	- From Financial Institution	7,276,629	7,322,334
	- From Banks	466,244	1,676,197
	Advance from Customers	1,170,680	3,901,643
	Other Payables #	396,925	942,977
	<b>Total</b>	<b>26,204,623</b>	<b>31,094,406</b>

# This includes statutory dues payable like PF, ESIC, VAT, Service Tax etc.

Note No.		As at 31st March, 2016 Amount (Rs.)	As at 31st March 2015 Amount (Rs)
<b>9</b>	<b>Short-Term provisions</b>		
	For Expenditure	3,313,582	3,157,091
	For Tax	7,685,000	4,500,000
	<b>Total</b>	<b>10,998,582</b>	<b>7,657,091</b>

**MINAXI TEXTILES LIMITED**  
**Notes on Financial Statements for the year ended on 31st March, 2016**

**Note : 10 Fixed Assets**

Nature of Assets	Gross Block			Depreciation			Net Block	
	As at 01/04/2015	Additions during the year	Sales Adjustments during the year	As at 31/03/2016	Additions during the year	Sales Adjustments during the year	As at 31/03/2016	As at 31/03/2015
(A) Tangible Assets								
Land	2,539,652	-	-	2,539,652	-	-	2,539,652	2539652
Building (Other than Factory)	4,087,680	-	-	4,087,680	64,675	-	148,334	4004021
Factory Building	33,166,556	-	-	33,166,556	979,076	-	8,694,348	25451284
Vehicles	5,997,795	-	949,176	5,048,619	419,086	674,170	2,878,321	2864390
Furniture & Fixtures	4,795,995	40,000	-	4,835,995	287,482	-	2,729,280	2354197
Air Conditioner & Office Equipments	286,695	-	-	286,695	46,732	-	223,376	110051
Plant & Machinery	190,824,447	332,600	745,000	190,412,047	16,603,683	337,377	65,389,468	141701285
Computer	173,381	-	-	173,381	40,283	-	98,437	115227
Humidification Plant	6,287,733	-	-	6,287,733	491,373	-	2,261,663	4517443
Laboratory Equipment	255,414	-	-	255,414	-	-	242,642	12772
<b>Total</b>	248,415,348	372,600	1,694,176	247,093,772	18,932,390	1,011,547	82,665,869	183670322
(B) Capital Assets Work-in Progress	-	-	-	-	-	-	-	-
<b>Grand Total</b>	248,415,348	372,600	1,694,176	247,093,772	18,932,390	1,011,547	82,665,869	183,670,322
<b>Previous Year</b>	240,184,728	16,339,123	8,108,503	248,415,348	18,889,972	368,890	64,745,027	194,698,563

Note No.		As at 31st March, 2016 Amount (Rs.)	As at 31st March 2015 Amount (Rs)
<b>11</b>	<b>Long Term Loans and Advances</b>		
	(Unsecured and considered good)		
	Secured Deposits	2,810,422	2,619,064
	<b>Other Bank Balance</b>		
	Bank of India Capital Subsidy Account*	18,499,350	18,499,350
	Fixed Deposits ##	1,947,938	1,947,938
	<b>Total</b>	<b>23,257,710</b>	<b>23,066,352</b>

## Fixed Deposit includes Rs. 19,47,938/- (P.Y. Rs. 19,47,938/-) having maturity more than 12 month. This also includes fixed deposits in form of Bank guarantee given to cover the Government dues, relating to contingent liabilities. Refer Note 26

\* Capital Subsidy under TUF Scheme lying with Bank of India. This amount will be adjusted against the outstanding balance of term loan after three years from the receipt of the capital subsidy.

Note No.		As at 31st March, 2016 Amount (Rs.)	As at 31st March 2015 Amount (Rs)
<b>12</b>	<b>Other non-current assets</b>		
	Other Receivable	135,130	135,130
	<b>Total</b>	<b>135,130</b>	<b>135,130</b>

Note No.		As at 31st March, 2016 Amount (Rs.)	As at 31st March 2015 Amount (Rs)
<b>13</b>	<b>Inventories</b>		
	Raw materials	18,654,695	14,975,678
	Work in progress	11,464,745	9,426,161
	Finished goods	42,722,889	48,360,048
	Stock in Trade	40,099,782	53,201,713
	Stores and spares	2,815,822	2,512,254
	Stock in Transit	2,455,571	2,668,351
	<b>Total</b>	<b>118,213,504</b>	<b>131,144,205</b>

