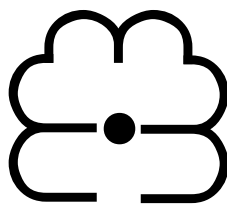


33rd
ANNUAL
REPORT



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2016
2017

CONTENTS

Corporate Information	1
Notice	4
Route Map to AGM Venue	16
Directors' Report	17
Management Discussion & Analysis	46
Corporate Governance Report	49
CEO/CFO Certification	65
Auditors' Certificate on Corporate Governance	67
Independent Auditors' Report	68
Balance Sheet	76
Statement of Profit & Loss	77
Cash Flow Statement	78
Notes to Financial Statement	80
Proxy Form	113
Attendance Slip	115

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Purushottam C. Mandhana	- Chairman & Managing Director
Mr. Jeenendra Bhandari	- Non-Executive and Independent Director
Mr. Chandrakant Shetty	- Non-Executive and Independent Director
Mr. Pandharinath Parab	- Non-Executive and Independent Director
Mr. Manish B. Mandhana	- Non-Executive Director

BOARD COMMITTEES

Audit Committee

Mr. Jeenendra Bhandari	- Chairman
Mr. Chandrakant Shetty	- Member
Mr. Pandharinath Parab	- Member
Mr. Purushottam C. Mandhana	- Member

Nomination & Remuneration Committee

Mr. Chandrakant Shetty	- Chairman
Mr. Jeenendra Bhandari	- Member
Mr. Pandharinath Parab	- Member

Stakeholders' Relationship Committee

Mr. Pandharinath Parab	- Chairman
Mr. Chandrakant Shetty	- Member
Mr. Manish B. Mandhana	- Member

Management Committee

Mr. Purushottam C. Mandhana	- Chairman
Mr. Manish B. Mandhana	- Member

CSR Committee

Mr. Jeenendra Bhandari	- Chairman
Mr. Pandharinath Parab	- Member
Mr. Purushottam C. Mandhana	- Member

Ms. Divya Mer - Company Secretary and Compliance Officer

Auditors

M/s. KPND & Co.
Chartered Accountants

Solicitors

M/s. Crawford Bayley & Co.
Advocates & Solicitors

Internal Auditors

M/s. Ram Agarwal & Associates
Chartered Accountants
(For Corporate Office, Mumbai & Tarapur)

M/s. B. Choraria & Mates
Chartered Accountants
(For Bengaluru)



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Mandhana Industries Limited

Cost Auditors

M/s. C.B Modh & Co.,
Cost Accountants

Secretarial Auditor

Mr. Nitin R. Joshi.
Practicing Company Secretary

Bankers

Bank of Baroda
Corporation Bank
State Bank of Patiala
Allahabad Bank
Punjab National Bank
Indian Bank

State Bank of India
The Saraswat Co-Op. Bank Ltd.
Bank of India
Axis Bank Limited
HDFC Bank Limited
Karur Vysya Bank

Registered Office

Plot No. C-3, MIDC,
Tarapur Industrial Area,
Boisar, Dist: Palghar - 401506
Tel : 91-2525-605 704/05/06
Fax: 91-22-43539358

Corporate Office

205-214, Peninsula Centre,
Dr. S. S. Rao Road,
Parel, Mumbai 400 012
Tel : 91-22-4353 9191
Fax: 91-22-4353 9216
email : cs@mandhana.com
Web: www.mandhana.com

Registrar and Share Transfer Agents

Link Intime India Private Limited
(Unit : Mandhana Industries Limited)
C-101, 247 Park, L.B.S.Marg,
Vikhroli (W), Mumbai - 400 083.
Tel : 91-22-4918 6000
Fax : 91-22-4918 6060
email : rnt.helpdesk@linkintime.co.in
Web: www.linkintime.co.in

Branch Offices**Bangalore**

26/A, Peenya II Phase,
Peenya Industrial Area,
Near NTTF Bus Stop,
Bengaluru - 560058.

New Delhi

508-509, Ansal Tower,
38, Nehru Place,
New Delhi - 110 019.

