



## **RAGHUVIR SYNTHETICS LIMITED**

**NR. GUJARAT BOTTLING, RAKHIAL ROAD,  
RAKHIAL, AHMEDABAD-380 023. (INDIA)**

**PHONE : 22910963, 22911015, 22911902**

**E-mail : raghuvirad1@sancharnet.in**



**34<sup>th</sup>  
Annual Report  
2015-2016**

**Board of Directors**

Shri Sunil R. Agarwal  
 Shri Yash S. Agarwal  
 Shri Hardik S. Agarwal  
 Shri Pamitadevi S. Agarwal  
 Shri Samirbhai R. Sheth  
 Shri Kamalbhai B. Patel  
 Shri Anup R. Agarwal  
 Shri Nisitbhai C. Joshi

Chairman & Managing Director  
 Director  
 Director  
 Director  
 Independent Director  
 Independent Director  
 Independent Director  
 Independent Director

**AUDITORS**

M/s. G. K. Choksi & Co.  
 Ahmedabad.

**INTERNAL AUDITORS**

M/s. Ashok K. Bhatt & Co.  
 Ahmedabad.

**BANKERS**

HDFC Bank Ltd.

**REGISTERED OFFICE & MILLS**

Rakhial Road, Rakhial,  
 Ahmedabad-380 023. (Gujarat)

**WIND FARM PROJECT**

Village - Lambha,  
 Taluka - Kalyanpur,  
 Dist. - Jamnagar (Gujarat)

**REGISTRAR & SHARE TRANSFER AGENTS**

M/s. LINK INTIME INDIA PRIVATE LTD.  
 303, Shopper's Plaza - V, Opp. Municipal Market, Off. C. G. Road, Navrangpura,  
 Ahmedabad-380 009, Gujarat. Ph. No. : 079-26465179

# **NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 34<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF RAGHUVIR SYNTHETICS LIMITED WILL BE HELD ON FRIDAY, 30<sup>TH</sup> DAY OF SEPTEMBER, 2016, AT 10.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT RAKHIAL ROAD, RAKHIAL, AHMEDABAD - 380023, GUJARAT TO TRANSACT THE FOLLOWING BUSINESS:**

## **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2016, the Audited Statement of Profit and Loss for the year ended on that date and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mrs. Pamitadevi Sunil Agarwal (DIN: 07135868), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the Provisions of Section 139(1) and other applicable Provisions, if any, of the Companies Act, 2013, M/s. G. K. Choksi & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 101895W), be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a period of 1(One) year from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration to be decided by and between the Statutory Auditors and the Board of Directors of the Company."

## **SPECIAL BUSINESS:**

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

### **APPOINTMENT OF MR. ANUPKUMAR R. AGRAWAL AS AN INDEPENDENT DIRECTOR:**

**"RESOLVED THAT** pursuant to Section 149, 150 and 152 of the Companies Act, 2013 (the 'Act') read with Companies (Appointment and qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of Listing Regulations, Mr. Anupkumar R. Agrawal (DIN: 01790620) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 9<sup>th</sup> February, 2016 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from the member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for five (5) consecutive years effective from 30<sup>th</sup> September, 2016."

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

### **APPOINTMENT OF MR. NISHIT C. JOSHI AS AN INDEPENDENT DIRECTOR:**

**"RESOLVED THAT** pursuant to Section 149, 150 and 152 of the Companies Act, 2013 (the 'Act') read with Companies (Appointment and qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and as provisions of Listing Regulations, Mr. Nishit C. Joshi (DIN: 06749898) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 11<sup>th</sup> March, 2016 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from the member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for five (5) consecutive years effective from 30<sup>th</sup> September, 2016."

6. To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

### **TO AUTHORISE FOR MAKING DONATION TO BONAFIDE CHARITABLE AND OTHER FUNDS:**

**"RESOLVED THAT** pursuant to Section 181 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of

the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which shall deem to include any committees thereof) to contribute to bonafide charitable and other funds provided that the aggregate amount of contribution to such funds in any financial year shall not exceed the limits as set out in section 181 or a sum of Rs 40,00,000/- whichever is higher."

7. To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

**APPROVAL OF ESTIMATED MATERIAL RELATED PARTY TRANSACTIONS FOR THE YEAR 2016-17 WITH RAGHUVIR EXIM LTD:**

"**RESOLVED THAT** pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) (including any statutory modification(s) or amendments(s) or re-enactments(s) thereof, for the time being in force), approval of the members be and is hereby accorded to the following Material Related Party transactions estimated / to be entered into and to be carried out in ordinary course of business and at arm's length price with Raghuvir Exim Ltd (Associates Company), a 'Related party' as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2 (zb) of the Listing Regulations:-

Sr. No.	Nature of Transaction	Estimated Value of transactions for the financial year 2016-2017
1.	Sale, Purchase or supply of any goods or materials	Transaction Amount not Exceeding Rs. 60 Crores

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds or things, as may be considered necessary, desirable and expedient, in order to give effect to the aforesaid resolution."

8. To consider and if thought fit, to pass with or without modification, the following Resolution as an **Special Resolution**:

**CHANGE OF PLACE OF KEEPING AND INSPECTION OF REGISTER AND INDEX OF MEMBERS, RETURNS, ETC.**

"**RESOLVED THAT** pursuant to the provisions of Section 94, other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and consent of the members of the Company be and is hereby accorded for maintenance of the Register and Index of Members, Register and Index of Debenture holders and copies of all Annual Returns under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the office of M/s Link Intime India Private Limited, Unit No 303, 3rd Floor, Shoppers Plaza V, Opp Municipal Market, Behind Shoppers Plaza II, Off C G Road, Ahmedabad - 380009, the Company's Registrar and Transfer Agent, or at such other place within Ahmedabad city and or any other its office or place within the Ahmedabad city, instead of Registered office of the Company.

"**RESOLVED FURTHER THAT** any one of the directors of the company, be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR, RAGHUVIR SYNTHETICS LIMITED**

DATE: 12/08/2016  
PLACE: AHMEDABAD  
Regd. Office:  
Rakhial Road, Rakhial,  
Ahmedabad-380023, Gujarat  
CIN: - L17119GJ1982PLC005424

**SUNIL R. AGARWAL  
CHAIRMAN & MANAGING DIRECTOR  
DIN:-00265303**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER. PROXY IN FORM NO MGT-11 TO BE EFFECTIVE SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.  
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 24<sup>th</sup> September, 2016 to Friday, the 30<sup>th</sup> September, 2016 (both days inclusive) for the purpose of Annual General Meeting of the Company.
4. The members are requested to intimate their change of address, if any, immediately to the Company & its Registrar And Transfer Agent (RTA) Viz. Link Intime India Pvt Ltd., 303, Shopper's Plaza- V, Opp Municipal Market, off C G Road, Navrangpura, Ahmedabad -380009 quoting their Folio No. or Client ID No.
5. Members desiring any information on Accounts are requested to write to the Company at least one week before the meeting so as to enable the management to keep the information ready. Replies will be provided at the meeting.
6. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies of Annual Report and the attendance slip at the Annual General Meeting.
7. Nomination facility is available to the Share holders in respect of share held by them.
8. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting.
9. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under item numbers 4 to 8 is annexed.
10. Information relating to the Directors proposed to be appointed and those retiring by rotation and seeking re-appointment at this Meeting, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.

Name	Mrs. Pamitadevi Sunil Agarwal	Mr. Anupkumar R Agrawal	Mr. Nishit C Joshi
Date of Birth	17/04/1967	25/09/1967	14/11/1966
DIN No.	07135868	01790620	06749898
No. of Equity Shares held in the Company	872546	NIL	NIL
Relationship with other Directors/ Manager/KMP	Wife of Mr. Sunil R Agarwal, Mother of Mr. Yash S Agarwal and Mr. Hardik S Agarwal	NA	NA
Education Qualification	1 Year of Graduation	B.COM	Diploma in Plastic Engineering

<b>Profile &amp; Expertise in Specific functional Areas</b>	Textile Sector	He has over 30 year of experience in textile sector	He has over 30 year of experience in textile sector
<b>List of other Directorship/Committee membership in other Public Companies as on 31st March, 2016.</b>	---	1. Anil Organic Private Limited 2. Anil Fashions Private Limited	1. Resipol Adhesives Private Limited
<b>Terms and Conditions of appointment or re-appointment</b>	Non-Executive Director, liable to retire by rotation	Independent Director, not liable to retire by rotation	Independent Director, not liable to retire by rotation

11. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent by the permitted mode.

12. Any Shareholder of the Company interested in obtaining a physical form of Annual Report may write to the Company Secretary at the registered office of the Company and the same is uploaded on the Company's website <http://www.raghuvir.com/> which may accessed by the members.

13. Voting through electronic means:

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

Voting Process and other instructions regarding Remote e-voting:

#### **SECTION A - E-VOTING PROCESS –**

Step 1 Open your web browser during the voting period and log on to the e-Voting Website: [www.evotingindia.com](http://www.evotingindia.com).

Step 2 Click on "Shareholder" to cast your vote(S)

Step 3 Please enter User ID –

a) For account holders in CDSL :- Your 16 digits beneficiary ID

b) For account holders in NSDL :- Your 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

Step 4 Enter the Image Verification as displayed and Click on "LOGIN"

Step 5 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. If you have forgotten the password, then Enter the User ID and the image verification code and click on "FORGOT PASSWORD" and enter the details as prompted by the system.

Step 6 If you are a first time user follow the steps given below:

6.1 Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both, members holding shares in physical or dematerialized form).

For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN Field. In case the folio number is less than 8 digits enter the applicable

number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

6.2 Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format.

6.3 Enter your Dividend Bank details (Account Number) recorded in the demat account or registered with the Company for the demat account

Any one of the details i.e. DOB or Dividend Bank details should be entered for logging into the account. If Dividend Bank details and Date of Birth are not recorded with the Depository or Company please enter the number of shares held by you as on the cutoff date i.e. Friday 23<sup>rd</sup> September, 2016 in the Dividend Bank details field.

Step 7 After entering these details appropriately, click on "SUBMIT" tab.

Step 8 First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution 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.

If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Step 9 Click on the EVSN of the Company i.e. **160809005** to vote.

Step 10 On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.

Step 11 Click on the "RESOLUTION FILE LINK" if you wish to view the Notice.

Step 12 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.

Step 13 Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

## **SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS**

- i. The e-Voting period commences on 27<sup>th</sup> September, 2016 (9.00 a.m.) and ends on 29<sup>th</sup> September, 2016 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date of 23<sup>rd</sup> September, 2016 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, 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.
- iii. 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.
- iv. Note for Non – Individual Shareholders and Custodians
  - ✚ 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 Corporate.
  - ✚ 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).

- ✦ 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.
  - ✦ 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.
  - ✦ 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.
- v. Mr. Amrish N. Gandhi, Practicing Company Secretary [Fellow Membership No. 8193] (and failing him Mr. Samsad A. Khan, Practicing Company Secretary) [Membership No. 28719] has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - vi. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any and submit forth with to the Chairman of the Company.
  - vii. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.raghuvir.com](http://www.raghuvir.com) and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchange(s), where the shares of the Company are listed.
  - viii. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
  - ix. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
  - x. 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).

CONTACT DETAILS	
Company	Raghuvir Synthetics Limited
Registrar and Transfer Agent	M/s. LINK INTIME INDIA PRIVATE LTD. 303, Shopper's Plaza - V, Opp. Municipal Market, Off. C. G. Road, Navrangpura, Ahmedabad-380 009, Gujarat. Ph. No. : 079-26465179 Email : <a href="mailto:anand.padh@linkintime.co.in">anand.padh@linkintime.co.in</a>
e-voting Agency	Central Depository Services (India) Limited E-mail: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
Scrutinizer	CS Amrish N. Gandhi, Practicing Company Secretary Email : <a href="mailto:amrishgandhi72@gmail.com">amrishgandhi72@gmail.com</a> Ph: 9825654756

BY ORDER OF THE BOARD OF DIRECTORS  
FOR, RAGHUVIR SYNTHETICS LIMITED

SUNIL R. AGARWAL  
CHAIRMAN & MANAGING DIRECTOR

DIN : 00265303

Place : Ahmedabad

Date : 12/08/2016



**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**
**Item No. 4.**
**Appointment of Mr. Anupkumar R. Agrawal as an Independent Director:-**

Mr. Anupkumar R. Agrawal, aged 48 years, was appointed as an Additional Director of the Company with effect from 9<sup>th</sup> February, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, ("the Act") the above director holds office as a Director up to the date of this Annual General Meeting being is eligible to be appointed as a Director.

The Company has received the required notice pursuant to the provisions of Section 160 of the Act from a member signifying his intention to propose the appointment of Mr. Anupkumar R. Agrawal as a Non-Executive Independent Director of the Company.

Mr. Anupkumar R. Agrawal has filed his consent, pursuant to sub-section (5) of Section 152 of the Companies Act, 2013, to act as a Director, if appointed. In terms of Section 149 read with Section 152 of the Act, Mr. Anupkumar R. Agrawal shall hold the office for a term of 5 years on the Board and is not liable to retire by rotation. The Company has received declaration from Mr. Anupkumar R. Agrawal confirming that he meets with the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further Mr. Anupkumar R. Agrawal is not disqualified from being appointed as Director in terms of Section 164 of the Act.

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

**Item No. 5.**
**Appointment of Mr. Nishit C. Joshi as an Independent Director:-**

Mr. Nishit C. Joshi, aged 49 years, was appointed as an Additional Director of the Company with effect from 11<sup>th</sup> March, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, ("the Act") the above director holds office as a Director up to the date of this Annual General Meeting being is eligible to be appointed as a Director.

The Company has received the required notice pursuant to the provisions of Section 160 of the Act from a member signifying his intention to propose the appointment of Mr. Nishit C. Joshi as a Non-Executive Independent Director of the Company.

Mr. Nishit C. Joshi has filed his consent, pursuant to sub-section (5) of Section 152 of the Companies Act, 2013, to act as a Director, if appointed. In terms of Section 149 read with Section 152 of the Act, Mr. Nishit C. Joshi shall hold the office for a term of 5 years on the Board and is not liable to retire by rotation. The Company has received declaration from Mr. Nishit C. Joshi confirming that he meets with the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further Mr. Nishit C. Joshi is not disqualified from being appointed as Director in terms of Section 164 of the Act.

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

**Item No. 6.**

**To Authorise for making donation to bona fide charitable and other funds.**

As per Section 181 of the Companies Act, 2013, the Board of Directors of the Company can contribute to bona fide charitable and other funds any amount the aggregate of which, in any financial year shall not exceed 5% of its average net profits for the three immediately preceding financial years.

As required under Section 181 of Companies Act 2013 donation of Rs. 40,00,000/- (Rupees Forty Lacks only) requires the sanction/approval of shareholders in general meeting.

The Directors recommends the resolution for member's approval as an Ordinary Resolution.

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

#### **Item No. 7.**

#### **Approval of Estimated Material Related Party Transactions For The Year 2016-17 With Raghuvir Exim Ltd**

As a part of its regular business, the Company purchases, avails/renders services from/to Raghuvir Exim Limited, the Company, at arm's length basis.

The Audit Committee at its meeting has reviewed and after due consideration, accorded omnibus approval for the estimated value of transactions mentioned in the item No. 7 of the Notice for the year 2016-17 (estimated). An analysis of all the Related Party Transactions (RPTs) estimated / to be entered into by the Company during the year for the year 2016-17(estimated). The Audit Committee upon review of such analysis is of the view that all these RPTs by the Company are at Arm's Length basis.

Raghuvir Exim Limited is a Associate Company of the Company and is a "Related Party" as per the definition under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The Listing Regulations with respect to RPTs were notified on 2<sup>nd</sup> September, 2015, inter-alia requires that all existing material related party contracts or arrangements entered prior to 3<sup>rd</sup> September, 2015 and which may continue beyond such date shall be placed for approval by way of an ordinary resolution of the shareholders in the first General Meeting subsequent to the notification of the Listing Regulations.

As per the provisions of Companies Act, 2013 and Listing Regulations, based on past trend, the transactions as described hereunder are likely to exceed 10% of the annual turnover of the Company as per the last audited financial statements of the Company (2015-16) and may exceed the materiality threshold as prescribed by Listing Regulations. Thus, in terms of the Listing Regulations, 2015 this transactions would require the approval of the members by way of an Ordinary Resolution.

As per the provisions of Listing Regulations, all entities falling under the definition of related parties shall abstain from voting on the resolution and accordingly, the promoters, except Mrs. Pamita S. Agarwal, will not vote on item No. 7.

#### **Item No. 8.**

#### **CHANGE OF PLACE OF KEEPING AND INSPECTION OF REGISTER AND INDEX OF MEMBERS, RETURNS, ETC.**

The Company had appointed M/s. Sharepro Services (India) Private Limited (hereinafter referred to as "Sharepro Services") as its Registrar and Transfer Agent (hereinafter referred to as "R&TA") with effect from 1<sup>st</sup> April 2010.

During the first quarter of Calendar Year 2016, there were certain allegations of fraud and malpractices in the conduct and operations of Sharepro Services (India) Pvt Ltd ('Sharepro'), who has been the Registrar and Share Transfer (R&TA) Agent of the Company and upon preliminary investigations, SEBI had issued an order dated 22<sup>nd</sup>

March, 2016 inter alia restraining Sharepro from involving in market related activities. With increasing rigor being placed on corporate compliances, advent of new regulations, intensified surveillance by the market regulator, and in order to protect the interest of shareholders, the Board of Directors of the Company are of the opinion that the Company should appoint another entity as its (R&TA) which could be reliable and has the capability in handling operations commensurate to the Company size.

Accordingly, the Board of Directors of the Company at its Board meeting held on 26<sup>th</sup> May, 2016, on the recommendations of the Stakeholders Relationship Committee, have approved the appointment of M/s. Link Intime India Private Limited, Unit No 303, 3rd Floor, Shoppers Plaza V, Opp Municipal Market, Behind Shoppers Plaza II, Off C G Road, Ahmedabad – 380009. The said changeover of (R&TA) agent shall take effect from 26<sup>th</sup> May, 2016.