Note No.		As at 31st March, 2016 Amount (Rs.)	As at 31st March 2015 Amount (Rs)
<b>14</b>	<b>Trade receivables</b>		
	(Unsecured and considered good)		
	More than six months	16,567,195	2,092,675
	Others	125,394,214	192,336,975
	<b>Total</b>	<b>141,961,409</b>	<b>194,429,650</b>

Note No.		As at 31st March, 2016 Amount (Rs.)	As at 31st March 2015 Amount (Rs)
<b>15</b>	<b>Cash and Bank Balances</b>		
	<b>Cash and cash equivalents</b>		
	Balances with banks	6,265	6,265
	Cash on Hand	2,021,570	1,821,883
	<b>Total</b>	<b>2,027,835</b>	<b>1,828,148</b>

Note No.		As at 31st March, 2016 Amount (Rs.)	As at 31st March 2015 Amount (Rs)
<b>16</b>	<b>Short Term Loan and Advances</b>		
	(Unsecured Advances)		
	Prepaid Expenses	265,154	292,837
	Advances to Suppliers *	6,454,074	1,223,950
	Other Short term loans and advances *	601,846	1,135,141
	<b>Total</b>	<b>7,321,074</b>	<b>2,651,928</b>

\* includes advances to suppliers for goods, stores and spare and others

Note No.		As at 31st March, 2016 Amount (Rs.)	As at 31st March 2015 Amount (Rs)
<b>17</b>	<b>Other Current Assets</b>		
	Balance With Revenue Authorities	3,382,714	2,259,536
	VAT Tax Refundable #	5,908,967	-
	Interest Subsidy Receivable	3,577,204	5,003,739
	Interest accrued but not received	835,478	591,996
	<b>Total</b>	<b>13,704,363</b>	<b>7,855,271</b>

# This includes VAT tax refund receivable paid on purchase of yarn. Refer note no. 32

Note No.		As at 31st March, 2016 Amount (Rs.)	As at 31st March 2015 Amount (Rs)
<b>18</b>	<b>Revenue from Operation</b>		
	Sale of products		
	- Domestic sale	540,290,792	539,722,898
	- Export Sale	--	-
	Other operating revenue	1,364,935	5,085,837
	<b>Total</b>	<b>541,655,727</b>	<b>544,808,735</b>

Note No.		2015 - 2016 Amount (Rs.)	2014 - 2015 Amount (Rs)
<b>19</b>	<b>Other Income</b>		
	Interest Income	458,781	360,363
	Sundry Balance written off (Net)	458,487	634,187
	Other non-operating Income #	--	2,760,708
	Profit on sale of Fixed assets	66,371	-
	Sale of Scrap	594,739	516,536
	<b>Total</b>	<b>1,578,378</b>	<b>4,271,794</b>

# This includes subsidy & commission income of earlier year.

Note No.		2015 - 2016 Amount (Rs.)	2014 - 2015 Amount (Rs)
<b>20</b>	<b>Cost of Material Consumed#</b>		
	Stock at Opening	14,975,678	22,726,011
	Add: Purchase during the year	360,916,789	291,380,679
	Add: Inward Transportation Exp	646,621	777,159
	Less: Closing Stock	18,654,695	14,975,678
	<b>Total</b>	<b>357,884,393</b>	<b>299,908,171</b>

# Major item of Raw Material includes Yarn used for manufacturing of Grey Cloth.

Note No.		2015 - 2016 Quantity (kg)	2014 - 2015 Quantity (kg)
<b>20.1</b>	<b>Quantity Details of Raw Material</b>		
	Opening Stock	98,509	110,444
	Add: Purchase during the year (net)	2,232,798	1,633,404
	<b>Total</b>	<b>2,331,307</b>	<b>1,743,848</b>
	Less: Closing Stock	126,381	98,509
	<b>Raw Material Consumed</b>	<b>2,204,926</b>	<b>1,645,339</b>

**Note**

**20.2** The above raw material consumption shows consumption of indigenous raw materials only. There is no imported raw material used.