Works**MANDHANA DYEING****(A Division of Mandhana Industries Limited)**

Plot no. E-25, MIDC,
Tarapur Industrial Area,
District Palghar – 401 506.

MANDHANA INDUSTRIES LIMITED**(Garment Division)**

Unit No36/2, Maruti Plaza,
Madanayakanahalli Village, Dasanapura,
Hobli, Tumkur Road,
Bengaluru - 562 123

MANDHANA WEAVING HOUSE**(A Division of Mandhana Industries Limited)**

Plot no. E-33, MIDC,
Tarapur Industrial Area,
District Palghar – 401 506.

MANDHANA WEAVING HOUSE**(Shirting Division)**

(A Division of Mandhana Industries Limited)
Plot No. C-2, MIDC,
Tarapur Industrial Area,
District Palghar – 401 506.

MANDHANA INDUSTRIES LIMITED**(Garment Division)**

Plot no. E-132, MIDC,
Tarapur Industrial Area,
District Palghar – 401 506.

MANDHANA DYEING – UNIT II**(A Division of Mandhana Industries Limited)**

Plot No. C-3, MIDC,
Tarapur Industrial Area,
District Palghar – 401 506.

MANDHANA INDUSTRIES LIMITED

Baramati Hi-Tech Textile Park Ltd.,
Plot No.17-20, Plot No.E-1/2,
M.I.D.C. Industrial Area,
Baramati – 413 133.

MANDHANA INDUSTRIES LIMITED**(Garment Division)**

No.21-D, 2nd Phase,
Peenya Industrial Area,
Bengaluru – 560 058.

MANDHANA INDUSTRIES LIMITED**(Garment Division)**

26/A, Peenya II Phase,
Peenya Industrial Area,
Near NTTF Bus Stop,
Bengaluru – 560 058.



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Mandhana Industries Limited

MANDHANA INDUSTRIES LIMITED

CIN: L17120MH1984PLC033553

Registered Office: Plot No. C-3, M.I.D.C. Tarapur Industrial Area, Boisar, Dist. Palghar- 401506

Tel: +91-2525-605 704/05/06 • Fax: +91 22 43539358 • E-mail: cs@mandhana.com

Website: www.mandhana.com

NOTICE OF THE 33RD ANNUAL GENERAL MEETING

**To,
The Members,**

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Members of **Mandhana Industries Limited** ('the Company') will be held at the premises of the Company at Plot No. C-2, MIDC, Tarapur Industrial Area, Boisar, District Palghar - 401 506 on Wednesday, the 20th day of September 2017 at 10.30 a.m., for the purpose of transacting the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon, subject to such modifications and amendments as the National Company Law Tribunal may direct pursuant to an application made by the Company for revision of financial statements (along with the Directors Report) for the financial year 2014-15 and financial year 2015-16;
2. To appoint a Director in place of Mr. Purushottam C. Mandhana, (DIN: 00025633) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment; and
3. **Ratification of appointment of the Auditors and to fix their remuneration and to pass the following resolution as an Ordinary Resolution**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by the

Members at the 32nd Annual General Meeting held on 30th December, 2016, the appointment of M/s. KPND & Co., Chartered Accountants (Firm Registration No. 133861W) as the auditors of the Company to hold the office till the conclusion of the 37th Annual General Meeting be and is hereby ratified and that the Chairman and Managing Director in consultation with the Auditors, be and is hereby authorized to fix the remuneration payable to them plus Goods and Service Tax ("GST") and re-imbursement of travelling and out-of pocket expenses, if any, incurred by them for audit purpose."

SPECIAL BUSINESS:

4. **Ratification of the appointment and remuneration of M/s. C.B Modh & Co., Cost Accountant, as the Cost Auditor for the FY 2017-18**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 if any, including any statutory modification(s) or re-enactment thereof, for the time being in force and the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. C.B Modh & Co., Cost Accountant, as the Cost Auditor of the Company, to audit the cost records maintained by the Company in respect of the products manufactured by it, which are covered under the Central Excise Tariff Act, 1985, for the Financial Year 2017-18 at a remuneration of ₹ 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) plus Goods and Service Tax as applicable, be and is hereby ratified."