In accordance with Section 94 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Register and Index of Members under Section 88 of the Act and copies of Annual Returns under Section 92 of the Act are required to be kept and maintained at the Registered Office of the Company, unless a Special Resolution is passed in a general meeting authorizing keeping of the register at any other place within the city, town or village in which the Registered Office is situated.

Accordingly, the approval of the members is sought in terms of section 94(1) of the companies act 2013 for keeping the aforementioned register and documents at the office of the register and transfer agent ("RTA") M/s. Link Intime India Private Limited, Unit No 303, 3rd Floor, Shoppers Plaza V, Opp Municipal Market, Behind Shoppers Plaza II, Off C. G. Road, Ahmedabad – 380009 or any other its office or place within Ahmedabad city.

The Directors therefore recommends the said resolution as set out at Item No.8 to be passed as Special Resolution by the members.

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

**Registered Office:-**  
**Rakhial Road, Rakhial,**  
**Ahmedabad-380023.**  
**Gujarat**  
**CIN:L17119GJ1982PLC005424**

**BY ORDER OF THE BOARD OF DIRECTORS**  
**FOR, RAGHUVIR SYNTHETICS LIMITED**

**SUNIL R. AGARWAL**  
**CHAIRMAN & MANAGING DIRECTOR**  
**DIN : 00265303**

**Place:- Ahmedabad**  
**Date:- 12/08/2016**

#### **Important Communication to Members**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronics holding with the Depository through their concerned Depository Participants.

**DIRECTOR'S REPORT****DEAR SHAREHOLDERS,**

The directors are pleased to present their 34<sup>th</sup> Annual report on the business and operations of the Company and the Audited financial accounts for the Year ended 31<sup>st</sup> March, 2016.

**FINANCIAL RESULTS:**

(Rs. in Lakhs)

Particulars	For the year ended on 31 <sup>st</sup> March, 2016	For the year ended on 31 <sup>st</sup> March 2015
Net Total Income	4329.45	4704.30
Less: Operating and Admin. Exps	4040.71	4437.31
Profit before depreciation and Taxes	288.74	266.99
Less: Depreciation	210.33	166.02
Less: Extraordinary/Exceptional Items	2.32	(16.84)
Net Profit/(Loss) on sale of Fixed Assets	(1.78)	2.68
<b>Profit before Tax (PBT)</b>	<b>78.94</b>	<b>86.81</b>
Less: Taxes (including deferred tax and fringe benefit tax)	36.47	54.40
<b>Profit after Tax (PAT)</b>	<b>42.47</b>	<b>32.41</b>
Balance Available for appropriation	42.47	32.41
Which the Directors propose to appropriate as under:		
(i) Proposed Dividend	NIL	NIL
(ii) Corporate Dividend Tax	NIL	NIL
Surplus Carried to Balance Sheet	42.47	32.41
Earnings Per Equity Share		
Basic	1.10	0.84
Diluted	1.10	0.84

**HIGHLIGHTS OF PERFORMANCE:**

The company has posted a satisfactory performance for the year under review. The total revenue of the Company has decreased from Rs. 47.04 Crores to Rs. 43.29 Crores. The profit before tax of the Company has also decreased from Rs. 86.81 Lakhs to Rs. 78.94 Lakhs. The net profit after tax has increased to Rs. 42.47 Lakhs as compared to previous year's net profit of Rs. 32.41 Lakhs. We remained resolute and relentless in our quest for strengthening our cost-competiveness, better management of working capital and operational excellence across all businesses.

**DIVIDEND:**

Keeping in view the financial results and in order to conserve financial resources for the future requirement of the fund, your directors do not recommend any dividend during the year under review.

**PUBLIC DEPOSITS:**

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

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

As on 31<sup>st</sup> March, 2016, Your Company has 2 associate Company.

**REGISTRAR & SHARE TRANSFER AGENT:**

During the first quarter of Calendar Year 2016, there were certain allegations of fraud and malpractices in the conduct and operations of Sharepro Services (India) Pvt Ltd ('Sharepro'), who has been the Registrar and Share Transfer (R&T) Agent of the Company and upon preliminary investigations, SEBI had issued an order dated 22<sup>nd</sup> March, 2016 inter alia restraining Sharepro from involving in market related activities. The Assurance Audit of records and systems of Sharepro done at the behest of your Company by M/s Jogi Dipak & Co., Company Secretaries did not reveal any irregularity or violations with respect to transfer of securities or payment of dividend of the Company during the audit period of 6 years as Sharepro Services (India) Pvt. Ltd is registrar and Transfer Agent of the Company for that period only and before such period M/s Pinnacle Shares Registry Private Limited was the Registrar and share transfer Agent.

Subsequently, in pursuance of the advisory issued by SEBI vide Order dated 22<sup>nd</sup> March, 2016 and considering that key employees were leaving Sharepro which could affect R&T services at Sharepro in future, your Company has appointed M/s Link Intime India Private Ltd as the R&T Agent in place of Sharepro. The said changeover of R&T agent shall take effect from 26<sup>th</sup> May, 2016.

**DEPOSITORY SYSTEM:**

As members are aware, the company's shares are compulsorily tradable in the electronic form. As on March 31, 2016 almost 85% of the Company's total

paid-up capital representing 38,75,000 shares were in dematerialized form. In view of the numerous advantages offered by the Depository system, members holding shares in physical mode are advised to avail of the facility of dematerialization on either of the Depositories.

#### EXTRACT OF ANNUAL RETURN AS PER SECTION 92 (3) OF COMPANIES ACT 2013:

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure -A".

#### BOARD MEETINGS HELD DURING THE YEAR:

Sr. No.	Date on which board Meetings were held	Total Strength of the Board	No of Directors Present
1.	29/05/2015	7	6
2.	23/06/2015	7	5
3.	13/08/2015	7	6
4.	24/08/2015	7	5
5.	16/09/2015	7	7
6.	13/10/2015	7	7
7.	05/11/2015	7	6
8.	09/02/2016	8	7
9.	11/03/2016	8	6
10.	28/03/2016	8	7

#### ATTENDANCE OF DIRECTORS AT BOARD MEETINGS:

Sr. No.	Name of Directors	No. of Meeting Held	No. of Meeting Attended
1.	Sunil Agrawal	10	10
2.	Yash Agarwal	10	9
3.	Hardik Agarwal	10	8
4.	Anup Agarwal#	3	2
5.	Samirbhai Sheth	10	8
6.	Kamalbhai Patel	10	8
7.	Pamitadevi Agarwal	10	7
8.	Nishitbhai Joshi*	2	2
9.	Mangesh Agarwal##	8	8

#Appointed as a Additional Independent Director w.e.f 09/02/2016

\*Appointed as a Additional Independent Director w.e.f 11/03/2016

## Resigned as an Independent Director w.e.f 09/02/2016

#### DIRECTORS AND KEY MANAGERIAL PERSONNEL:

- ◆ In terms of Section 152 of the Companies Act, 2013, Mrs. Pamitadevi Sunil Agarwal is liable to retire by rotation at forthcoming AGM and being eligible offer himself for re-appointment.
- ◆ Mr. Mangesh Agarwal, who was Independent Director of the Company resigned in the Board Meeting of Directors held on 9<sup>th</sup> February, 2016. The Directors place on record their deep sense of appreciation for the valuable services rendered by Mr. Mangesh Agarwal during his long tenure of the years as a Director of the Company.
- ◆ During the Year under review, the Board of Directors approved the appointments of Mr. Anup Ramniwas Agarwal (DIN: 01790620 ) as an Additional Independent Director of the Company w.e.f. 9<sup>th</sup> February, 2016 under Section 161 of Companies Act, 2013 who hold the office upto the date of ensuing Annual General Meeting. The Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his appointment as Director. The Board of Directors recommends his appointment.
- ◆ During the Year under review, the Board of Directors approved the appointments of Mr. Nishit Chandulal Joshi (DIN: 06749898 ) as an Additional Independent Director of the Company w.e.f. 11<sup>th</sup> March, 2016 under Section 161 of Companies Act, 2013 who hold the office upto the date of ensuing Annual General Meeting. The Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his appointment as Director. The Board of Directors recommends his appointment.
- ◆ During the Year under review, as per the Section 203, the Board of Directors approved the appointments of Miss. Pratika Pradeepkumar Bothra as Whole time Company Secretary (KMP) of the Company w.e.f 28<sup>th</sup> March , 2016
- ◆ A brief resume of directors being appointed / re-appointed with the nature of their expertise, their shareholding in the Company as stipulated under as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice of the ensuing Annual General Meeting.

- ◆ The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ◆ All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013.

#### **MATTERS AS PRESCRIBED UNDER SUB-SECTIONS (1) AND (3) OF SECTION 178 OF THE COMPANIES ACT 2013:**

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub section (3) of Section 178 of the Companies Act, 2013, adopted by the Committee, is appended in the Corporate Governance Report. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

#### **POLICY ON REMUNERATION:**

Policy on remuneration of Directors, Key Managerial Personnel and employees of the Company is that:-

- ◆ Remuneration to Key Managerial Personnel, Senior Executives, Managers, Staff and Workmen is industry driven in which it is operating taking into account the performance leverage and factors such as to attract and retain quality talent. The remuneration policy is in consonance with the existing industry practice.
- ◆ For Directors, it is based on the shareholders resolutions, provisions of the Companies Act, 2013 and Rules framed therein, circulars and guidelines issued by Central Government and other authorities from time to time.

#### **BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual evaluation of its own performance, the directors individually, as well as the evaluation of the working of its Committees. At the meeting of the Board all the relevant factors that are material for evaluating the performance of individual Directors, the Board and its various committees were discussed in detail. A structured questionnaire each for

evaluation of the Board, its various Committees and individual Directors was prepared and recommended to the Board by Nomination & Remuneration Committee for doing the required evaluation after taking into consideration the input received from the Directors covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, execution and performance of specific duties, obligations and governance etc.

#### **SEPARATE MEETING OF THE INDEPENDENT DIRECTORS:**

The Independent Directors of your Company, in a separate meeting held on 28<sup>th</sup> March, 2016 to carry out the evaluation for the financial year 2015-16 and inter alia, discussed the following:

- ◆ Reviewed the performance of Non-Independent Directors of the Company and the Board as a whole.
- ◆ Reviewed the performance of the Chairman of the Company taking into account the views of Executive Directors and Non-executive Directors.
- ◆ Assessed the quality, quantity and timelines of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

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

#### **AUDITORS:**

##### **Statutory Auditors**

M/s. G. K. Choksi & Co., Chartered Accountant, Ahmedabad, the Statutory Auditors of the Company, will retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. Your Company has received letter from M/s. G. K. Choksi & Co., Chartered Accountant, to the effect that their appointment, if made, would be within the prescribed limits under Section 141 of the Companies Act, 2013 read with rules made thereunder and that they are not disqualified for such appointment.

Your Directors recommend the re-appointment of M/s. G. K. Choksi & Co., Chartered Accountant, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting of the Company to be held in the calendar year 2017.

As regards qualification in para 3(i)(a) of Annexure of the Auditors' Report, the Company has maintained proper records showing full particulars, including quantitative details and situation, of its fixed assets but such records require to be updated as regard to location and additions/deletions for the year ended 31<sup>st</sup> March, 2016.

As regards qualification in 3(i)(b) of Annexure to the Auditors' Report, Directors state that all major items of fixed assets were physically verified by the management at the end of the year and that no discrepancy was noticed on such verification which, on accounts of proper records being under compilation, could not be verified.

◆ **Secretarial Auditor**

Mr. Amrish N. Gandhi of Amrish Gandhi & Associates, Practicing Company Secretaries is re-appointed to conduct the secretarial audit of the Company for the financial year 2015-16, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. Your Company has received consent from Mr. Amrish N. Gandhi to act as the auditor for conducting audit of the Secretarial records for the financial year ending 31st March, 2016. The secretarial audit report for FY 2015-16 forms part of the Annual Report as 'Annexure B' to the Board's report.

**Directors Response To Secretarial Audit Report :**

Your Board of Directors would like to clarify the qualification remarks made in Secretarial Audit Report as under:-

- a. Qualifications are relating to late filing of disclosure as required under the regulation 7(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 with the stock Exchanges. However, Board assures that it will be complied with now onwards.
- b. The Qualification are relating to delay in filing of E-forms of MGT 14 with Ministry of Corporate Affairs as required under the companies act 2013. The company had paid the additional fee and complied with the requirements. However, Board assures that it will be complied with now onwards without delay.
- c. Regarding the Calcutta Stock Exchange, we have already mentioned this matter in our Corporate Governance Report.

◆ **Internal Auditor**

The Board appointed M/s. Ashok Bhatt & co., Chartered Accountants (ICAI Registration Number M. NO. 036439) as Internal Auditor of your company for the financial year 2015-16 is now hereby eligible for re-appointment for the financial year 2016-17. The report prepared by the Internal Auditors is to be reviewed by the Statutory Auditors & Audit Committee.

**INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis Report, which forms part of this report.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

Details of Loans, Guarantees and Investments under the provisions of Section 186 of the Companies Act, 2013 are not applicable to the Company.

**AUDIT COMMITTEE:**

The composition and the functions of the Audit Committee of the Board of Directors of the Company is disclosed in the Report on Corporate Governance, which is forming a part of this report.

**RELATED PARTY TRANSACTIONS:**

All Related Party Transactions that were entered into during the financial year were on arm's length and were in the ordinary course of business. All Related Party Transactions were placed before the Audit Committee of the Board of Directors for their approval.

As per the provisions of the Companies Act, 2013 and Listing Regulation, all RPTs require approval of the members by an ordinary resolution. Based on past trend, the transactions with Raghuvir Exim Ltd. (Associates Company) are likely to exceed 10% of the annual turnover of the Company as per the last audited financial statements of the Company and may exceed the materiality threshold as prescribed under the provisions of Listing Regulations. Thus, in terms of Listing Regulations, these transactions would require approval of the members.

The details of the related party transactions as per Accounting Standard 18 are set out in Note [35] to the Standalone Financial Statements forming part of this report.

All the related party transactions entered into during the financial year were on an arm's length basis and were



in the ordinary course of business. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC 2 is not applicable.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

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

#### **MATERIAL CHANGES:**

There is no material changes and commitments, that would affect financial position of the company from the end of the financial year of the company to which the financial statements relate and the date of the directors report.

#### **RESERVES:**

The Company has proposed to transfer Rs. 42,47,240/- of profit of the Company to the General Reserve for this year.

#### **EMPLOYEE STOCK OPTION:**

The Company has not issued any Employee Stock Option.

#### **CASH FLOW ANALYSIS:**

The Cash Flow Statement for the year under reference in terms of Regulation 34(2)(c) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 with the stock exchanges forms part of the Annual Report.

#### **CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Additional information on Conservation of energy, technology absorption, foreign exchange earnings and outgo as required to be disclosed under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, are provided in "Annexure C" to the Directors' Report and forms part of this Report.

#### **CORPORATE GOVERNANCE:**

As per regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, report on "Corporate Governance" is attached and forms a part of Directors Report. A Certificate from the Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated under the Listing Regulation is annexed to this Report.

#### **LISTING AGREEMENT:**

The Securities and Exchange Board of India (SEBI), on 2<sup>nd</sup> September, 2015, issued SEBI (Listing Obligation and Disclosure Requirements) Regulation, 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 1<sup>st</sup> December, 2015. Accordingly, all listed entities were required to enter into the New Listing Agreement within six months from the effective date. The Company entered into Listing Agreement with BSE Limited during the February, 2016.

#### **MANAGEMENT DISCUSSION AND ANALYSIS:**

##### ◆ **Economic Scenario:**

Indian economy has continued to consolidate the gains achieved in restoring macroeconomic stability. Inflation, fiscal deficit, and current account deficit have declined, rendering India a relative haven of macro stability in these turbulent times. Economic growth appears to be recovering, albeit at varying speeds across sectors. The Indian economy expanded 7.3% in FY 15-16, marginally higher than 6.9% recorded in the previous year. This demonstrates a soft recovery; and is expected to grow 7.6-8.0% in 2016-17. In this context, it is pertinent to mention that over the years, India has become increasingly entwined with the world. The result is that if global growth lurches into more crises, India's growth may be seriously affected for the correlation between global and Indian growth is growing significantly.

While public investment and urban consumption were the major drivers of growth in FY 2015, a revival of private investment and rural consumption is critical if growth is to remain strong in FY 2016 and FY 2017, given the likely sluggish recovery in the advanced economies and the anemic outlook for global trade. A good monsoon, after 2 years of drought, will certainly be a key factor in uplifting the Indian Economy to a higher trajectory.

The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP. India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports with approximately 11 per cent of total exports. The textiles industry



is also labour intensive and is one of the largest employers.

The Indian textiles industry, currently estimated at around US\$ 108 billion, is expected to reach US\$ 223 billion by 2021. The industry is the second largest employer after agriculture, providing employment to over 45 million people directly and 60 million people indirectly. The Indian Textile Industry contributes approximately 5 per cent to India's gross domestic product (GDP), and 14 per cent to overall Index of Industrial Production (IIP). India is now a fast emerging market inching to reach half a billion middle income population by 2030. All these factors are good for the Indian textile industry in a long run.

The future looks bright for the Indian textile and apparel industry. There are positive drivers which indicate future growth opportunities. There is plenty of cotton with a good potential for higher yield. There is the chance to produce yarn instead of exporting cotton. There is growing export as well as domestic market demand. The Government supports modernization of the industry with a particular focus on closing the gaps in the textile value chain.

◆ **Industry Review:**

India's textile industry (worth around US\$ 108 billion) contributes 4% to India's GDP and constitutes 13% of the country's export earnings. It is the second largest employer after agriculture, employing over 45 million people directly and 60 million people indirectly. The industry contributes approximately 14% to the overall Index of Industrial Production (IIP).