Note No.		2015 - 2016 Amount (Rs.)	2014 - 2015 Amount (Rs)
<b>21</b>	<b>Changes in inventories of finished goods, work-in-progress and stock-in-transit</b>		
	<b>Inventories (At Close)</b>		
	Work in Progress	11,464,745	9,426,161
	Finished Goods	42,722,889	48,360,048
	Stock in Trade	40,099,782	53,201,713
	Stock in Transit	2,455,571	2,668,351
		<b>96,742,987</b>	<b>113,656,273</b>
	<b>Inventories (At Commencement)</b>		
	Work in Progress	9,426,161	9,712,043
	Finished Goods	48,360,048	34,670,762
	Stock in Trade	53,201,713	34,224,050
	Stock in Transit	2,668,351	1,956,484
		<b>113,656,273</b>	<b>80,563,339</b>
	<b>Total</b>	<b>16,913,286</b>	<b>(33,092,934)</b>

Note No.		2015 - 2016 Quantity (MTR)	2014 - 2015 Quantity (MTR)
<b>21.1</b>	<b>Quantity Details of Finished Goods:</b>		
	<b>Opening Stock</b>	<b>487,375</b>	<b>315,887</b>
	Add: Production during the year	5,488,677	4,416,690
	Less: Sales during the year	5,597,077	4,245,203
	<b>Closing Stock</b>	<b>378,974</b>	<b>487,375</b>

Note No.		2015 - 2016 Quantity (MTR)	2014 - 2015 Quantity (MTR)
<b>21.2</b>	<b>Quantity Details of Stock in Trade</b>		
	<b>Opening Stock</b>	<b>521,898</b>	<b>319,504</b>
	Add: Production during the year	162,129	1,329,354
	Less: Sales during the year	283,144	1,126,960
	<b>Closing Stock</b>	<b>400,883</b>	<b>521,898</b>

Note No.		2015 - 2016 Quantity (kg)	2014 - 2015 Quantity (kg)
<b>21.3</b>	<b>Quantity Details of Work-in-Progress</b>		
	Opening Stock	59,753	50,766
	Closing Stock	78,313	59,753

Note No.		2015 - 2016 Amount (Rs.)	2014 - 2015 Amount (Rs)
<b>22</b>	<b>Employee Benefits Expenses</b>		
	Salaries and Wage	20,034,409	18,107,700
	Bonus	1,668,866	1,100,000
	Directors Remmuneration	4,140,000	4,462,371
	Contribution to Provident and other funds	438,395	345,320
	Staff welfare expenses	590,573	461,020
	<b>Total</b>	<b>26,872,243</b>	<b>24,476,411</b>

Note No.		2015 - 2016 Amount (Rs.)	2014 - 2015 Amount (Rs)
<b>23</b>	<b>Finance Costs</b>		
	<b>Interest expenses on:</b>		
	Working Capital	20,123,898	20,680,943
	Term Loans#	2,864,885	4,180,545
	Interest to Others	4,490,082	3,260,381
	Other borrowing costs	886,403	531,587
	<b>Total</b>	<b>28,365,268</b>	<b>28,653,456</b>

# net of subsidy received from central and state government during the year.

Note No.		2015 - 2016 Amount (Rs.)	2014 - 2015 Amount (Rs)
<b>24</b>	<b>Other Expenses</b>		
	<b>Manufacturing Expenses:</b>		
	Consumption of store and spare parts (Note 24.1)	6,644,416	6,554,438
	Electricity Expenses	22,509,221	19,642,476
	Jobwork and Process Expenses	15,623,725	9,114,736
	EPGC and Custom Duty	814,192	288,186
	Repairs & Maintenance	779,580	509,883
	Other Operating Expenses	743,473	793,787
	<b>Administrative Expenses:</b>		
	Audit Fees (Note 24.2)	283,318	275,282
	Insurance Premium	437,080	544,979
	Legal, Professional & Consultancy Charges	1,042,898	811,953
	Rates & Taxes	237,968	179,950
	Prior period expenses	237,439	260,835
	Vehicle Repairs & Maintenance	1,115,040	427,170
	Membership Fees & Participation fees	236,170	145,450
	Office Rent	151,000	298,000
	Other Administrative Expenses	918,140	773,334
	<b>Selling &amp; Distribution Expenses:</b>		
	Brokerage & Commission	2,964,096	1,400,000
	Transportation expenses	95,456	2,565,135
	Travelling Expenses	165,375	49,692
	Other Selling & Administrative Expenses	234,262	188,628
	<b>Total</b>	<b>55,232,849</b>	<b>44,823,914</b>

Note No.		2015 - 2016 Amount (Rs.) %	2014 - 2015 Amount (Rs) %
<b>24.1</b>	<b>Imported and Indigenous Store and Spare Parts consumed:</b>		
	Imported	2915829 43.88%	1463090 22.32%
	Indigenous	3728587 56.12%	5091348 77.68%
		6644416 100.00%	6554438 100.00%