5. **Appointment of Mr. Jeenendra Bhandari (DIN: 00050150) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Act (including any statutory modifications or re-enactment thereof, for the time being in force), and Regulations 16 and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘Listing Regulations’) and all other regulations of the Listing Regulations, (including any statutory modifications or re-enactment thereof, for the time being in force), Mr. Jeenendra Bhandari (DIN: 00050150), Additional Director of the Company designated as Non-Executive and Independent Director and who is not disqualified to become a Director under the Act and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing Mr. Jeenendra Bhandari as a candidate for the office of the Independent Director of the Company, be and is hereby appointed as an Independent Director (Non-executive Independent Director) of the Company to hold office from the conclusion of this Annual General Meeting upto 27th December, 2021, not liable to retire by rotation, as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution.”

6. Appointment of Mr. Chandrakant Shetty (DIN: 07670406) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Act (including any statutory modifications or re-enactment thereof,

for the time being in force), and Regulations 16 and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘Listing Regulations’) and all other regulations of the Listing Regulations, (including any statutory modifications or re-enactment thereof, for the time being in force), Mr. Chandrakant Shetty (DIN: 07670406), Additional Director of the Company designated as Non-Executive and Independent Director and who is not disqualified to become a Director under the Act and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing Mr. Chandrakant Shetty as a candidate for the office of the Independent Director of the Company, be and is hereby appointed as an Independent Director (Non-executive Independent Director) of the Company to hold office from the conclusion of this Annual General Meeting upto 27th December, 2021, not liable to retire by rotation, as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution.”

7. Appointment of Mr. Pandharinath Parab (DIN: 07678456) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Act (including any statutory modifications or re-enactment thereof, for the time being in force), and Regulations 16 and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘Listing Regulations’) and all other regulations of the Listing Regulations, (including any statutory modifications or re-enactment thereof, for the time being in force), Mr. Pandharinath Parab (DIN: 07678456), Additional Director of



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the Company designated as Non-Executive and Independent Director and who is not disqualified to become a Director under the Act and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing Mr. Pandharinath Parab as a candidate for the office of the Independent Director of the Company, be and is hereby appointed as an Independent Director (Non- executive Independent Director) of the Company to hold office from the conclusion of this Annual General Meeting upto 27th December, 2021, not liable to retire by rotation, as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the resolution."

8. Rescinding the Resolution for change in name of the Company passed in the previous Annual General Meeting held on 30th December, 2016

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT on recommendation of the Board of Directors in its meeting held on 1st March, 2017,

the consent of the Members be and is accorded for rescinding the resolution for change in name of the Company from 'Mandhana Industries Limited' to 'The Mandhana Industries Limited' together with the corresponding alteration in the Memorandum and Articles of Association of the Company, passed in the previous Annual General Meeting of the Company held on 30th December, 2016.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to take all necessary actions and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard".

By Order of the Board of Directors
for **MANDHANA INDUSTRIES LIMITED**

PURUSHOTTAM C. MANDHANA
(Chairman and Managing Director)
DIN: 00025633

Registered Office:
Plot No. C-3, M.I.D.C.,
Tarapur Industrial Area,
Boisar, Dist. Palghar - 401 506

Place : Mumbai
Date : 9th August, 2017

NOTES:

1. The Company has made an application to National Company Law Tribunal ('NCLT') under section 131 of the Companies Act, 2013 for seeking revision of the financial statements for the financial year 2014-15 and financial year 2015-16. The matter is pending before the NCLT and the outcome thereof may impact the financial statements (including the Directors Report) of the Company for the financial year 2016-17. Hence, the consent of the Members approving the financial statements for the financial year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon is sought, subject to such modifications as the NCLT may direct.