The Indian textiles industry is set for strong growth, buoyed by both strong domestic consumption as well as export demand. India has historically had a strong textile-industrial culture and a well-developed and mature textile industry that has been the back-bone of the economy. With the rise of strong textile exports over the last three decades, India is today among the leading producers of textiles in the world. However, despite this growth, India is not the lowest cost producer of textiles and lacks the benefit of scale economies especially when compared to China, Bangladesh, Vietnam and Cambodia. In an environment of volatility and intensified global competition, where price

continues to dominate, due to high inflation, high interest rates and high labour cost which is affecting profitability of Indian textile industries. The sharp rise in energy/fuel price is another major concern faced by Indian textile Industry today as well as years to come. The future for the Indian Textile Industry looks promising. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade. India's growing population has been a key driver of textile consumption growth in the country. Changing lifestyle, rising incomes and increasing demand for quality products are set to fuel demand for Indian Textile products across the globe.

◆ **Review and Future Outlook of the Company:**

The Company is continuously trying to accomplish the desired results. Steps have been taken for cost diminution and manufacturing quality products by various installed machineries of the Company. Various aspects of working conditions of workers, health related issues, minimizing risk of accidents at work place etc. are being taken care of by the Company. The Company will achieve more turnover by various marketing strategies, offering more quality products, launching new products etc. in coming years followed by increase in profit margin by way of various cost cutting techniques and optimum utilization of various resources of the Company.

◆ **Internal Control System:**

The Company has proper and adequate system of internal control, commensurate with the size and nature of its business. Regular Internal Audits and Checks carried out and also management reviews the internal control system and procedures to ensure orderly and efficient conduct of business and to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and that transactions are authorised, recorded and reported correctly. The Company has well defined internal control system. The Company takes abundant care to design, review and monitor the working of internal control system. Internal audit in the organization is an independent appraisal activity and it measures the efficiency, adequacy and effectiveness of other controls in the organization. The Audit Committee, comprising Independent Directors, regularly reviews audit

plans, significant audit findings, adequacy of internal controls, and compliance with Accounting Standards, among others.

◆ **Human Resources:**

The Company believes that its people are its most important asset and thus continuously strives to scale up its employee engagement through well structured systems and a visionary HR philosophy. The Company continues to lay emphasis on building and sustaining the excellent organization climate based on human performance. Performance management is the key word for the Company. Pursuit of proactive policies for industrial relations has resulted in a peaceful and harmonious situation in the Company. We are highly focused on developing our employees to perform with the same excellence for the challenges and huge business opportunities that are envisaged in future. The Company firmly believes that intellectual capital and human resources is the backbone of the Company's success.

◆ **Cautionary Statement:**

This Management Discussion and Analysis statement of the Annual Report has been included in adherence to the spirit enunciated in the code of corporate governance approved by the Securities and Exchange Board of India. Statement in the Management Discussion and Analysis describing Company's objectives, projections, estimates, expectation may be forward-looking statements within the meaning of applicable securities laws and regulations. Actual result could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include economic conditions affecting demand/supply and price conditions in the Government regulations, tax laws and other status and other incidental factors. Further, the discussion following herein reflects the perceptions on major issues as on date and the opinion expressed here are subject to change without notice. The Company undertakes no obligations to publicly update or revise any of the opinions of forward looking statements expressed in this report, consequent to new information future events, or otherwise. Readers are hence cautioned not to place undue reliance on these statements and

are advised to conduct their own investigation and analysis of the information contained or referred to this statement before taking any action with regard to specific objectives.

**RISK MANAGEMENT:**

The Board of Directors have developed & implemented a robust risk management policy which identifies the key elements of risks that threatens the existence of the Company. The Audit Committee reviews the Company's financial and risk management policies and steps taken by the Company to mitigate such risks at regular intervals.

**CORPORATE SOCIAL RESPONSIBILITY:**

This clause is not applicable.

**PREVENTION OF SEXUAL HARASSMENT POLICY:**

The Company has in place Prevention of Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. Your Directors state that during the year under review, there were no cases filed pursuant to the aforesaid Act.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, state the following:

- ◆ that in the preparation of the annual financial statements for the year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ◆ that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2016 and of the profit of the Company for the year ended on that date;
- ◆ that proper and sufficient care has been taken 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;

- ◆ that the annual financial statements have been prepared on a going concern basis.
- ◆ that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- ◆ that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

#### **KEY MANAGERIAL PERSON:**

Mr. Sunil R. Agarwal, Chairman & Managing Director (Executive), Mr. Dilip P. Nirmal, Chief Financial Officer and Miss Pratika P. Bothra, Company Secretary are the Key Managerial Personnel of the Company.

#### **ENVIRONMENT AND POLLUTION CONTROL:**

The Company is well aware of its responsibility towards a better and clean environment. Our efforts in environment management go well beyond mere compliance with statutory requirements. The Company has always maintained harmony with nature by adopting eco-friendly technologies and upgrading the same from time to time incidental to its growth programmes.

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

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the SEBI (LODR), Regulations, 2015. Your Company has an ethics hotline managed by a third party which employees of your Company can use to report any violations to the Code of Conduct in an anonymous manner. In addition to the hotline, the third

party also provides a portal wherein employees can raise any suspected or actual violations to the Code of Conduct. Specifically, employees can raise concerns regarding any discrimination, harassment, victimization, any other unfair practice being adopted against them or any instances of fraud by or against your Company.

#### **THE CHANGE IN NATURE OF BUSINESS:**

There is no any material change in the business of the Company during the year under review.

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

A statement containing the names and other particulars of employees in accordance with the provisions of section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as "Annexure – D" to this report.

No employee has received remuneration in excess of the limits set out in rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during FY 2015-16.

#### **ACKNOWLEDGMENT:**

The Directors wish to place on record their appreciation to the devoted services of the workers, staff and the officers who largely contributed to the efficient management of the Company in the difficult times. The Directors place on record their appreciation for the continued support of the shareholders of the Company. The Directors also take this opportunity to express their grateful appreciation for assistance and cooperation received from the bankers, vendors and stakeholders including financial institutions, Central and State Government authorities, other business associates, who have extended their valuable sustained support and encouragement during the year under review.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR, RAGHUVIR SYNTHETICS LTD.**

**DATE: 26/05/2016  
PLACE: AHMEDABAD**

**SUNIL R. AGARWAL  
CHAIRMAN & MANAGING DIRECTOR  
DIN: - 00265303**

## ANNEXURE-A TO DIRECTOR'S REPORT

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:

CIN	L17119GJ1982PLC005424
Registration date	18/08/1982
Name of the Company	RAGHUVIR SYNTHETICS LIMITED
Category / Sub-Category of the Company	Company Limited by Shares / Indian Non-Government Company
Address of the registered office and contact details	Rakhial Road, Rakhial, Ahmedabad, Gujarat – 380023 Ph no. : 079-22911015-22911902-22910963
Whether listed company (Yes/No)	YES
Name, address and contact details of Registrar and Transfer Agent, if any	M/S LINK INTIME INDIA PRIVATE LTD 303, Shopper's Plaza, - V, opp Municipal Market, Off C. G Road, Navrangpura, Ahmedabad – 380009, Gujarat. Ph no. : 079-26465179

## II. Principal of business activities of the company :

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr No.	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1	Bleaching, dyeing and printing of cloth other than by hand	2365	100%

## III. Particulars of holding, Subsidiary and Associate Companies:

Sr. No	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	Applicable Section
1.	Raghuvir Exim Limited Address:- Nr. Gujarat Bottling, Rakhial Road, Rakhial, Ahmedabad, Gujarat	U51909GJ1992PLC018496	Associate	2(6)
2.	Sagar Textiles Mills Private Limited Address:- Ramkumar Mills Compound, Saraspur, Ahmedabad-380018, Gujarat	U17119GJ1957PTC000876	Associate	2(6)

**IV. Shareholding pattern (Equity share capital breakup as percentage of Total Equity):**
**(i) Category-wise Shareholding:**

Category of Share holder	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>									
(1) INDIAN									
a) Individual/ HUF	2725816	NIL	2725816	70.34	2796143	NIL	2796143	72.16	1.82
b) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub total A (1)</b>	2725816	NIL	2725816	70.34	2796143	NIL	2796143	72.16	1.82
(2) FOREIGN	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
a) NRI-individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub Total A(2)</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	2725816	NIL	2725816	70.34	2796143	NIL	2796143	72.16	1.82
<b>B) Public Shareholding</b>									
<b>Bodies Corporate</b>	80729	4214	84943	2.19	70994	4214	75208	1.94	0.25
<b>Individual</b>	482781	581100	1063881	27.46	430389	573000	1003389	25.89	1.57
<b>Any Others (Specify)</b>									
<b>Non Resident Indians</b>	260	NIL	260	0.01	260	NIL	260	0.01	NIL
<b>Others</b>	100	NIL	100	0.00	NIL	NIL	NIL	NIL	NIL
<b>Sub Total B(2):-</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total shareholding of others (B)</b>	563870	585314	1149184	29.66	501643	577214	1078857	27.84	1.82
<b>GRAND TOTAL</b>	3289686	585314	3875000	100	3297786	577214	3875000	100	NIL
<b>A + B</b>									

## (ii) Shareholding of Promoters:

Sl. No.	NAME OF SHARE HOLDER	SHARE HOLDING AT THE BEGNING OF THE YEAR			SHARE HOLDING AT THE END OF THE YEAR			% CHANGE DURING THE YEAR
		NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	% of Shares Pledged/ encumb-ered to total shares	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY	% of Shares Pledged/ encumb-ered to total shares	
1	Sunil R. Agarwal	10,39,240	26.82	NIL	11,09,567	28.63	NIL	1.82
2	Pamita S. Agarwal	8,72,546	22.52	NIL	8,72,546	22.52	NIL	NIL
3	Yash S. Agarwal	4,39,203	11.33	NIL	4,39,203	11.33	NIL	NIL
4	Hardik S. Agarwal	3,74,827	9.67	NIL	3,74,827	9.67	NIL	NIL
	<b>Total</b>	<b>27,25,816</b>	<b>70.34</b>	<b>NIL</b>	<b>27,96,143</b>	<b>72.16</b>	<b>NIL</b>	<b>1.82</b>

## (iii) Change in Promoter's Shareholding:

SL. NO.		SHARE HOLDING AT THE BEGNING OF THE YEAR		DATE	INCREASE /DECREASE IN SHARE-HOLDING	REASON	CUMULATIVE SHAREHOLDING DURING THE YEAR	
		NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY				NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY
1	At the beginning of the year	2725816	70.34				2725816	70.34
	Mr. Sunil R. Agarwal			01.04.2015	100	Purchase	2725916	70.35
				09.04.2015	100	Purchase	2726016	70.35
				15.04.2015	400	Purchase	2726416	70.36
				16.04.2015	520	Purchase	2726936	70.37
				20.04.2015	150	Purchase	2727086	70.38
				21.04.2015	48	Purchase	2727134	70.38
				25.04.2015	56	Purchase	2727190	70.38
				27.04.2015	184	Purchase	2727374	70.38
				28.04.2015	3650	Purchase	2731024	70.48
				29.04.2015	56	Purchase	2731080	70.48
				06.05.2015	148	Purchase	2731228	70.48
				08.05.2015	705	Purchase	2731933	70.50
				12.05.2015	2773	Purchase	2734706	70.57
				14.05.2015	31	Purchase	2734737	70.57
				15.05.2015	1000	Purchase	2735737	70.60
				18.05.2015	960	Purchase	2736697	70.62

				21.05.2015	-100	Sale	2736597	70.62
				01.06.2015	1000	Purchase	2737597	70.65
				02.06.2015	1000	Purchase	2738597	70.67
				03.06.2015	500	Purchase	2739097	70.69
				04.06.2015	700	Purchase	2739797	70.70
				05.06.2015	500	Purchase	2740297	70.72
				19.06.2015	405	Purchase	2740702	70.73
				24.06.2015	200	Purchase	2740902	70.73
				25.06.2015	756	Purchase	2741658	70.75
				26.06.2015	900	Purchase	2742558	70.78
				30.06.2015	999	Purchase	2743557	70.80
				01.07.2015	1200	Purchase	2744757	70.83
				02.07.2015	389	Purchase	2745146	70.84
				03.07.2015	500	Purchase	2745646	70.86
				07.07.2015	100	Purchase	2745746	70.86
				09.07.2015	242	Purchase	2745988	70.86
				10.07.2015	200	Purchase	2746188	70.87
				13.07.2015	250	Purchase	2746438	70.88
				14.07.2015	350	Purchase	2746788	70.88
				15.07.2015	1325	Purchase	2748113	70.92
				16.07.2015	1251	Purchase	2749364	70.95
				18.07.2015	750	Purchase	2750114	70.97
				20.07.2015	650	Purchase	2750764	70.99
				21.07.2015	-100	Sale	2750664	70.98
				22.07.2015	2904	Purchase	2753568	71.06
				27.07.2015	100	Purchase	2753668	71.06
				28.07.2015	200	Purchase	2753868	71.07
				29.07.2015	101	Purchase	2753969	71.07
				30.07.2015	195	Purchase	2754164	71.08
				18.08.2015	600	Purchase	2754764	71.09
				19.08.2015	438	Purchase	2755202	71.10
				20.08.2015	9100	Purchase	2764302	71.34
				21.08.2015	1500	Purchase	2765802	71.38
				25.08.2015	1788	Purchase	2767590	71.42
				08.09.2015	650	Purchase	2768240	71.44
				14.09.2015	40	Purchase	2768280	71.44
				15.09.2015	120	Purchase	2768400	71.44
				16.09.2015	100	Purchase	2768500	71.45
				21.09.2015	100	Purchase	2768600	71.45
				01.10.2015	50	Purchase	2768650	71.45
				05.10.2015	1100	Purchase	2769750	71.48
				20.10.2015	640	Purchase	2770390	71.49
				21.10.2015	1200	Purchase	2771590	71.52

			25.10.2015	500	Purchase	2772090	71.54
			27.10.2015	200	Purchase	2772290	71.54
			19.11.2015	500	Purchase	2772790	71.56
			20.11.2015	50	Purchase	2772840	71.56
			23.11.2015	4500	Purchase	2777340	71.67
			24.11.2015	1300	Purchase	2778640	71.71
			26.11.2015	303	Purchase	2778943	71.71
			27.11.2015	1000	Purchase	2779943	71.74
			30.11.2015	1000	Purchase	2780943	71.77
			01.12.2015	1000	Purchase	2781943	71.79
			02.12.2015	11000	Purchase	2792943	72.08
			03.12.2015	2000	Purchase	2794943	72.13
			18.12.2015	100	Purchase	2795043	72.13
			28.12.2015	600	Purchase	2795643	72.15
			05.01.2016	100	Purchase	2795743	72.15
			25.01.2016	100	Purchase	2795843	72.15
			03.03.2016	200	Purchase	2796043	72.16
			09.03.2016	100	Purchase	2796143	72.16
3	At the End of the Year (31.03.2016)	--				2796143	72.16

**(IV) Shareholding Pattern of top ten Shareholders (Other than directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding At The Beginning Of The Year		Change in Shareholding (Nos. of Shares)		Cumulative Shareholding during the year	
		No of Shares	% Of Total Shares Of The Company	Increase	Decrease	No Of Shares	% Of Total Shares Of The Company
1.	Mr. Sakar S. Sharma	56600	1.46	—	—	56600	1.46
2.	Madan and Company Ltd.	48100	1.24	—	—	48100	1.24
3.	Mr. Arvindkumar J. Sancheti	27579	0.71	—	—	27579	0.71
4.	Mehta Integrated Finance Ltd	10000	0.26	—	—	10000	0.26
5.	Mr. Sudhir Jain	20000	0.52	—	12000	8000	0.21
6.	Mrs. Neelam S. Dugar	6501	0.17	—	500	6001	0.15
7.	Mr. Rajesh B. Dugar	5087	0.13	—	—	5087	0.13
8.	Mr. Yogesh R. Patel	5000	0.13	—	—	5000	0.13
9.	Mr. Roopchand J. Loonia	4200	0.11	—	—	4200	0.11
10.	Mr. Kamal R. Sheth	4000	0.15	—	—	4000	0.15





## (V) Shareholding of Directors and Key managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the Begning of the year		Purchase/ (Sale) during the year	Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company		No. of Shares	% of Total Shares of the Company
1.	Mr. Sunil Agarwal	1039240	26.82	70327	1109567	28.63
2.	Mr. Yash Agarwal	439203	11.33	—	439203	11.33
3.	Mr. Hardik Agarwal	374827	9.67	—	374827	9.67
4.	Mrs. Pamita Agarwal	872546	22.52	—	872546	22.52
5.	Mr. Samir Sheth	5500	0.14	—	5500	0.14
6.	Mr. Kamal Patel	1300	0.34	—	1300	0.34
7.	Mr. Anup Agarwal	NIL	NIL	—	NIL	NIL
8.	Mr. Nishit Joshi	NIL	NIL	—	NIL	NIL
9.	Mr. Dilip Nirmal	NIL	NIL	—	NIL	NIL
10.	Miss Pratika Bothra	NIL	NIL	—	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
<b>Indebtdness at the begning of the financial year</b>	<b>21867219</b>	<b>NIL</b>	<b>NIL</b>	<b>21867219</b>
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest Due but Not Paid	NIL	NIL	NIL	NIL
iii) Interest Accrued but not due	NIL	NIL	NIL	NIL
<b>Total I + ii = iii</b>	<b>21867219</b>	<b>NIL</b>	<b>NIL</b>	<b>21867219</b>
<b>Change in indebtedness during the financial year</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
i) Addition	NIL	NIL	NIL	NIL
ii) Reduction	9001331	NIL	NIL	9001331
<b>Net Change Indebtedness at the end of the financial year</b>	<b>12865888</b>	<b>NIL</b>	<b>NIL</b>	<b>12865888</b>
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest Due but Not Paid	NIL	NIL	NIL	NIL
iii) Interest Accrued but not due	NIL	NIL	NIL	NIL
<b>Total I + ii = iii</b>	<b>12865888</b>	<b>NIL</b>	<b>NIL</b>	<b>12865888</b>

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Mr. SUNIL R. AGARWAL (Managing Director)	—	—	—	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	42,00,000/-	NA	NA	NA	42,00,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NA	NA	NA	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NA	NA	NA	NIL
2	Stock Option	NA	NA	NA	NA	NIL
3	Sweat Equity	NA	NA	NA	NA	NIL
4	Commission- as % of profit-others, specify...	NA	NA	NA	NA	NIL
5	Others, please specify	NA	NA	NA	NA	NIL
	Total (A)	42,00,000/-	NA	NA	NA	42,00,000/-
	Ceiling as per the Act (as per the Schedule V Part II Section II)	42 lakhs	NA	NA	NA	42 lakhs

**B. Remuneration to other directors**

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		—	—	—	—	
1	Independent Directors	Nil	Nil	Nil	Nil	Nil
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors	Nil	Nil	Nil	Nil	Nil
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	Nil	Nil	Nil	Nil	Nil

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Miss Pratika P. Bothra CS*	Mr. Dilip Nirmal CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NA	NA	5,43,478/-	5,43,478/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NA	NA	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NA	NA	NIL	NIL
2	Stock Option	NA	NA	NA	NIL
3	Sweat Equity	NA	NA	NA	NIL
4	Commission	NA	NA	NA	NIL
	- as % of profit	NA	NA	NA	NIL
	others, specify...	NA	NA	NA	NIL
5	Others, please specify	NA	NA	NA	NIL
	Total	NA	NA	5,43,478/-	5,43,478/-

\* Appointed as on 28th March, 2016

**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)
<b>A. COMPANY</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
<b>B. DIRECTORS</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

## ANNEXURE-B TO DIRECTOR'S REPORT

FORM NO. MR-3

## SECRETARIAL AUDIT REPORT

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

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

RAGHUVIR SYNTHETICS LIMITED

Rakhial Road, Rakhial,

Ahmedabad - 380023.