Note No.		2015 - 2016 Amount (Rs.)	2014 - 2015 Amount (Rs)
<b>24.2</b>	<b>Payment of Auditors</b>		
	(a) As Auditor		
	For Statutory Audit	145,000	145,000
	For Tax Audit Fees	35,000	35,000
	(b) For Certificatation & Others	103,318	95,282
	<b>Total</b>	<b>283,318</b>	<b>275,282</b>

Note No.		2015 - 2016	2014 - 2015
<b>25</b>	<b>Earing Per Share</b>		
	Net Profit as per statement of Profit & loss (Rs.)	15,401,595	15,160,804
	Profit attributable to equity shareholders (Rs.)	15,401,595	15,160,804
	No of equity shares at year end (Nos)	49,416,000	49,416,000
	Weighted Average no. of Equity Shares used as denominator for calculating EPS (Nos)	49,416,000	49,416,000
	Basic & Diluted Earing Per Share (In Rs.) (Face Value of Rs 1/- each)	0.31	0.31

**Note**
**26 Contingent Liabilities and Commitments (to the extent not provided for)**

1) The Company has imported 17 Machineries, worth Rs 198.97 lacs under EPGS and saved Rs 42.57 lacs of custom duty, company has to export Rs 340.56 lacs before 02/08/2018. Non compliance of the above would result into liabilities of Rs 42.57 lacs (P.Y. 42.57 lacs). Company has also given guarantee of Rs 6.39 lacs (P.Y. 6.39 lacs) to Custom authority.

2) During the year 2013-14, the company has imported 31 Machineries under Zero duty EPGC Scheme and saved Rs 284.15 lacs of custom duty, company has to export 6 times of the duty saved within a period of 6 years. Non compliance of the above would result into liabilities of Rs 284.15 lacs. Company has also given guarantee of Rs 42.70 lacs to custom authority.

3) There were no dues of sales tax, custom duty, excise duty, wealth tax, service tax and cess etc, which have not been deposited on account of any dispute.

**Note**
**27 Micro and Small Scale Business Enterprise:**

The management has initiated the process of identifying enterprises those have provided goods and services to the company and which qualify under the definition of micro and small enterprise, as defined under micro, small and Medium Enterprise Development Act, 2006. Accordingly, the disclosure requirement here under is not furnish.

**Note**
**28 Employee Benefit**

The disclosures required under Accounting Standard-15(Revised) "Employee Benefits" notified in the Companies (Accounting Standard) Rules 2006 are given below:

**Defined Contribution Plan**

Amount towards Defined Contribution Plan have been recognized under "Contribution to Provident and other funds" in the note no. 22 Rs. 3,14,026/- (P.Y. 2,38,344/-)

**Note**
**29 Related Party Disclosures**

Name of related parties and description of relationship from/ to which following transactions were entered during the year

Sr. No.	Name	Relationship
1	Bharatbhai P. Patel	Managing Director
2	Dineshbhai P. Patel	Director
3	Kiritbhai S. Patel	Director
4	Nirmal B. Patel	Director

**Transaction with related parties & Balance Outstanding as at the year end**  
(Amount in Rs)

Sr.	Name of Transaction	2015-2016	Outstanding as on 31-3-2016	2014-15	Outstanding As on 31-3-2015
<b>1</b>	<b>Remuneration</b>				
	Bharatbhai Patel	15,00,000	--	16,22,451	--
	Dineshbhai Patel	9,60,000	--	10,36,636	1,44,000
	Kiritbhai Patel	9,60,000	--	10,23,308	1,44,000
	Nirmal Patel	7,20,000	--	7,79,976	1,08,000
<b>2</b>	<b>Interest Payment</b>				
	Bharatbhai Patel	1,30,448	--	75830	--
	Nirmal Patel	63,804	--	21468	--
<b>3</b>	<b>Loan Taken</b>				
	Bharatbhai Patel	1,00,000	11,68,247	21,50,000	20,68,247
	Nirmal Patel	--	5,19,321	6,00,000	6,19,321
<b>4</b>	<b>Loan Repaid</b>				
	Bharatbhai Patel	11,17,403	-	-	-
	Nirmal Patel	1,57,424	-	-	--

**Note**

**30** Previous year figures have been accordingly regrouped/ reclassified to confirm to the current year's classification.

**Note**

**31 Long Term Contracts**

There are no long term contracts as on 31/03/2016, including derivative contracts for which there are any material foreseeable losses.