I, Amrish N. Gandhi, Proprietor of Amrish Gandhi & Associates, Company Secretaries, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RAGHUVIR SYNTHETICS LIMITED [CIN:L17119GJ1982PLC005424]** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of **RAGHUVIR SYNTHETICS 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, I hereby report that in my 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **RAGHUVIR SYNTHETICS LIMITED** 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 Byelaws framed there under;
- 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 (upto 14th May, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15th May, 2015);
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not Applicable to the Company during the Audit Period**);
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (**Not Applicable to the Company during the Audit Period**);
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable to the Company during the Audit period**);
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not Applicable to the Company during the Audit Period**) and;
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not Applicable to the Company during the Audit Period**);
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- l. As informed to me the following other Laws specifically applicable to the Company as under:

**A. INDUSTRIAL & LABOUR LAWS:**

- a) The Factories Act, 1948
- b) Industrial Disputes Act, 1947
- c) The Minimum Wages Act, 1948
- d) The Payment of Wages Act, 1936
- e) Employee's State Insurance Act, 1948
- f) Employees' Provident Fund and Miscellaneous Provisions Act, 1952
- g) The Payment of Bonus Act, 1965
- h) The Payment of Gratuity Act, 1972
- i) The Contract Labour (Regulation and Abolition) Act, 1970
- j) The Employees' Compensation Act, 1923
- k) The Apprentices Act, 1961

**B. ENVIRONMENT RELATED:**

- a) The Environment (Protection) Act, 1986
- b) The Hazardous Wasted (Management, Handling And Transboundary Movement) Rules, 2008
- c) The Water (Prevention & Control of Pollution) Act, 1974
- d) The Air (Prevention & Control of Pollution) Act, 1981

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

- a) Secretarial Standards with respect to General and Board Meetings issued by The Institute of Company Secretaries of India (effective from 1<sup>st</sup> July, 2015).
- b) The Listing Agreements entered into by the Company with BSE Limited, Ahmedabad Stock Exchange Limited and Calcutta Stock Exchange Limited.
- c) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (effective form 1<sup>st</sup> December, 2015)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below.

- a) The Company has made late submission of the disclosure as required under the regulation 7(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- b) With respect to delay in filings of E-forms MGT 14 with the Ministry of Corporate Affairs as specified under the provision of section 204 under the Companies act 2013 in respect of Appointment of Secretarial Auditor, the Company has paid the additional fee and complied with the requirements.
- c) With respect to delay in filings of E-forms MGT 14 with the Ministry of Corporate Affairs as specified under the provision of section 184 and 134 under the Companies act 2013 in respect of Disclosure of Interest of Directors and approval of accounts, the Company has paid the additional fee and complied with the requirements.
- d) With respect to delay in filings of E-forms MGT 14 with the Ministry of Corporate Affairs as specified under the provision of section 134(6) and 138 under the Companies act 2013 in respect of Approval of Director Report and Appointment of Internal Auditor, the Company paid the additional fee and complied with the requirements.

- e) The Company has not compliance with the Listing Agreements entered into by the Company with Calcutta stock Exchange and hence not paid the listing fee.

**I further report that**

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and 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.

All decisions of the board were unanimous and the same was captured and recorded as part of the minutes.

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

**I 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

Place: Ahmedabad

Date: 26<sup>th</sup> May, 2016

For Amrish Gandhi & Associates

Amrish N. Gandhi  
Company Secretaries  
CP No: 5656|FCS: 8193

**Note:** *This Report is to be read with Our Letter of even date which is annexed as "Appendix A" and forms an integral part of this report.*

**'Appendix A'**

To,  
The Members,  
RAGHUVIR SYNTHETICS LIMITED  
Rakhial Road, Rakhial,  
Ahmedabad-380023.

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. 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 reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever 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 provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Place: Ahmedabad**  
**Date: 26<sup>th</sup> May, 2016**

**For Amrish Gandhi & Associates**

**Amrish N. Gandhi**  
**Company Secretaries**  
**CP No: 5656|FCS: 8193**

## ANNEXURE-C TO DIRECTOR'S REPORT

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

Information as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are set out as under:

**A. CONSERVATION OF ENERGY:**

The Company endeavors to conserve energy wherever possible.

Total energy consumption & consumption per unit of production:

Particulars	2015-2016	2014-2015
1. Power and Fuel Consumption :		
Purchases Units (KWH '000)	4254.54	4626
Total Cost (Rs. In Lakhs)	350.03	362.48
Rate per Unit (Rupees)	8.23	7.83
Consumption in Units (Per unit of production)	0.210	0.197
2. Coal and Wooden Dust		
Quantity Consumed (M.T)	9192.85	10862
Total Cost (Rs. In Lakhs)	494.53	605.92
Rate per M.T. (Rupees)	5379.52	5578.34
Consumption in Kgs. (Per Unit of production)	0.455	0.462
3. Wind Mill (Units)	121473	106462

**B. TECHNOLOGY ABSORPTION**

The Company is not having any technology Collaboration in its manufacturing operations.

**C. FOREIGN EXCHANGE EARNING AND OUT GO:**

PARTICULARS	2015-2016	2014-2015
i. Total Foreign Exchange Used (Rs.)	1,59,83,412	1,43,43,144
ii. Total Foreign Exchange Earned (on F.O.B basis) (Rs.)	NIL	NIL



**ANNEXURE - D TO DIRECTOR'S REPORT**
**PARTICULARS OF EMPLOYEES:-**

(Pursuant to rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

- There is no increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16.

Sr. No.	Name of Director/KMP	Remuneration for FY 2016-15 (In Rs.)	% increase in remuneration in FY 2015-16
1.	Mr. Sunil Agarwal Managing Director	42,00,000/-	12%
2.	Mr. Yash Agarwal Executive Director	NIL	NA
3.	Mr. Hardik Agarwal Executive Director	NIL	NA
4.	Mr. Samir Sheth Independent Director	NIL	NA
5.	Mr. Kamal Patel Independent Director	NIL	NA
6.	Mr. Anup Agarwal *Independent Director	NIL	NA
7.	Mrs. Pamita Agarwal Director	NIL	NA
8.	Mr. Nishit Joshi **Independent Director	NIL	NA
9.	Mr. Dilipkumar Nirmal Chief Financial Officer	5,43,478/-	NIL
10.	Miss Pratika Bothra #Company Secretary	NIL	NIL

\* Appointed as a Additional Director w.e.f 09/02/2016

\*\*Appointed as a Additional Director w.e.f 11/03/2016

#Appointed as a Whole Time Company Secretary w.e.f 28/03/2016

- There were 139 permanent employees on the rolls of Company as on 31st March, 2016.

- Relationship between average increase in remuneration and company performance:-

The average increase in remuneration is associated with and driven by achievement of annual corporate goals and overall business, financial and operational performance of the Company.

Minimum Remuneration:- In financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013.

- Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:-

The Revenue from operations of the Company for FY 2015-16 decreased by 7.96% as compared to FY 2014-

15. The criteria for remuneration of managerial personnel are based on the remuneration policy as approved by the board of directors.

5. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was 10% whereas the increase in the managerial remuneration for the same financial year was 12%.

6. The key parameters for any variable component of remuneration availed by the directors:-

– Not Applicable

7. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:-

– Not Applicable

8. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

9. Market Capitalization:-

Date	Issued Shares (in Amt)	Closing Market Price per Share (Rs)	EPS(Rs)	PE Ratio	Market Capitalization
31.03.2015	38750000	13	0.84	15.48	503750000
31.03.2016	38750000	28	1.10	24.45	1085000000
Increase/(Decrease) %	NIL	(40.90%)	(24.32%)	(21.90%)	(40.90%)
Increase/(Decrease) %	NIL	115.38%	30.95%	57.94%	115.38%

## CORPORATE GOVERNANCE REPORT

### Corporate Governance

The principal characteristics of corporate governance are Transparency, Independence, Accountability, Responsibility, Fairness, and Social Responsibility. Corporate Governance pertains to system of blending law, regulations and voluntary practices, which enable the Company to attract financial and human capital, perform efficiently and thereby perpetuate it into generating long-term economic value for its shareholders, while respecting interests of other stakeholders and the society as a whole.

It aims to assure the shareholders that it is "Your Company" and it belongs to you. The Chairman and Board of Directors are your fiduciaries and trustees pushing the business forward in maximizing long term value for its shareholders. This report sets out the compliance status of the Company with the requirements of corporate governance, as set out in Pursuant to Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year 2015-16

### Company's Philosophy on Corporate Governance

The fundamental approach to corporate governance is to ensure the condition that Board of Directors and managers act in the interest of the Company. The implementation of good corporate governance leads to increase in the long term value of the shareholders and also in the enhancement of the interest of the other stakeholders. The Company is led by the Chairman and the Managing Director who are responsible for implementing the broad policies and guidelines.

Your Company has followed all the mandatory requirement of Corporate Governance complying with the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') and applicable provisions of Companies Act, 2013 and looking forward positively to follow non mandatory provisions. The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value, over sustained period of time.

### BOARD OF DIRECTORS

#### A. Composition of Board of Directors as on 31-03-2016 is as under:-

Name of the Director	Category	Total No. of Other Directorship (In Public Companies)	Details of Committees in other Companies	
			Chairman	Member
Mr. Sunil Agarwal #	Executive & Non- Independent	1	NIL	NIL
Mr. Yash Agarwal	Executive & Non- Independent	1	NIL	NIL
Mr. Hardik Agarwal	Executive & Non- Independent	1	NIL	NIL
Mrs. Pamita Agarwal	Non-Executive & Non- Independent	NIL	NIL	NIL
Mr. Samir Sheth	Non-executive & Independent	4	NIL	4
Mr. Kamal Patel	Non-executive & Independent	1	NIL	1
Mr. Anup Agarwal #	Non-executive & Independent	NIL	NIL	NIL
Mr. Nishit Joshi *	Non-executive & Independent	NIL	NIL	NIL
Mr. Mangesh Agarwal##	Non-executive & Independent	NIL	NIL	NIL

#### Notes:

## Resigned as an Independent Director w.e.f 09/02/2016

# Appointed as a Additional Independent Director w.e.f 09/02/2016

\* Appointed as a Additional Independent Director w.e.f 11/03/2016

**B. Attendance of each director at the Board Meeting and Last Annual General Meeting:**

During the financial year 2015-2016, the Board of Directors of your Company met 10 (TEN) times on 29/05/2015, 23/06/2015, 13/08/2015, 24/08/2015, 16/09/2015, 13/10/2015, 05/11/2015, 09/02/2016, 11/03/2016, 28/03/2016. The details of directors and their attendance at the board meetings and Last Annual General Meeting of the Company are as under:-

Name of Directors	No. of Board Meeting attended	Attendance at last AGM held on 30 <sup>th</sup> September, 2015
Mr. Sunil Agarwal	10	Yes
Mr. Yash Agarwal	9	YES (PROXY )
Mr. Hardik Agarwal	8	YES (PROXY )
Mr. Samir Sheth	8	YES
Mr. Kamal Patel	8	YES
Mr. Anup Agarwal #	2	Not Applicable
Mrs Pamita Agarwal	7	Yes
Mr. Nishit Joshi *	2	Not Applicable
Mr. Manglesh Agarwal##	8	YES

# Appointed as a Additional Independent Director w.e.f 09/02/2016

\* Appointed as a Additional Independent Director w.e.f 11/03/2016

## Resigned as an Independent Director w.e.f 09/02/2016

**AUDIT COMMITTEE**

The Audit Committee, comprising four Directors, all being Non-Executive & Independent Directors and all of them have financial and accounting knowledge. The constitution of Audit Committee also meets with the requirements under Section 177 of the Companies Act, 2013 and as per Regulation 18 of SEBI (LODR) Reg, 2015. Members are regularly present at the meetings.

a. Number of Audit Committee Meetings held during the financial year 2015-2016 and dates of the meetings:

Audit Committee meeting	Date	Audit Committee Meeting	Date
1	29/05/2015	3	05/11/2015
2	13/08/2015	4	09/02/2016

b. The Composition of an Audit Committee as on 31.03.2016 and details of committee meetings attended by members are as under:-

Name of the Member	Designation	Category	No. of Committee Meetings held	Committee Meeting attended
Mr. Manglesh Agarwal##	Chairman	Independent & Non-Executive	4	4
Mr. Nishit Joshi *	Chairman	Independent & Non-Executive	NIL	NIL
Mr. Kamal Patel	Member	Independent & Non-Executive	4	4
Mr. Samir Sheth	Member	Independent & Non-Executive	4	4
Mr. Anup Agarwal#	Member	Independent & Non-Executive	NIL	NIL

# Appointed as a Additional Independent Director w.e.f 09/02/2016

\* Appointed as a Additional Independent Director w.e.f 11/03/2016

## Resigned as an Independent Director w.e.f 09/02/2016

- c. Keeping in view the provisions of section 177 of the Act, and the provisions of the SEBI LODR Regulations, 2015, the terms of reference of the Audit Committee include the following:-
- I. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
  - II. Recommending the appointment, remuneration and terms of appointment of statutory auditors, including cost auditors of the Company;
  - III. Approving payment to statutory auditors, including cost auditors, for any other services rendered by them;
- IV. Reviewing with management the quarterly and annual financial statements before submission to the board, focusing primarily on;
- ◆ Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - ◆ Changes, if any, in accounting policies and practices and reasons for the same;
  - ◆ Major accounting entries involving estimates based on the exercise of judgment by the management;
  - ◆ Compliance with listing and other legal requirements relating to financial statements;
  - ◆ Disclosure of any related party transactions; and.
- V. Reviewing with the management, performance of statutory and internal auditors, external and Cost auditors, the adequacy of internal control systems, risk management systems.
- VI. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- VII. Discussion with internal auditors any significant findings and follow up there on.
- VIII. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- IX. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- X. Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background, etc. of the candidate;.
- XI. Reviewing the Company's financial and risk management policies.
- XII. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- XIII. to review the functioning of the Vigil Mechanism/Whistle blower mechanism

#### **NOMINATION AND REMUNERATION COMMITTEE**

- A. The composition of the Nomination and Remuneration Committee as on 31.03.2016 and the details of the meetings attended by the Directors are given below:

<b>Name of the Member</b>	<b>Designation</b>	<b>Category</b>	<b>Committee Meeting attended</b>
Mr. Manglesh Agarwal##	Chairman	Independent & Non-Executive	N.A
Mr. Nishit Joshi *	Chairman	Independent & Non-Executive	1
Mr. Kamal Patel	Member	Independent & Non-Executive	NIL
Mr. Samir Sheth	Member	Independent & Non-Executive	1
Mr. Anup Agarwal #	Member	Independent & Non-Executive	1

# Appointed as a Additional Independent Director w.e.f 09/02/2016

\* Appointed as a Additional Independent Director w.e.f 11/03/2016

## Resigned as an Independent Director w.e.f 09/02/2016

One Meeting of Nomination and Remuneration Committee was held on 28<sup>th</sup> March, 2016.

**B. Keeping in view the provisions of section 178 of the Act and the provisions of the SEBI LODR Regulations 2015, the terms of reference of the NOMINATION AND REMUNERATION COMMITTEE include the following.**

- I. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- II. formulation of criteria for evaluation of performance of independent directors and the board of directors;
- III. devising a policy on diversity of board of directors;
- IV. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- V. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

**C. The details of remuneration paid to the Managing Director for the year 2015-2016.**

Name of the Director	Salary/Perquisite Amount (Rs.)	Commission Amount (Rs.)	Total Amount (Rs.)
Mr. Sunil R Agarwal	42,00,000/- Per Annum	—	42,00,000/- Per Annum

**D. The details of remuneration paid to the Chief Financial officer (KMP) for the year 2015-2016**

Name of the Director	Salary/Perquisite Amount (Rs.)	Commission Amount (Rs.)	Total Amount (Rs.)
Mr. Dilip Popatlal Nirmal	5,43,478/- Per Annum	—	5,43,478/- Per Annum

**E. The details of remuneration paid to the Company Secretary (KMP) for the year 2015-2016**

Name of the Director	Salary/Perquisite Amount (Rs.)	Commission Amount (Rs.)	Total Amount (Rs.)
Miss Pratika P. Bothra *	NIL	—	NIL

\*Appointed as on 28<sup>th</sup> March, 2016

No sitting fee is payable to the Executive, Non Executive and Managing Director.