**Note**

**32 Extra ordinary Items**

The extraordinary item as reflected in statement of profit and loss includes VAT refund claim, in form of subsidy, filed with Sales Tax Department, Gujarat Government, as per Vat refund eligibility certificate, which is receivable to the Company. The Same is filled for the period 11/09/2013 to 31/03/2015 and hence classified as Extraordinary item.

**For, R.R.S & Associates**

Chartered Accountant

FRN 118336W

**Hitesh V. Kriplani**

**Partner**

Membership No. 140693

Place : Ahmedabad

Date : 27th May 2016

For, and on behalf of the Board of

**Minaxi Textiles Limited**

**B. P. Patel**

Managing Director

Din : 00161825

**D. P. Patel**

Director

Din : 02268757

Place : Chhatral

Date : 27th May 2016

**Nirmal Patel**

CFO

Din : 03584745

## MINAXI TEXTILES LIMITED

**CIN : L17119GJ1995PLC025007**

**Registered Office Plot No.3311, GIDC, Phase-IV,  
Chhatral, Tal. Kalol, Dist. Gandhinagar(N.G)-382729**

### FORM NO. MGT 11

#### PROXY FORM

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

Name of the shareholder(s)	:	
Registered address	:	
E-mail ID	:	
Folio No. /DP ID & Client ID*	:	
No. of shares held	:	

\* Applicable in case shares are held in electronic form.

I/We, being the holder(s) of \_\_\_\_\_ shares of MINAXI TEXTILES LIMITED,  
hereby appoint:

Name	:	
Address	:	
E-mail ID	:	Or failing him:

Name	:	
Address	:	
E-mail ID	:	Or failing him:

Name	:	
Address	:	
E-mail ID	:	Or failing him:

and whose signature(s) are appended below as my / our proxy to attend and vote (on Poll) for me/us and on my/ our behalf at the 21<sup>st</sup> Annual General Meeting of the Company to be held on Friday, 30<sup>th</sup> day of September, 2016 at 11.00 a.m. at Chhatral, Taluka Kalol, Dist – Gandhinagar (N.G) - 382729 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business		For	Against
1.	To receive, consider, approve and adopt the Audited Accounts for the Financial Year ended on 31 <sup>st</sup> March 2016, and the reports of the Board of Directors and Auditors thereon.		
2.	To appoint a director in Place of Smt. Manjulaben Patel, who retires by rotation and being eligible, offers herself for reappointment.		
3.	To appoint a director in Place of Shri. Kiritkumar S. Patel, who retires by rotation and being eligible, offers himself for reappointment.		
4.	To appoint Auditors to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of next Annual General Meeting and fix their remuneration		
Special Business		For	Against
5.	Re-ppointment of Shri Nirmal B. Patel as Whole Time Director of the company for the further period of five years w.e.f. 01st June, 2016.		

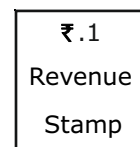
Signed this \_\_\_\_\_ days of \_\_\_\_\_ 2016

Signature of Share holder \_\_\_\_\_

Signature of first proxy holder \_\_\_\_\_

Signature of second proxy holder \_\_\_\_\_

Signature of third proxy holder \_\_\_\_\_



- Note :-
1. This form of proxy in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
  2. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

## **MINAXI TEXTILES LIMITED**

**CIN : L17119GJ1995PLC025007**

**Registered Office: Plot No.3311, GIDC, Phase-IV, Chhatral,  
Dist. Gandhinagar(N.G) - 382729**

### **ATTENDANCE SLIP**

Reg. Folio No. \_\_\_\_\_

DP Id.\* \_\_\_\_\_

No. of shares held \_\_\_\_\_

Client Id.\* \_\_\_\_\_

I certify that I/ We am/are a registered shareholder / proxy for the registered shareholder of the company.

I hereby record my presence at the Twenty First Annual General Meeting of the company at the registered office of the company Plot No.3311, GIDC, Phase-IV, Chhatral, Taluka Kalol, Dist – Gandhinagar (N.G) - 382729 on Friday, 30<sup>th</sup> day of September, 2016 at 11:00 a.m.

\_\_\_\_\_  
Shareholder's / Proxy's name  
In **BLOCK** Letters

\_\_\_\_\_  
Shareholder's/ Proxy's Signature

Note : Please fill in this attendance slip and hand it over at the entrance of the meeting hall. Joint Shareholder(s) may obtain additional attendance slip at the venue of the meeting.

\*Applicable for investors holding shares in electronic form.

## Notes

## Notes