**F. Details of shares of the Company held by Directors as on 31<sup>st</sup> March, 2016 are as under:**

Name	No. of Shares held
Mr. Sunil Agarwal	1109567
Mr. Yash Agarwal	439203
Mr. Hardik Agarwal	374827
Mrs. Pamita Agarwal	872546
Mr. Samir Sheth	5500
Mr. Kamal Patel	1300
Mr. Anup Agarwal	NIL
Mr. Nishit Joshi	NIL

- ♦ The Company has no employee stock option scheme in force at present.

**STAKEHOLDER RELATIONSHIP COMMITTEE (erstwhile shareholders'/investors' grievance committee):-**

**A. Number of Committee meetings held during the financial year 2015-2016 and dates of the meetings:**

Stakeholder Relationship Committee Meeting	Date	Stakeholder Relationship Committee Meeting	Date
1	29/05/2015	3	05/11/2015
2	13/08/2015	4	09/02/2016

**B. The Composition of Stakeholder Relationship Committee as on 31.03.2016 and details of committee meetings attended by Director are as under:-**

Name of Member	Designation	Category	No. of Meeting attended	Committee Meeting attended
Mr. Manglesh Agarwal##	Chairman	Independent & Non-Executive	4	4
Mr. Nishit Joshi *	Chairman	Independent & Non-Executive	NIL	NIL
Mr. Kamal Patel	Member	Independent & Non-Executive	4	4
Mr. Samir Sheth	Member	Independent & Non-Executive	4	4
Mr. Anup Agarwal#	Member	Independent & Non-Executive	NIL	NIL

# Appointed as a Additional Independent Director w.e.f 09/02/2016

\* Appointed as a Additional Independent Director w.e.f 11/03/2016

## Resigned as an Independent Director w.e.f 09/02/2016

**C. Keeping in view the provisions of section 178 of the Act, and the provisions of the SEBI LODR Regulations 2015 the terms of reference of the Stakeholders Relationship Committee are as follows :-**

- Oversee and review all matters connected with the transfer of the Company's securities;
- Approve issue of the Company's duplicate share / debenture certificates;
- Consider, resolve and monitor redressal of investors' / shareholders' / security holders' grievances related to transfer of securities, non-receipt of Annual Report, non-receipt of declared dividend etc.;
- Oversee the performance of the Company's Registrars and Transfer Agents;
- Recommend methods to upgrade the standard of services to investors;
- Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading;
- Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification / amendment or modification as may be applicable.

**D. Investor Grievance Redressal:-**

Number of complaints received and resolved during the year as on 31<sup>st</sup> March, 2016 is as follows:-

Number of complaints as on 1st April, 2015	NIL
Number of complaints received during the year ended on 31st March, 2016	NIL
Number of complaints resolved up to 31st March, 2016	NIL
Number of complaints pending as on 31st March, 2016	NIL

**Chairman/Managing Director and CFO Certification**

The Chairman/Managing Director and CFO have issued certificate pursuant to the provisions of under Regulation 17(8) of the (LODR) Reg, 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

**General Body Meetings**

Details of last three Annual General Meetings are as under:

Year	Date	Time	Venue	No. of Special Resolutions Passed
2012-13	30/09/2013	11.00 A.M.	Rakhial Road, Rakhial, Ahmedabad-23	—
2013-14	30/09/2014	10.30 A.M.	Rakhial Road, Rakhial, Ahmedabad-23	3
2014-15	30/09/2015	10.30 A.M.	Rakhial Road, Rakhial, Ahmedabad-23	1

- ♦ No postal ballot was conducted during the year.

**DISCLOSURES:**

- a) Disclosure on materially significant related party transactions:  
Full disclosure of related party transactions as per accounting standard 18 issued by The Institute of Chartered Accountants of India is given under Note No. 35 of Notes Forming part of accounts for the year ended on 31<sup>st</sup> March, 2016.  
The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web-link as required under Listing Regulations is as under: <http://www.raghuvir.com/policies.html>
- b) There were no transactions of material nature with its promoters, the Directors or the management or relatives of the Directors during the year. There were no instances of non-compliance on any matter related to the capital Markets, during the last three years
- c) No. penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital Markets.
- d) Independent Directors are familiarised with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company. The details of the familiarisation programmes can be accessed on the web link: <http://www.raghuvir.com/policies.html>
- e) The Company has also adopted Material Events Policy, Website Content Archival Policy and Policy on Preservation of Documents which is uploaded on the website of the Company at [http:// www.raghuvir.com/policies.html](http://www.raghuvir.com/policies.html)

**Re-appointment of Directors (Regulation 36(3) of SEBI (LODR) Regulations, 2015,)**

Mrs. Pamitadevi Sunil Agarwal, Director of the Company is retiring by rotation at the ensuing Annual General Meeting and is eligible, offer himself for re-appointment. Brief resume of Mrs. Pamitadevi Sunil Agarwal together with other details is provided as under:

The Director has furnished the requisite declaration for his re-appointment.

<b>Name</b>	Mrs. Pamitadevi Sunil Agarwal
<b>Date of Birth</b>	17/04/1967
<b>DIN</b>	07135868
<b>Shareholding</b>	872546
<b>Relationship with other Directors/ Manager/KMP</b>	Wife of Mr. Sunil R. Agarwal, Mother of Mr. Yash S. Agarwal and Mr. Hardik S. Agarwal



<b>Education Qualification</b>	1 Year of Graduation
<b>Experience</b>	Housewife
<b>List of other Directorship /Committee membership in other Public Companies as on 31st March, 2016.</b>	Nil

**MEANS OF COMMUNICATIONS**
**a) Financial Results:**

The Company has regularly published its quarterly, half yearly & annual results in newspapers & submitted to stock exchanges in accordance with the Listing Agreement requirements. Company ordinarily published its quarterly reports in newspaper. Our Website address is [www.raghuvir.com](http://www.raghuvir.com).

**b) Website:**

The Company's website <http://www.raghuvir.com/> contains a separate dedicated section namely "Investors" where shareholders information is available. The Annual Report of the Company is also available on the website of the Company.

The Management Discussion and Analysis Report forms part of the report.

**GENERAL SHAREHOLDERS' INFORMATION:-**
**A. Annual General Meeting:-**

**Date:** - 30<sup>th</sup> September, 2016

**Venue:** - Rakhial Road, Rakhial, Ahmedabad - 380023

**Time:-** 10.30 A.M.

**B. Financial Year: 2016-2017 (Tentative)**

The financial year of the Company is 1<sup>st</sup> April to 31<sup>st</sup> March and financial results will be declared as per the following schedule.

<b>Particulars</b>	<b>Tentative Schedule</b>
<b>Quarterly Unaudited Result</b>	
Quarter Ending 30 <sup>th</sup> June, 2016	On 13 <sup>th</sup> August, 2016
Quarter Ending 30 <sup>th</sup> September, 2016	On or before 14 <sup>th</sup> November, 2016
Quarter Ending 31 <sup>st</sup> December, 2016	On or before 14 <sup>th</sup> February, 2017
<b>Annual Audited Result</b>	
Year ending 31 <sup>st</sup> March, 2017	Within 60 days from 31 March, 2017

**C. Date of Book Closure:**

The Share Transfer Book and Register of Members will remain closed from 24<sup>th</sup> September, 2016 to 30<sup>th</sup> September, 2016 (Both days inclusive).

**D. Dividend: Nil**
**E. Listing at following Stock Exchanges:**

<b>Name of the Stock Exchange</b>	<b>Stock Code</b>
The BSE Limited (BSE)	514316
Ahmedabad Stock Exchange	47800
Calcutta Stock Exchange	28124
ISIN for Equity Shares held in Demat form with NSDL and CDSL	INE969C01014

**F. Listing Fees:**

The Company has been regular in paying the listing fees to the Bombay stock exchanges and Ahmedabad Stock Exchange and, but not for the Calcutta Stock Exchange.

**G. Market Price Data:-**

The Stock Market Price Data of Trading of Equity Shares of the Company at Bombay Stock Exchange for the period from 1st April, 2015 to 31st March, 2016:

Month	BSE		
	High Price	Low Price	Close Price
April-15	19.42	13.65	19.42
May-15	28.45	20.35	28.00
June-15	28.55	26.00	27.00
July-15	38.50	26.50	36.50
August-15	42.00	36.35	39.00
September-15	39.00	32.50	32.50
October-15	32.00	28.55	28.55
November-15	32.50	28.00	31.50
December-15	33.00	31.50	31.50
January-16	33.05	30.40	30.40
February-16	28.90	28.90	28.90
March-16	28.90	28.00	28.00

**H. Registrar & Share Transfer Agents:**

Name & Address : **M/s. LINK INTIME INDIA PVT. LTD**  
 303, Shopper's Plaza- V,  
 Opp Municipal Market, off C G Road,  
 Navrangpura, Ahmedabad -380009  
 Ph no. 079-26465179  
 Email : [anand.padh@linkintime.co.in](mailto:anand.padh@linkintime.co.in)

**I. Name of Compliance Officer : Miss Pratika P. Bothra****J. SHARE HOLDING PATTERN AS ON 31<sup>st</sup> MARCH, 2016 :**

Sr. No.	Category	No. of Shares held	% of Share Holding
1.	Promoters	2796143	72.16
2.	Mutual Fund and UTI	0	0
3.	Bank, Financial Institution, Insurance Companies (Central/State Government Institution)	0	0
4.	Foreign Institutional Investors	0	0
5.	Private Corporate Bodies	75208	1.94
6.	Indian Public	1003389	25.89
7.	NRIs/OCBs	260	0.01
8.	GDR	0	0
9.	Clearing Member	0	0
	<b>Grand Total :-</b>	<b>3875000</b>	<b>100.00</b>

**K. DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>ST</sup> MARCH, 2016**

No. of Shares	No. of Holders	No. of Shares	Total No. of Holder %	Total No. of Shares %
1 to 500	4166	599409	94.10	15.47
501 to 1000	164	147984	3.70	3.82
1001 to 2000	55	82653	1.24	2.13
2001 to 3000	16	38277	0.36	0.99
3001 to 4000	11	39967	0.25	1.04
4001 to 5000	2	9200	0.05	0.24
5001 to 10000	4	29088	0.09	0.75
10001 - 20000	3	40279	0.07	1.04
Above 20000	6	2888143	0.14	74.53
<b>TOTAL</b>	<b>4427</b>	<b>3875000</b>	<b>100.00</b>	<b>100.00</b>

**L. LISTING AND DEMATERIALISATION OF SHARES AND LIQUIDITY**

- ◆ The Company's Shares are listed at The BSE Limited (BSE), Ahmedabad Stock Exchange and Calcutta Stock Exchange.
- ◆ The Company's Shares are available for dematerialization on both the Depositories Viz. National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL). Equity shares of the Company representing 85% of the Equity share capital are dematerialized as on 31 March, 2016.
- ◆ Miss Pratika P. Bothra is designated as Compliance Officer.

**M. Income Tax PAN mandatory for Transfer of securities**

As per Regulation 40(7) read with Schedule VII of the Listing Regulations, for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the listed entity for registration of transfer of securities.

**N. Outstanding GDR/ADRs/ Warrant or any convertible instrument, conversion and likely impact on equity:- NIL**
**O. Factory location:-**

Nr. Gujarat Bottling, Rakhial  
Ahmedabad – 380023  
Gujarat (India)

**P. Registered Office Address for Correspondence**

Raghuvir Synthetics Limited  
Nr. Gujarat Bottling, Rakhial Road,  
Rakhial, Ahmedabad-380 023.  
Phone : 079-22911015-22911902-22910963  
[www.raghuvir.com](http://www.raghuvir.com)

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR, RAGHUVIR SYNTHETICS LTD.**

**PLACE: AHMEDABAD**

**DATE: 26/05/2016**

**SUNIL R. AGARWAL  
CHAIRMAN & MANAGING DIRECTOR**

**DIN : 00265303**

## DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

Pursuant to Regulation 26(3) of SEBI (Listing Obligations  
and Disclosure Requirements) Regulations, 2015

To,  
The Members,  
Raghuvir Synthetics Limited  
Ahmedabad

I, Sunil Raghvirprasad Agarwal, Managing Director, of Raghuvir Synthetics Limited hereby declare that all the board members and senior executives one level below the executive directors including all functional heads have affirmed for the financial year ended 31<sup>st</sup> March, 2016, compliance with the code of conduct of the Company laid down for them.

BY ORDER OF THE BOARD OF DIRECTORS  
FOR, RAGHUVIR SYNTHETICS LTD.

PLACE: AHMEDABAD  
DATE: 26/05/2016

SUNIL R. AGARWAL  
CHAIRMAN & MANAGING DIRECTOR  
DIN : 00265303

**Chief Executive Officer (CEO) / Chief Financial Officer (CFO)**  
**Certification under Regulation 17(8) of the (LODR) Reg. 2015**

To,  
 The Board of Director  
 Raghuvir Synthetics Limited.  
 Ahmedabad

**Mr. Sunil Raghvirprasad Agarwal, Managing Director** in terms of Companies Act, 2013 and **Mr. Dilip Popatlal Nirmal, Chief Financial Officer** of the Company hereby certify to the Board that:

- A.** We have reviewed financial statements and the cash flow statement of Raghuvir Synthetics Limited for the year ended 31<sup>st</sup> March, 2016 and to the best of their knowledge and belief :
- 1.** these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 2.** these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B.** There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C.** They accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- D.** They have indicated to the auditors and the Audit committee:
- 1.** that there are no significant changes in internal control over financial reporting during the year;
  - 2.** that there are no significant changes in accounting policies during the year; and
  - 3.** that there are no instances of significant fraud of which we have become aware.

**Place:- Ahmedabad**  
**Date:- 26.05.2016**

**Mr. Sunil R Agarwal**  
**Managing Director**

**Mr. Dilip Popatlal Nirmal**  
**Chief Financial Officer**

**Certificate on Corporate Governance**

To,  
The Members of  
Raghuvir Synthetics Limited  
Rakhial Road, Rakhial,  
Ahmedabad-380023.

We have examined the compliance of the conditions of Corporate Governance by Raghuvir Synthetics Limited (the Company) for the year ended 31<sup>st</sup> March 2016, as stipulated in clause in Regulations Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

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

In our opinion and to the best of our information and according to the explanation given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance for the year under the review as stipulated in the above mentioned Listing Regulations.

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.

**DATE: 26/05/2016**  
**PLACE: AHMEDABAD**

**For Amrish Gandhi & Associates**  
**Amrish N. Gandhi**  
**Company Secretary**  
**FCS-8193|CP.NO.: 5656**

**INDEPENDENT AUDITOR'S REPORT**

To,  
The Members,  
RAGHUVIR SYNTHETICS LIMITED  
Ahmedabad.

**Report on the Financial Statements**

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

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation 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 provision 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 due to fraud or error.

**Auditor's Responsibility**

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made 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 financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

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

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order 2016 ("the Order") issued by the Central

Government of India in terms of sub section (11) of section 143 of the Act, we give in the "Annexure – A", a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representations received from the directors as on 31 March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 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 controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (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 our best of our information and according to the explanations given to us :

- (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer notes 32 to the financial statements.
- (ii) The Company did not have any long-term contracts including derivatives 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 G. K. CHOKSI & CO.**  
[Firm Registration No. 101895W]  
*Chartered Accountants*

**SANDIP A. PARIKH**  
*Partner*  
Mem. No. 040727

**Place : Ahmedabad**  
**Date : 26<sup>th</sup> May, 2016**



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

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation, of its fixed assets *but such records require to be updated as regard to locations and additions/deletions for the year ended 31<sup>st</sup> March 2016.*
- (b) *We were informed that all major items of fixed assets were physically verified by the Management at the end of the year and that no discrepancy was noticed on such verification which, on account of proper records being under compilation, could not be verified.*
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) According to information and explanation given to us, the Management of the Company has conducted physical verification of inventory at reasonable intervals and no material discrepancies were noticed on such physical verification during the year.
- (iii) The Company has not granted any secured / unsecured loan to any parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of Clause 3(iii) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and securities.
- (v) According to information and explanations given to us, the Company has not accepted any deposits as defined in The Companies (Acceptance of Deposits) Rules 2014. Accordingly, the provisions of Clause 3(v) of the Order are not applicable to the Company.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to rules made by the Central Government. We are of the opinion that prima facie the prescribed accounts and records have been maintained and being made. We have not, however, made a detailed examination of these records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanation given to us, the Central Government has not prescribed maintenance of cost records under sub section (1) of Section 148 of the Companies Act, 2013.
- (b) According to the information and explanations given to us, the company has no disputed outstanding statutory dues as at 31<sup>st</sup> March, 2016 other than stated below :

Name of the Statute	Nature of dues	Financial year to which the matter pertains	Forum where the matter is pending	Amount (Rs.)
Central Excise	Excise	2003 to 2004	Customs, Excise & Service Tax Appellate Tribunal	13,80,542

- (viii) According to the information and explanations given to us, the Company has not defaulted in the repayment of loans and borrowings to financial institutions, banks, government or dues to debenture holders during the year.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. However money raised by way of term loans have been applied for the purposes for which they have been obtained.
- (x) According to the information and explanations given to us, no fraud by company or any fraud on the company by its officers and employees have been noticed or reported during the year.

- (xi) According to the information and explanations give to us, the Company has paid/provided for managerial remuneration in accordance with the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us, transactions with the related parties are in compliance with sections 177 and 188 of the Act and details of transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**FOR G. K. CHOKSI & CO.**  
[Firm Registration No. 101895W]  
*Chartered Accountants*

**SANDIP A. PARIKH**  
*Partner*  
Mem. No. 040727

Place : Ahmedabad  
Date : 26<sup>th</sup> May, 2016

**Annexure - B to the Independent Auditors' Report of even date on the  
Financial Statements of Raghuvir Synthetics Limited.**

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

We have audited the internal financial controls over financial reporting of **Raghuvir Synthetics 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 of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> 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 G. K. CHOKSI & CO.**

[Firm Registration No. 101895W]

*Chartered Accountants*

**SANDIP A. PARIKH**

*Partner*

Mem. No. 040727

Place : Ahmedabad

Date : 26<sup>th</sup> May, 2016

**BALANCE SHEET AS AT 31ST MARCH, 2016**
*[Amount in Rs.]*

Particulars	Notes	As at 31st March, 2016	As at 31st March, 2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Fund</b>			
Share Capital	2	3 85 41 000	3 85 41 000
Reserves and Surplus	3	12 07 67 093	11 65 19 853
		<u>15 93 08 093</u>	<u>15 50 60 853</u>
<b>Non-Current liabilities</b>			
Long term borrowings	4	72 39 171	2 07 59 142
Deferred tax liabilities (Net)	5	1 16 48 023	1 05 13 896
Long term provisions	6	11 32 957	10 60 082
		<u>2 00 20 151</u>	<u>3 23 33 120</u>
<b>Current liabilities</b>			
Short term borrowings	7	56 26 717	11 08 077
Trade payables			
Dues to Micro, Small and Medium Enterprise	37	—	—
Due to Others	8	7 48 77 390	9 23 73 555
Other current liabilities	9	3 04 54 181	2 56 91 637
Short term provisions	10	4 01 268	3 28 215
		<u>11 13 59 556</u>	<u>11 95 01 484</u>
<b>Total :</b>		<u>29 06 87 800</u>	<u>30 68 95 457</u>
<b>ASSETS</b>			
<b>Non-Current assets</b>			
Fixed assets			
Tangible assets	11	18 08 02 851	19 63 07 991
Capital work-in-progress	12	24 42 503	24 42 503
		<u>18 32 45 354</u>	<u>19 87 50 494</u>
Non-current investments	13	4 000	4 000
Long term loans and advances	14	2 29 86 723	2 02 14 452
Other Non Current Assets	15	3 65 87 485	2 05 46 268
<b>Current Assets</b>			
Inventories	16	1 74 77 843	2 34 04 974
Trade receivables	17	34 59 681	17 73 894
Cash and bank balances	18	1 27 31 165	2 80 22 529
Short term - Loans & advances	19	79 24 716	78 77 176
Other current assets	20	62 70 833	63 01 670
		<u>4 78 64 238</u>	<u>6 73 80 243</u>
<b>Total :</b>		<u>29 06 87 800</u>	<u>30 68 95 457</u>
<b>Significant Accounting Policies</b>	1	—	—

The accompanying notes are an integral part of the financial statements.

As per our attached Report of even date.

**FOR G. K. CHOKSI & Co.**

[Firm Registration No. 101895W]

Chartered Accountants

**SANDIP A. PARIKH**

Partner

Mem. No. 040727

Place: Ahmedabad

Date: 26th May, 2016

**FOR AND ON BEHALF OF THE BOARD**
**SUNIL R. AGARWAL**

Chairman &amp; Managing Director

Din No. 00265303

**DILIP P. NIRMAL**

Chief Financial Officer

Place: Ahmedabad

Date: 26th May, 2016

**YASH S. AGARWAL**

Director

Din No. 02170408

**Pratika P. Bothra**

Company Secretary

M.NO.: A44123

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016

[Amount in Rs.]

Particulars	Notes	2015-2016	2014-2015
<b>INCOME</b>			
Revenue from operations	21	42 78 41 381	46 61 85 234
Other Income	22	51 03 900	42 45 169
<b>Total Revenue</b>		<b>43 29 45 281</b>	<b>47 04 30 403</b>
<b>EXPENSES</b>			
Cost of materials consumed	23	18 86 24 092	22 51 84 136
Purchase of Stock-in-Trade	24	5 74 681	3 34 928
Changes in Inventories	25	( 49 370)	78 896
Operating Expenses	26	15 62 00 951	16 85 90 221
Employee benefits expenses	27	3 69 37 633	2 86 49 886
Finance costs	28	29 98 576	28 08 461
Depreciation		2 10 33 096	1 66 02 024
Other expenses	29	1 87 85 044	1 80 84 921
		<b>42 51 04 703</b>	<b>46 03 33 473</b>
<b>Profit before tax and Exceptional &amp; Extraordinary Items</b>		<b>78 40 578</b>	<b>1 00 96 930</b>
Exceptional Items		2 32 338	( 16 84 000)
Net Profit/(Loss) on sale of Fixed Assets		( 1 78 609)	2 68 528
<b>Profit before tax</b>		<b>78 94 307</b>	<b>86 81 458</b>
Tax Expenses			
Current Tax	30	25 52 247	36 74 818
Excess Provision For Income Tax Written Back		( 39 308)	0
Deferred Tax		11 34 128	17 65 949
		<b>36 47 067</b>	<b>54 40 767</b>
<b>Profit carried to Balance sheet</b>		<b>42 47 240</b>	<b>32 40 691</b>
Earnings per equity share	31		
Basic		1.10	0.84
Diluted		1.10	0.84

The accompanying notes are an integral part of the financial statements.

As per our attached Report of even date.

**FOR G. K. CHOKSI & Co.**

[Firm Registration No. 101895W]  
Chartered Accountants

**SANDIP A. PARIKH**  
Partner  
Mem. No. 040727

Place: Ahmedabad  
Date: 26th May, 2016

**FOR AND ON BEHALF OF THE BOARD**

**SUNIL R. AGARWAL**  
Chairman & Managing Director  
Din No. 00265303

**DILIP P. NIRMAL**  
Chief Financial Officer  
Place: Ahmedabad  
Date: 26th May, 2016

**YASH S. AGARWAL**  
Director  
Din No. 02170408

**Pratika P. Bothra**  
Company Secretary  
M.NO.: A44123

**Cash Flow Statement for the year ended 31st March, 2016**
*[Amount in Rs.]*

Particulars	Notes	2015-2016	2014-2015
<b>A. Cash flow from operating activities:</b>			
Profit/(Loss) for the year before taxation and exceptional items		78 40 578	1 00 96 930
Adjustments for			
Depreciation and Amortization		2 10 33 096	1 66 02 024
Interest Income		( 50 33 253)	( 39 35 968)
Interest Expenses		28 43 776	25 43 906
<b>Operating profit before working capital changes</b>		<b>2 66 84 197</b>	<b>2 53 06 892</b>
Adjustments for :			
Inventories		59 27 131	( 34 87 201)
Trade Receivable		( 16 85 787)	1 88 84 962
Long Term/short term Loans & Advances and Deposits		( 98 628)	( 10 02 487)
Other Non Current /Current Asset		31 52 902	(1 26 90 384)
Long Term/Short Term Provision		1 45 928	2 30 568
Trade payables		(1 27 33 621)	2 31 98 104
Cash generated from operations		2 13 92 122	5 04 40 454
Direct taxes Refund/(paid)		( 52 34 123)	( 99 60 241)
Net cash from operating activities	<b>[A]</b>	<b>1 61 57 999</b>	<b>4 04 80 213</b>
<b>B. Cash flow from investing activities</b>			
Purchase of fixed assets		(1 21 31 179)	(4 42 67 011)
Sale of Fixed Assets		66 56 952	5 02 500
Interest received		53 76 408	29 26 375
Net cash used in investing activities	<b>[B]</b>	<b>( 97 819)</b>	<b>(4 08 38 136)</b>
<b>C. Cash flow from financing activities</b>			
Procurement/(Repayment) of long/ short term borrowings		( 90 01 331)	27 48 941
Interest paid		( 28 43 776)	( 25 43 906)
Net cash flow from financial activities	<b>[C]</b>	<b>(1 18 45 107)</b>	<b>2 05 035</b>
Net Increase/(Decrease) in cash and cash equivalents	<b>[A+B+C]</b>	<b>42 15 073</b>	<b>( 1 52 888)</b>
Cash and cash equivalents opening		17 66 092	19 18 980
Cash and cash equivalents closing		59 81 165	17 66 092
Components of cash and cash equivalent			
Balances with scheduled banks		23 99 416	15 54 200
Cash in hand		2 81 749	2 11 892
Fixed Deposit having Maturity Less Than 3 Months		33 00 000	0
		<b>59 81 165</b>	<b>17 66 092</b>

**Explanatory Notes to Cash Flow Statement**

- The Cash Flow Statement is prepared in accordance with the format prescribed by Securities and Exchange Board of India & as Accounting Standard 3 as Prescribed by the Institute of Chartered Accountants of India.
- In Part A of the Cash Flow Statements, figures in brackets indicates deductions made from the net profit for deriving the cash flow from operating activities. In part B & part C, figures in brackets indicates cash outflows.
- Figures of the previous year have been regrouped wherever necessary, to confirm to current years presentation.

**FOR G. K. CHOKSI & Co.**

[Firm Registration No. 101895W]  
Chartered Accountants

**SANDIP A. PARIKH**  
Partner  
Mem. No. 040727

Place: Ahmedabad  
Date: 26th May, 2016

**FOR AND ON BEHALF OF THE BOARD**
**SUNIL R. AGARWAL**  
Chairman & Managing Director  
Din No. 00265303

**DILIP P. NIRMAL**  
Chief Financial Officer  
Place: Ahmedabad  
Date: 26th May, 2016

**YASH S. AGARWAL**  
Director  
Din No. 02170408

**Pratika P. Bothra**  
Company Secretary  
M.NO.: A44123

**Notes forming part of Accounts****1. Significant Accounting Policies****(a) Basis of Preparation of Financial Statements**

- (i) The financial statements of the company have been prepared and presented in accordance with the generally accepted accounting principle under the historical cost convention on an accrual basis. These financial statements have been prepared as going concern and comply, in all material respects, with the Accounting Standards as prescribed under section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014.
- (ii) The accounting policies adopted in the preparation of the financial statements are consistent with those of previous year.

**(b) Use of Estimates**

These financial statements have been prepared on the basis of estimates, wherever necessary, which have an effect on the reported amounts of assets and liabilities as on the date of the statements and the reported amounts of income and expenditure for the reporting period. The difference between actual and estimates is recognized in the subsequent period when the actual are known.

**(c) Revenue Recognition**

- (i) Sales are recognized upon delivery of goods and are recorded net of trade discount.
- (ii) Revenue from job work processes are recognized as and when the related jobs are performed, the cost incurred up to reporting date for the in-completed jobs are carried to balance sheet under the head cost on job work in process.
- (iii) The company accounts for pro forma credits, refunds of duty of customs or excise, or refunds of sales tax in year of admission of such claims by the concerned authorities. Export benefits are accounted for as other operation income in the year of export based on eligibility and when there is no uncertainty on receiving the same.

**(d) Fixed Assets and Depreciation**

- (i) Fixed Assets are stated at their original cost including incidental expenses related to acquisition and installation, less accumulated depreciation. Cost comprises of the purchase price and any other attributable cost of bringing the assets to its working condition for its intended use.  
At the balance sheet date, an assessment is done to determine whether there is any indication of impairment in the carrying amount of Company's fixed assets. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.  
After recognition of impairment loss, the depreciation charge for the assets is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on straight line basis over its remaining useful life.
- (ii) Depreciation on Tangible Fixed Assets is provided on straight line method over the useful lives of assets specified in Part C of Schedule II to the Companies Act 2013 read with the relevant notifications issued by the Department of Company affairs. Depreciation on assets acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition / disposal.
- (iii) Fixed Assets retired from active use has been stated at Net Realizable Value or Written down Value whichever is lower.

**(e) Impairment of Assets**

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

**(f) Borrowing Costs**

Borrowing Costs that are directly attributable to acquisition of qualifying assets are capitalized for the



period until the asset is ready for intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are recognized as an expense in the period in which they are incurred.

**(g) Investments**

Long Term Investments are carried at cost less provision for permanent diminution in the value of such investments, if any. Current Investments are carried at the lower of cost and market value.

**(h) Inventories**

Raw Materials, Stock-in-process, Finished Goods are valued at lower of cost or net realizable value. Stores, Colours & Chemicals and Coal are valued at cost. Processed Goods Returned is valued at net realizable value. Cost of stock-in-process and finished goods include materials, labour, manufacturing overhead and other cost incurred in bringing the inventories to their present location. Items of Colour and Chemicals, Stores and Spares are charged to revenue at the stage of purchase and stock of such items as at the end of the year is accounted at cost.

The stock of scrap / waste materials are valued at estimated net realizable value.

**(i) Foreign Currency Transactions:**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.

**(j) Taxes on Income**

(i) Current tax provision is based on the taxable income computed in accordance with the provision of the Income Tax Act, 1961.

(ii) Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent period. Deferred tax assets are recognized on unabsorbed depreciation and carry forward of losses based on virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The deferred tax in respect of timing differences which had originated during the tax holiday period and reversed during the tax holiday period had not been recognized to the extent the enterprise's gross total income is subject to the deduction during the tax holiday period. However deferred tax in respect of timing differences which had originated during the tax holiday period but reversed after the tax holiday period had been recognized in the year in which the timing differences originated.

**(k) Employee Benefits**

Defined Contribution

Contributions to Provident/Pension Funds etc. are charged to Profit and Loss Account as incurred.

Defined Benefit Plans

The company provides retirement benefit in form of Gratuity on the basis of valuation, as at the Balance Sheet date, carried out by independent actuaries in accordance with AS-15 (Revised). The cost of non accumulating short term compensated absences with vesting rights are provided for as computed by the company.

**(l) 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.

**(m) Earning per Share**

Earning per share is calculated by dividing the profit attributable to the equity shareholder by weighted averages number by equity shares outstanding during the year.

## Notes forming part of Financial Statements

## 2 Share Capital

Particulars	[Amount in Rs.]	
	As at 31st March, 2016	As at 31st March, 2015
(a) <b>Authorised</b>		
10000000 (P.Y. 10000000) Equity Shares of Rs. 10/- each	<u>10 00 00 000</u>	<u>10 00 00 000</u>
(b) <b>Issued</b>		
3875000 (P.Y. 3875000) Equity Shares of Rs. 10/- each fully paid up	3 87 50 000	3 87 50 000
(c) <b>Subscribed and fully paid-up</b>		
3875000 (P.Y. 3875000) Equity Shares of Rs. 10/- each fully paid up	3 87 50 000	3 87 50 000
<b>Less: Calls in Arrears</b>	<u>2 09 000</u>	<u>2 09 000</u>
	<u><b>3 85 41 000</b></u>	<u><b>3 85 41 000</b></u>

**Note :**

During the period of five financial years immediately preceeding the Balance Sheet date, the company has not:

- (i) allotted any fully paid-up equity shares by way of bonus shares;
- (ii) allotted any equity shares pursuant to any contract without payment being received in cash;
- (iii) brought back any equity shares

(d) **Reconciliation of number of shares**

Particulars	Number of Equity Shares	
	2015-2016	2014-2015
<b>At the beginning of the year</b>	38 75 000	38 75 000
<b>Add : Issued during the year</b>	<u>0</u>	<u>0</u>
<b>As the end of the year</b>	<u><b>38 75 000</b></u>	<u><b>38 75 000</b></u>

(e) **Rights, Preferences and Restrictions**

The authorised share capital of the Company has only one class of shares referred to as 'equity shares' having a par value of Rs. 10/- each. The rights and privileges to equity shareholders are general in nature and defined under the Articles of Association.

The equity shareholders shall have:

- (i) One Vote and a poll when present in person (including a body corporate by a duly authorised representative) or by an agent duly authorised under a power of attorney or by a proxy his voting right shall be in proportion to his share of the paid equity share capital of the company. However, no member shall exercise any voting rights in respect of any share registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the company has exercised any right of lien,
- (ii) subject to the rights of person if any, entitled to share with special rights as to dividends, all dividends shall be declared and paid according to the amount paid or credited as paid to the shares in respect where of the dividend is paid but if and so long as nothing is paid upon any shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (iii) A special resolution sanctioning a sale to any other company duly passed pursuant to section 494 of the act may, subject to the provision of the act, in like manner as aforesaid determined that any shares or other consideration receivable by the liquidator be distributed against the members otherwise then in accordance with their existing rights and any such determination shall be binding upon all the members subject to the rights of dissent and consequential right conferred by the said section.

**(f) Details of Shareholdings**
**Shareholders holding more than 5% shares**

Particulars	Number of Equity Shares		Percentage (%) of holding	
	As at		As at	
	31st March, 2016	31st March, 2015	31st March, 2016	31st March, 2015
Sunil Agarwal	11 09 567	10 39 240	28.63	26.82
Pamita Agarwal	8 72 546	8 72 546	22.52	22.52
Yash Agarwal	4 39 203	4 39 203	11.33	11.33
Hardik Agarwal	3 74 827	3 74 827	9.67	9.67

**3 Reserves and surplus**
**[Amount in Rs.]**

Particulars	As at	As at
	31st March, 2016	31st March, 2015
Security Premium Reserve	1 72 50 200	1 72 50 200
Less : Calls in Arrears	2 09 000	2 09 000
	1 70 41 200	1 70 41 200
General Reserve	1 60 20 874	1 95 07 587
Less : Adjustment due to change in useful life of assets	0	34 86 713
	1 60 20 874	1 60 20 874
<b>Surplus / (Deficit) in Statement of Profit and Loss</b>		
Balance as per previous financial statements	8 34 57 779	8 02 17 088
Add : Profit for the year	42 47 240	32 40 691
Balance available for appropriation	8 77 05 019	8 34 57 779
Less : Appropriations	0	0
<b>Net Surplus / (Deficit)</b>	8 77 05 019	8 34 57 779
	12 07 67 093	11 65 19 853

**4 Long term borrowings**
**[Amount in Rs.]**

Particulars	Non-current portion		Current maturities	
	2015-2016	2014-2015	2015-2016	2014-2015
Secured				
Term Loan				
HDFC BANK Term Loan -II	33 29 609	73 20 830	39 91 221	36 12 543
HDFC BANK Term Loan -IV	0	18 64 978	18 64 978	20 42 981
HDFC BANK Term Loan -V	0	14 68 096	14 68 096	13 28 936
HDFC BANK Term Loan VI	39 09 562	1 01 05 238	61 95 676	56 08 403
	72 39 171	2 07 59 142	1 35 19 971	1 25 92 863

**Nature of Security**

1 The term loan amounting to Rs. 2,07,59,142/- (P.Y. Rs. 3,33,52,005/-) are secured by way of hypothecation of plant and machinery and further secured by lien on fixed deposits of Raghuvir Synthetics Ltd.

**Terms of Repayment of Loans**
**Secured Loan**
**Term Loan**

HDFC BANK Term Loan -II

Repayable in 61 installments of Rs. 3,78,685 commencing from January, 2013. Last installments due on January, 2018. Rate of Interest 10% (Base Rate+ 0%).

HDFC BANK Term Loan -IV	Repayable in 36 installments of Rs. 1,95,152 commencing from February, 2014. Last installments due on January, 2017. Rate of interest 10% (Base Rate+ 0%).
HDFC BANK Term Loan -V	Repayable in 36 installments of Rs. 1,29,069 commencing from April, 2014. Last installments due on March, 2017. Rate of Interest 10% (Base Rate+ 0%).
HDFC BANK Term Loan -VI	Repayable in 36 installments of Rs. 5,77,278 commencing from November, 2014. Last installments due on October, 2017. Rate of Interest 10%.

**5 Deferred tax liabilities (Net)**

[Amount in Rs.]

Particulars	As at 31st March, 2016	As at 31st March, 2015
<b>Deferred Tax Liabilities</b>		
Difference of book depreciation and tax depreciation	1 21 36 202	1 13 39 681
<b>Deferred Tax Assets</b>		
Disallowance u/s. 43(b) under income tax act, 1961	( 4 88 179)	( 8 25 785)
<b>Net Deferred Tax Liability / (Asset)</b>	<u>1 16 48 023</u>	<u>1 05 13 896</u>

**6 Long term provisions**

[Amount in Rs.]

Particulars	As at 31st March, 2016	As at 31st March, 2015
For Employee Benefits		
Gratuity	15 10 797	13 64 649
<b>Less : Short term provisions</b>		
Gratuity	3 77 840	3 04 567
	<u>11 32 957</u>	<u>10 60 082</u>

**7 Short term borrowings**

[Amount in Rs.]

Particulars	As at 31st March, 2016	As at 31st March, 2015
<b>Loans repayable on demand</b>		
Secured		
From Banks		
IDBI F.D / O.D A/c	56 26 717	11 08 077
	<u>56 26 717</u>	<u>11 08 077</u>

**Nature of Security****Secured**

The Working Capital Loans from IDBI bank amounting to Rs. 56,26,717/- (P.Y. Rs. 11,08,077/-) are against lien of fixed deposits.

**8 Trade payables**

[Amount in Rs.]

Particulars	As at 31st March, 2016	As at 31st March, 2015
For Goods and Services	7 48 77 390	9 23 73 555
	<u>7 48 77 390</u>	<u>9 23 73 555</u>

**9 Other current liabilities**
**[Amount in Rs.]**

Particulars	As at 31st March, 2016	As at 31st March, 2015
Current Maturities of Long Term Debt	1 35 19 971	1 25 92 863
Security deposit from Related Parties	0	3 00 000
Advances from customers		
Related Party	1 61 68 555	1 16 93 591
Other	1 23 642	4 12 254
	<b>1 62 92 197</b>	<b>1 21 05 845</b>
Statutory Dues	5 94 674	6 45 590
Other Payables	47 339	47 339
	<b>3 04 54 181</b>	<b>2 56 91 637</b>

**10 Short term provisions**
**[Amount in Rs.]**

Particulars	As at 31st March, 2016	As at 31st March, 2015
Provision for Employee Benefits		
Gratuity	3 77 840	3 04 567
Bonus	23 428	23 648
	<b>4 01 268</b>	<b>3 28 215</b>

**11 Tangible Assets**

Description of Assets	GROSS BLOCK AT COST				DEPRECIATION / AMORTISATION				NET BOOK VALUE	
	As at April 01, 2015	Additions during the year*	Deletions/ Adjustment during the year	As at March 31, 2016	Up to March 31, 2015	For the year	Deletions/ Adjustment during the year**	Up to March 31, 2016	As at March 31, 2016	As at March 31, 2015
Land	4 09 111	0	0	4 09 111	0	0	0	0	4 09 111	4 09 111
Building										
Factory Building	4 32 15 824	0	0	4 32 15 824	96 58 067	13 59 066	0	1 10 17 133	3 21 98 691	3 35 57 767
Plant & Machinery	41 62 10 225	2 52 25 367	51 37 509	43 62 98 083	29 79 15 392	1 89 00 136	19 53 317	31 48 62 211	12 14 35 872	11 82 94 833
Furniture & Fixture	8 37 298	0	0	8 37 298	5 56 324	41 222	0	5 97 546	2 39 752	2 80 974
Office Equipments	19 32 379	0	0	19 32 379	15 81 613	87 630	0	16 69 243	2 63 136	3 50 766
Computer	25 20 327	0	0	25 20 327	21 68 963	1 16 370	0	22 85 333	2 34 994	3 51 364
Vehicle	51 97 244	58 812	44 15 088	8 40 968	23 34 208	5 28 672	24 46 057	4 16 823	4 24 145	28 63 036
<b>Total :</b>	<b>47 03 22 408</b>	<b>2 52 84 179</b>	<b>95 52 597</b>	<b>48 60 53 990</b>	<b>31 42 14 567</b>	<b>2 10 33 096</b>	<b>43 99 374</b>	<b>33 08 48 289</b>	<b>15 52 05 701</b>	<b>15 61 07 841</b>
Asset retired from active use	4 02 00 150	0	1 46 03 000	2 55 97 150	0	0	0	0	2 55 97 150	4 02 00 150
<b>Total :</b>	<b>51 05 22 558</b>	<b>2 52 84 179</b>	<b>2 41 55 597</b>	<b>51 16 51 140</b>	<b>31 42 14 567</b>	<b>2 10 33 096</b>	<b>43 99 374</b>	<b>33 08 48 289</b>	<b>18 08 02 851</b>	<b>19 63 07 991</b>
<b>Previous Year :</b>	<b>46 52 36 740</b>	<b>5 29 66 519</b>	<b>76 80 701</b>	<b>51 05 22 558</b>	<b>29 94 26 299</b>	<b>1 88 02 024</b>	<b>18 13 758</b>	<b>31 42 14 587</b>	<b>19 63 07 991</b>	

**Notes :**

1. In the current financial year assets amounting to Rs. 1,31,53,000 have been transferred from assets retired from active use to active gross block.
- \* 2. In the current financial year Gross Block of Plant & Machinery has been adjusted with the amount of Excise refund amounting to Rs. 31,80,552/-.
- \* 3. In the current financial year Gross Block of Plant & Machinery has been adjusted with the amount of Capital Subsidy amounting to Rs. 1,45,400/-.
- \*\* 4. In the current financial year Depreciation on the Excise refund & Capital Subsidy has been written back amounting to Rs. 2,32,338/-.

**12 Capital Work in Progress**
**[Amount in Rs.]**

Particulars	As at 01/04/2015	Additions	Deductions / Adjustment	Capitalised	As at 31/03/2016
<b>Tangible Assets</b>					
Plant & Machinery	24 42 503	0	0	0	24 42 503
<b>Total:</b>	<b>24 42 503</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>24 42 503</b>

## 13 Non current investments

[Amount in Rs.]

Particulars	As at 31st March, 2016	As at 31st March, 2015
<b>Trade, Unquoted</b>		
<b>Investments In Equity Instruments</b>		
400 (P.Y. 400) Equity Shares of Rs. 10/- each fully paid-up of The South Eastern Roadways Ltd.	4 000	4 000
	<u>4 000</u>	<u>4 000</u>

14 Long term loans and advances  
(Unsecured, considered good unless otherwise stated)

[Amount in Rs.]

Particulars	As at 31st March, 2016	As at 31st March, 2015
Advance Tax (Net of Provisions)	1 89 48 649	1 62 27 466
Deposits	40 38 074	39 86 986
	<u>2 29 86 723</u>	<u>2 02 14 452</u>
The amount dues by :		
Directors	NIL	NIL
Officers either severally or jointly with other persons	NIL	NIL
Firms or private companies in which any director is partner or director or a member.	NIL	NIL

## 15 Other Non Current Assets

[Amount in Rs.]

Particulars	As at 31st March, 2016	As at 31st March, 2015
<b>Other Bank Balance</b>		
Fixed Deposits		
With Maturity For more than 12 months	3 20 00 000	1 83 00 000
[Out of the above Fixed Deposit, Bank has created lien on Fixed Deposits amounting to Rs. 1,90,00,000/- against the loans granted.]		
<b>Others</b>		
Interest Accrued but not Due on Fixed Deposit	45 87 485	22 46 268
	<u>3 65 87 485</u>	<u>2 05 46 268</u>

## 16 Inventories

[Amount in Rs.]

Particulars	As at 31st March, 2016	As at 31st March, 2015
(As taken, valued and certified by the Management)		
Stock in Process	1 937	0
Finished Goods	22 433	0
Packing Materials	79 632	99 944
Goods In transit	4 19 709	51 44 584
Stores, Spares & Consumables	1 63 91 687	1 80 10 446
Cotton Grey Cloth	3 87 445	0
Scrap/Waste Materials	1 75 000	1 50 000
	<u>1 74 77 843</u>	<u>2 34 04 974</u>

**17 Trade Receivable**
**[Amount in Rs.]**

<b>Particulars</b>	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
Debts outstanding for the period exceeding six months		
Unsecured, Considered good	0	0
Others		
Unsecured, Considered good	34 59 681	17 73 894
	<u>34 59 681</u>	<u>17 73 894</u>
The amount dues by :		
Directors	NIL	NIL
Officers either severally or jointly with other persons	NIL	NIL
Firms or private companies in which any director is partner or director or a member.	NIL	NIL

**18 Cash and Bank Balances**
**[Amount in Rs.]**

<b>Particulars</b>	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
<b>Cash and Cash Equivalents</b>		
Balances with scheduled banks		
Current / Cash Credit accounts	23 99 416	15 54 200
Cash in hand	2 81 749	2 11 892
Other Bank Balance		
Fixed Deposits:		
With Maturity Within 3 months	33 00 000	0
	<u>59 81 165</u>	<u>17 66 092</u>
<b>Other Bank Balances</b>		
With Maturity For more than 3 months but less than 12 months	67 50 000	2 62 56 437
[Out of the above Fixed Deposit, Bank has created lien on Fixed Deposits amounting to Rs. 6750000 against the loans granted.]	<u>1 27 31 165</u>	<u>2 80 22 529</u>

**19 Short-term loans and advances**
**[Amount in Rs.]**

<b>Particulars</b>	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
Balances with revenue authorities	54 72 296	55 29 618
Prepaid Expenses	24 18 384	22 90 103
Other Recoverable	34 036	57 455
	<u>79 24 716</u>	<u>78 77 176</u>
The amount dues by :		
Directors	NIL	NIL
Officers either severally or jointly with other persons	NIL	NIL
Firms or private companies in which any director is partner or director or a member.	NIL	NIL

## 20 Other Current Assets

[Amount in Rs.]

Particulars	As at 31st March, 2016	As at 31st March, 2015
Cost of Work in Progress (Job)	51 53 906	48 41 588
Interest accrued :		
On Fixed Deposits	5 97 047	11 39 042
On Others	5 19 880	3 21 040
	<u>62 70 833</u>	<u>63 01 670</u>

## 21 Revenue from operations

[Amount in Rs.]

Particulars	2015-2016	2014-2015
<b>Sale of Product</b>		
Manufactured Goods	26 96 123	2 22 850
<b>Traded Goods</b>		
Processed Fabrics	2 50 381	2 25 775
	<u>29 46 504</u>	<u>4 48 625</u>
<b>Sale of Services</b>		
Processing Charges Received	42 48 94 877	46 57 36 609
(Net of Claims & Rate difference)	<u>42 78 41 381</u>	<u>46 61 85 234</u>

## 22 Other Income

[Amount in Rs.]

Particulars	2015-2016	2014-2015
<b>Interest Income</b>		
From Bank	38 93 835	35 79 257
From Others	11 39 418	3 56 711
<b>Other Non-Operating Income</b>		
Sundry Credit Balance Written Back	0	2 68 286
Excess Provision for Wealth Tax written back	0	2 231
Sales of Scrap	54 547	38 684
Other Income	16 100	0
	<u>51 03 900</u>	<u>42 45 169</u>

## 23 Cost of Material Consumed

[Amount in Rs.]

Particulars	2015-2016	2014-2015
Raw Materials	20 82 566	0
Colours & Chemicals	18 65 41 526	22 51 84 136
	<u>18 86 24 092</u>	<u>22 51 84 136</u>

## 24 Purchase of Stock-in-Trade

[Amount in Rs.]

Particulars	2015-2016	2014-2015
Grey- Cloth	5 74 681	3 34 928
	<u>5 74 681</u>	<u>3 34 928</u>



**25 Changes in Inventories**

Particulars	2015-2016	2014-2015
<b>Closing Stock</b>		
Manufactured Goods	0	0
Traded goods	22 433	0
W.I.P.	1 937	0
Stock of Scrap/ Waste materials	1 75 000	1 50 000
	<u>1 99 370</u>	<u>1 50 000</u>
<b>Opening Stock</b>		
Finished Goods	0	0
Traded goods	0	1 50 000
W.I.P.	0	13 896
Stock of Scrap/ Waste materials	1 50 000	65 000
	<u>1 50 000</u>	<u>2 28 896</u>
<b>Decrease / (Increase) in Inventories</b>	<u>( 49 370)</u>	<u>78 896</u>

**26 Operating Expenses**

[Amount in Rs.]

Particulars	2015-2016	2014-2015
<b>Power and Fuel</b>		
Electric Power	3 50 03 780	3 62 48 534
Fuel	10 490	54 463
Coal and Wooden Dust	4 94 53 158	6 05 92 649
	<u>8 44 67 428</u>	<u>9 68 95 646</u>
<b>Freight and Octroi</b>		
Stores	2 12 157	2 94 005
Grey Cloth	17 93 004	21 09 256
	<u>20 05 161</u>	<u>24 03 261</u>
Packing Material	25 81 379	29 93 590
Jobwork Charges Paid	3 16 80 001	3 07 84 577
Stores, Spares & Other consumables	3 34 45 198	3 54 20 332
Electrical Expenses	18 56 550	11 12 774
Insurance charges	4 77 552	5 48 942
<b>Cost of Work In Progress (Job)</b>		
Closing	51 53 906	48 41 588
Less: Opening	48 41 588	32 72 687
	<u>( 3 12 318)</u>	<u>( 15 68 901)</u>
	<u>15 62 00 951</u>	<u>16 85 90 221</u>

**27 Employees Benefits Expenses**

[Amount in Rs.]

Particulars	2015-2016	2014-2015
Salary, Wages and Bonus	3 55 45 095	2 74 12 296
Contribution to Provident and other funds	7 62 395	6 85 612
Staff Welfare and Training Expense	6 30 143	5 51 978
	<u>3 69 37 633</u>	<u>2 86 49 886</u>

**28 Finance Cost**

[Amount in Rs.]

Particulars	2015-2016	2014-2015
Interest on:		
Interest to HDFC (Term Loan)	27 69 345	24 97 512
Interest on Bank	74 431	46 394
	<u>28 43 776</u>	<u>25 43 906</u>
Other Finance Cost		
Bank charges	88 785	2 18 044
Bank Guarantee Commission	66 015	46 511
	<u>1 54 800</u>	<u>2 64 555</u>
	<u>29 98 576</u>	<u>28 08 461</u>

**29 Other expenses**

[Amount in Rs.]

Particulars	2015-2016	2014-2015
Repairs and Maintenance		
Plant and Machinery	44 90 739	53 86 312
Building	4 17 626	2 18 652
Others	5 83 603	7 69 230
	<u>54 91 968</u>	<u>63 74 194</u>
Travelling Expenses	95 981	34 385
Donation	20 27 111	21 44 111
Fees and Legal Expenses	12 80 477	8 89 613
Selling and Distribution Expenses	24 77 918	26 58 425
Rent, Rates & Taxes		
Rent	10 08 564	10 07 865
Rates & Taxes	<u>5 23 847</u>	<u>5 72 508</u>
	<u>15 32 411</u>	<u>15 80 373</u>
Auditors Remuneration	2 75 000	2 75 000
Keyman Insurance	25 00 000	9 72 500
Bad Debts	18 209	8 095
Miscellaneous Expenses	30 74 329	31 48 225
Prior Period Adjustments	11 640	0
	<u>1 87 85 044</u>	<u>1 80 84 921</u>
<b>Auditor's Remuneration is made of</b>		
Statutory Audit Fees	2 00 000	2 00 000
Tax Audit Fees	75 000	75 000
	<u>2 75 000</u>	<u>2 75 000</u>

**30 Current Tax**

[Amount in Rs.]

Particulars	2015-2016	2014-2015
Provision for current tax	21 00 000	21 00 000
Income Tax Expense	4 52 247	15 74 818
	<u>25 52 247</u>	<u>36 74 818</u>

**31 Earning per share**

[Amount in Rs.]

Particulars	2015-2016	2014-2015
Net Profit/(Loss) for the year Rs.	42 47 240	32 40 691
Number of equity shares	38 75 000	38 75 000
Nominal value of the share Rs.	0	10
Basic Earnings per Share Rs.	1.10	0.84
Diluted Earnings per Share Rs.	1.10	0.84

**32. Contingent Liabilities and Capital commitments**
**[Amount in Rs.]**

Particulars	2015-2016	2014-2015
<b>Contingent Liabilities</b>		
- Claims not acknowledged as debts – ESI [See note no. 32 (a)]	4,97,990	4,97,990
[See note no. 32 (b)]	25,34,922	25,34,922
- Claims Related to employees pending with Hon'ble Supreme Court of India	3,00,000	3,00,000
- Pending export obligations liability on account of Custom Duty on Procurement of Machinery	25,40,209	1,30,26,531
- Demand under Textile committee (Cess) Rules 1975	12,33,153	12,33,153
- Demand under Central Excise	13,80,542	13,80,542
<b>Capital Commitments</b>		
- Estimated amount of contracts remaining to be executed on capital account and not provided for	NIL	NIL
- Other commitments	NIL	NIL

- (a) The Company has received order u/s 45-A of the ESI Act 1948 for the year 2000 to 2002 raising demand of Rs. 7 97 990/-. The company has disputed the demand raised by the corporation by filing a case in the court of Kamdar Rajya Bima Adalat, Ahmedabad and Rs. 3,00,000/- has been deposited under the direction of E.S.I Court Ahmedabad in the Registrar Industrial Court Ahmedabad.
- (b) The Company has received order u/s 45-A of the ESI Act 1948 for the year 2002 to 2005 raising demand of Rs. 25,34,922/-. The company has disputed the demand raised by the corporation by filing a case in the court of Kamdar Rajya Bima Adalat Ahmedabad and Bank Guarantee of Rs. 13,00,000/- has been given under the direction of E.S.I Court Ahmedabad. Further during the year ESI Court has issued order for payment of Rs. 51,088/- and the same has been deposited by the company and shown as deposit

**33. Employee Benefits**

- (a) Defined contribution to provident fund employee state insurance fund and Employees Death Linked Insurance  
The Company makes contribution towards Employees' Provident Fund Employee State Insurance fund and Employees Death Linked Insurance. In accordance with the provisions of these schemes the Company is required to contribute a specified percentage of payroll costs. The Company has during the year recognized the sum of Rs. 7,62,395 (March 31 2015: Rs. 6,85,612) as expense towards contributions to these plans.
- (b) Defined Contribution Benefit Plans (Gratuity)

The following table sets out the status of the gratuity plans as at 31<sup>st</sup> March, 2016.

**[Amount in Rs.]**

Particulars	2015-2016	2014-2015
Changes in the present value of obligation		
Present value of obligation (Opening)	13,64,650	11,12,576
Interest cost	93,352	88,345
Past service cost	NIL	NIL
Current service cost	95,051	55,547
Curtailment Cost / (Gain)	NIL	NIL
Settlement Cost / (Gain)	NIL	NIL
Benefits paid	NIL	NIL
Actuarial (Gain) / Loss	(42,256)	1,08,271
Present value of obligation (Closing)	15,10,797	13,64,650
<b>Changes in the fair value of plan assets</b>	NIL	NIL
<b>Percentage of each category of plan assets to</b>		

<b>total fair value of plan assets at the year end</b>	NIL	NIL
<b>Reconciliation of the present value of defined benefit obligation and the fair value of assets</b>		
Present value of funded obligation as at the year end	NIL	NIL
Fair value of plan assets as at year end	NIL	NIL
Funded (Asset)/Liability recognized in the balance sheet	NIL	NIL
Present value of unfunded obligation as at the year end	15,10,797	13,64,650
Unrecognized past service cost	NIL	NIL
Unrecognized Actuarial (Gain) / Loss	NIL	NIL
Unfunded net liability/(asset) recognized in the balance sheet	15,10,797	13,64,650
<b>Amount recognized in the balance sheet</b>		
Present value of obligation as at the year end	15,10,797	13,64,650
Fair value of plan assets as at the year end	NIL	NIL
(Asset) / Liability recognized in the balance sheet	15,10,797	13,64,650
<b>Expenses recognized in the Statement of profit &amp; loss</b>		
Current service cost	95,051	55,547
Past service cost	NIL	NIL
Interest cost	93,352	88,345
Expected return on plan assets	NIL	NIL
Curtailment Cost / (Credit)	NIL	NIL
Settlement Cost / (Credit)	NIL	NIL
Net Actuarial (Gain) / Loss	(42,256)	1,08,271
Employee's Contribution		
Total expenses recognized in the profit & loss account	1,46,147	2,52,073
<b>Principal actuarial assumption</b>		
Rate of discounting	7.60%	7.70%
Expected return on plan assets		
Rate of increase in salaries	5.00%	5.00%
Attrition Rate (Employees opting for early retirement)	—	—

34. The company operates in a solitary business segment i.e. textile business. Accordingly no further financial information for business segment is required to be given.

35. **Related Party Disclosures**

As required by accounting standard – AS 18 "Related Parties Disclosure" issued by The Institute of Chartered Accountants of India are as follows:

- (a) List of related parties with whom transactions have taken place during the year and relationship:

Sr.No.	Name of related party	Relationship
1	Sunil R. Agarwal	Key Management Personnel
2	Yash S. Agarwal	
3	Hardik S. Agarwal	
4	Raghuvir Exim Ltd.	Enterprise over which key management personnel exercise significant influence by controlling interest.
5	The Sagar Textiles Mills Pvt. Ltd.	
6	Raghuvir Research Foundation Trust	
7	Raghukaushal Textile Pvt. Ltd.	Enterprise over which relatives of key management personnel exercise significant influence.
8	Raghuvir Life Style Pvt. Ltd.	

**(b) Transaction with Related Parties**
**[Amount in Rs.]**

Sr. No.	Particulars	Relationship	2015-2016	2014-2015
(i)	<b>Managerial Remuneration</b> - Sunil R. Agarwal	Key Management Personnel	42,00,000	37,50,000
(ii)	<b>Rent Expense</b> - Sunil R. Agarwal - Raghuvir Exim Ltd.  - The Sagar Textiles Mills Pvt. Ltd	Key Management Personnel Enterprise over which key management personnel exercise significant influence by controlling interest.  Enterprise over which key management personnel exercise significant influence by controlling interest.	4,20,000  2,40,000  3,00,000	4,20,000  2,40,000  3,00,000
(iii)	<b>Security deposit taken during the Year</b> - Sunil R. Agarwal - Hardik S. Agarwal - Yash S. Agarwal	Key Management Personnel Key Management Personnel Key Management Personnel	— — —	1,00,000 1,00,000 1,00,000
(iv)	<b>Security deposit repaid during the year</b> - Sunil R. Agarwal - Hardik S. Agarwal - Yash S. Agarwal	Key Management Personnel Key Management Personnel Key Management Personnel	1,00,000 1,00,000 1,00,000	0 0 0
(v)	<b>Sales Processing Charges and Other Income</b> - Raghukaushal Textile Pvt. Ltd.  - Raghuvir Lifestyle Pvt. Ltd.  - Raghuvir Exim Ltd.	Enterprise over which relatives of key management personnel exercise significant influence.  Enterprise over which relatives of key management personnel exercise significant influence.  Enterprise over which key management personnel exercise significant influence by controlling interest.	2,08,72,888  10,25,156  37,24,52,866	69,38,854  7,25,600  43,27,15,686
(vi)	<b>Donation</b> - Raghuvir Research Foundation Trust	Enterprise over which key management personnel exercise significant influence by controlling interest.	20,00,000	20,50,000

## (c) Outstanding Balances

[Amount in Rs.]

Sr. No.	Particulars	Relationship	2015-2016	2014-2015
(i)	<b>Due by Company</b>			
	<b>As Expense</b>			
	- Raghuvir Exim Ltd.	Enterprise over which key management personnel exercise significant influence by controlling interest.	NIL	36,000
	- The Sagar Textiles Mill Pvt. Ltd.	Enterprise over which key management personnel exercise significant influence by controlling interest.	67,500	63,000
	- Sunil R. Agarwal	Key Management Personnel	NIL	63,000
	<b>As Trade Payables</b>			
	- Raghuvir Exim Ltd.	Enterprise over which key management personnel exercise significant influence by controlling interest.	1,61,68,555	1,16,93,591
	<b>As Security Deposits</b>			
	- Sunil R. Agarwal	Key Management Personnel	NIL	1,00,000
	- Hardik .S.Agarwal	Key Management Personnel	NIL	1,00,000
	- Yash .S.Agarwal	Key Management Personnel	NIL	1,00,000
	<b>As Remuneration</b>			
	- Sunil R. Agarwal	Key Management Personnel	86,640	54,300
(ii)	<b>Due to Company</b>			
	<b>As Trade Receivables</b>			
	- Raghuvir Lifestyle Pvt. Ltd.	Enterprise over which relatives of key management personnel exercise significant influence.	NIL	20,776
	- Raghukaushal Textile Pvt. Ltd.	Enterprise over which relatives of key management personnel exercise significant influence.	26,74,694	16,09,198

**Note :** The particulars given above have been identified on the basis of information available with the company

36. Assets retired from active use amounting to Rs. 2,55,97,150 /- (P.Y. Rs. 4,02,05,150/-) being assets retired from active use on which depreciation has not been charged from the date of retirement.
37. Dues to Micro, Small and Medium Enterprise

Sr. No.	Particulars	2015-2016	2014-2015
1	Principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	Refer Note	—
2	The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	Refer Note	—
3	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	Refer Note	—
4	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	Refer Note	—
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	Refer Note	—

Trade payable includes Rs. NIL (Previous Year Rs. NIL) payable to "Suppliers" registered under Micro, Small and Medium Enterprises Development Act, 2006. No interest has been paid / is payable by the Company during the year to "Suppliers" registered under this Act. The aforementioned is based on the responses received by the Company to its inquiries with suppliers with regard to applicability under the said Act.

**38. Other information**

Sr.No.	Particulars	2015-2016		2014-2015	
a.	C.I.F. value of Imports of :				
	Raw Materials	NIL		NIL	
	Spare Parts	NIL		51,625	
	Stores	1,59,73,352		1,42,91,519	
	Capital Goods	NIL		NIL	
	Service Charges	10,060		0	
b.	Expenditure in Foreign Currency				
	Cost of Store Purchase	1,59,73,352		1,42,91,519	
	Cost of Spare Parts Purchase	NIL		51,625	
	Service Charges	10,060		0	
		Value (Rs.)	%	Value (Rs.)	%
c.	Consumption of:				
i.	Raw materials:				
	Indigenous	20,82,566	100	NIL	NIL
	Imported	NIL	NIL	NIL	NIL
ii	Stores and Spare parts:				
	Indigenous	85,83,001	28.29	1,45,26,564	46.50
	Imported	2,17,59,514	71.71	1,67,16,106	53.50
d.	Remittances in Foreign Currency on account of Dividend	NIL	NIL	NIL	NIL

39. Balances of sundry creditors, sundry debtors, loans and advances are subject to confirmations and reconciliation if any by the respective parties.
40. Previous year figures have been regrouped, reclassified and reworked wherever necessary for comparative purpose.

As per our attached Report of even date.

**FOR G. K. CHOKSI & Co.**

[Firm Registration No. 101895W]  
Chartered Accountants

**SANDIP A. PARIKH**  
*Partner*  
Mem. No. 040727

Place: Ahmedabad  
Date: 26th May, 2016

**FOR AND ON BEHALF OF THE BOARD**

**SUNIL R. AGARWAL**  
*Chairman & Managing Director*  
Din No. 00265303

**DILIP P. NIRMAL**  
*Chief Financial Officer*  
Place: Ahmedabad  
Date: 26th May, 2016

**YASH S. AGARWAL**  
*Director*  
Din No. 02170408

**Pratika P. Bothra**  
*Company Secretary*  
M.NO.: A44123



# RAGHUVIR SYNTHETICS LIMITED

CIN : L17119GJ1982PLC005424

Regd. Office : Rakhial Road, Rakhial, Ahmedabad-380 023.

PHONE : 22910963, 22911015, 22911902

E-mail : raghuvirad1@sancharnet.in

## ATTENDANCE SLIP

This attendance slip duly filled in is to be handed over at the entrance of the meeting hall.

For Demat Shares

For Physical Shares

DP ID :	Regd. Folio No. :
Client ID :	No. of Shares held :

Full name of the member attending : .....

Name of Proxy .....

(To be filled in if Proxy Form has been duly deposited with the Company) :

I hereby record my presence at the 34<sup>th</sup> Annual General Meeting of the Company being held on 30th September, 2016 at 10.30 a.m. at Rakhial Road, Rakhial, Ahmedabad.

Member's / Proxy's Signature

(To be signed at the time of handing over this slip)

# RAGHUVIR SYNTHETICS LIMITED

CIN : L17119GJ1982PLC005424

Regd. Office : Rakhial Road, Rakhial, Ahmedabad-380 023.

PHONE : 22910963, 22911015, 22911902 E-mail : raghuvirad1@sancharnet.in

## PROXY FORM

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

Name of the member (s): .....

Registered address: .....

E-mail ID: .....

Folio No. /Client ID: .....

DP ID: .....

I/We, being the member(s) holding ..... Shares of the above named Company, hereby appoint;

1. Name : .....

Address: .....

E-mail Id: .....

Signature: .....

or failing him

2. Name : .....

Address: .....

E-mail Id: .....

Signature: .....

or failing him

3. Name : .....

Address: .....

E-mail Id: .....

Signature: .....

or failing him

As my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on 30th September, 2016 at 10.30 a.m. at Rakhial Road, Rakhial, Ahmedabad-380023 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	Please Indicate (Assent or Dissent)
<b>Ordinary Business</b>	
1 Adoption of audited financial statements for the financial year ended March 31, 2016. (Ordinary Resolution)	
2 To Re-appoint Mrs. Pamitadevi Sunil Agarwal (DIN: 07135868) as a Director of the Company who retires by rotation. (Ordinary Resolution)	
3 Appointment of M/s. G. K. Choksi & Co., Chartered Accountants, as statutory Auditors of the company and fixing their remuneration. (Ordinary Resolution)	
<b>Special Business</b>	
4. To appoint Mr. Anupkumar R Agrawal (DIN: 01790620) as an Independent Director of the company.(Ordinary Resolution)	
5. To appoint Mr. Nishit C Joshi (DIN: 06749898) as an Independent Director of the Company.(Ordinary Resolution)	
6. To Authorise For Making Donation To Bona Fide Charitable And Other Funds. ( Ordinary Resolution )	
7. Approval Of Estimated Material Related Party Transactions For The Year 2016-17 With Raghuvir Exim Ltd. (Ordinary Resolution)	
8. Change Of Place Of Keeping And Inspection Of Register And Index Of Members, Returns, etc. (Special Resolution )	

Signed this ..... day of ..... 2016.

Signature of shareholder(s)

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp of not  
less than  
Rs. 1/-

Notes: (1) For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 34<sup>th</sup> Annual General Meeting. (2) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. (3) A Proxy need not be a member of the Company. (4) It is optional to indicate your preference. If you leave 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in any manner as he/she may deem appropriate.

# RAGHUVIR SYNTHETICS LIMITED

CIN: L17119GJ1982PLC005424

Registered office: Rakhial Road, Rakhial, Ahmedabad-380023, GUJARAT

TEL NO.: + 22910963, 22911015, 22911902

Web: [www.raghuvir.com](http://www.raghuvir.com), E-mail: [raghuvirad1@sancharnet.in](mailto:raghuvirad1@sancharnet.in).

Sr. No.

1. Name of the sole/first named member: \_\_\_\_\_
2. Address of sole/first named member: \_\_\_\_\_
3. Name (s) of joint member(s) if any: \_\_\_\_\_
4. Registered folio No. /DP ID No. /Client ID NO.: \_\_\_\_\_
5. Number of shares held: \_\_\_\_\_

Dear Member,

## Subject: - Voting through Electronic means

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company is pleased to offer e-voting facility to the members of the Company to cast their votes electronically as an alternative to participate at the 34<sup>th</sup> Annual general meeting of the member to be held on Friday, 30<sup>th</sup> September, 2016 at 10.30 A.M. by electronic means (remote e-voting). The Company has engaged the service of Central Depository Services (India) Limited (CDSL) to provide e-voting facilities. The e-voting facility is available at the link <https://www.evotingindia.com>:

The Electronic voting particulars are set out below:

EVSN (E-voting Sequence number)	# Default PAN
160809005	

# Only members who have not updated their PAN with the Company Depository Participant / Registrar and Transfer Agent shall use default PAN or else actual PAN registered with Company/Depository Participant/Registrar and Transfer Agent needs to be entered in the PAN filed for login e-voting site.

The remote e-voting facility will be available during the following voting period:

Commencement of E-voting	From 9.00 A.M. on 27 <sup>th</sup> September, 2016
End of e-voting	Upto 5.00 P.M. on 29 <sup>th</sup> September, 2016

The remote e-voting shall not be allowed beyond 5.00 P.M on 29<sup>th</sup> September, 2016. During the e-voting period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their votes electronically. The cut-off date for the purpose of remote e-voting is 23<sup>rd</sup> September, 2016

Please note the instruction printed in the notice before exercising the vote.

These details and instruction form integral part of the Notice for the Annual General Meeting to be held on Friday, 30<sup>th</sup> September, 2016.

**BOOK - POST**

If Undelivered please return to :  
**RAGHUVIR SYNTHETICS LIMITED**  
Rakhial Road, Rakhial,  
Ahmedabad-380 023. (INDIA)

GIRISH - Ph. 22745361, 22778341