Complete commentary on the aforesaid forms part of the Directors' Report included in Annual Report 2016-17.
2. The relevant Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ('Act') in respect of the business under Item Nos. 4 to 8 of the Notice, is annexed hereto. The relevant details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations'), of person/s seeking appointment/re-appointment as Director(s) also forms part of this notice.
3. A Member entitled to attend and vote at the Annual General Meeting ('AGM') is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not

less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total paid-up share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 14th September, 2017 to Wednesday, 20th September, 2017, both days inclusive, ('Book Closure period') for the purpose of Annual General Meeting.
5. Mr. Purushottam C. Mandhana is liable to retire by rotation. He being eligible, offers himself for re-appointment.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Purushottam C. Mandhana himself and Mr. Manish B. Mandhana, is concerned or interested in the said resolution.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service ('NECS'), Electronic Clearing Service ('ECS'), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant ('DP'). Changes intimated to the DP will then be

automatically reflected in the Company's records which will help the Company and the Company's Registrars and Share Transfer Agent, M/s. Link Intime India Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Link Intime India Private Limited.

Members holding Shares in physical form are requested to communicate any change in address, immediately to the Company's Registrars and Share Transfer Agent ('RTA'), M/s. Link Intime India Private Limited.

7. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Any Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her/its queries to the Company at least seven working days prior to the Meeting, so that the required information can be made available at the Meeting.
9. Members who have not encashed their Interim/ Final Dividend for the financial year ended, 31st March, 2010, 31st March, 2011, 31st March, 2012, 31st March, 2013, 31st March, 2014 and 31st March, 2015 are requested to write to the RTA of the Company giving necessary details. Given below is table of dates by which Members can claim the respective unclaimed dividend and dates by which such unclaimed amount shall be transferred to the Investor Education and Protection Fund (IE & PF).

Equity Dividend for Financial year	Date of Declaration of Dividend	Dividend	Date by which unclaimed dividend can be claimed	Proposed date of transfer of Unclaimed Equity Dividend to IE & PF
2009-10	27 th September, 2010	7.5%	1 st November, 2017	2 nd November, 2017
2010-11	29 th September, 2011	20%	3 rd November, 2018	4 th November, 2018
2011-12	20 th February, 2012	10%	26 th March, 2019	27 th March, 2019
2011-12	24 th September, 2012	10%	30 th October, 2019	31 st October, 2019
2012-13	19 th September, 2013	20%	25 th October, 2020	26 th October, 2020
2013-14	18 th September, 2014	20%	21 st October, 2021	22 nd October, 2021
2014-15	30 th September, 2015	20%	27 th October, 2022	28 th October, 2022

10. Pursuant to the provisions of sections 20(2), 101, 136(1) of the Companies Act, 2013 read with Rule 11 of the Companies (Accounts) Rules, 2014, the Company can send the documents like Notices, Annual Reports, etc. in electronic form to its Members, whose email addresses are registered with the Company / RTA / Depositories. Accordingly, this Notice of the 33rd AGM along with the Annual Report for FY 2016-17 is being sent by electronic mode to those



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shareholders whose email addresses are registered with the Company / RTA / Depositories, unless any Member has specifically requested for a physical copy. For Members who have not registered their email address, the physical copies are being sent by permitted mode of dispatch. Members are requested to support Green initiative by registering/ updating their email addresses with the Depository participant (in case of shares in dematerialized form) or with the RTA (in case shares are held in physical form).

11. We hereby request the Members to note that the documents viz. Annual Report, Notice, etc. will be uploaded on the website of the Company viz. www.mandhana.com and made available for inspection at the Registered Office as well as the Head Office/ Corporate Office of the Company during the business hours. However, in case a Member wishes to receive a physical copy of the said documents, he / she/it is required to send a letter or an e-mail to rnt.helpdesk@linkintime.co.in or to cs@mandhana.com duly quoting his / her/ its DP ID & Client ID or Folio number, as the case may be, and the said documents will be dispatched to the Members.
12. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide the Members a facility to exercise their right to vote on resolutions proposed to be considered at the 33rd Annual General Meeting ('AGM') by electronic means through e-Voting Services. The facility of casting votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by Central Depository Services (India) Limited ('CDSL'). In addition, the facility for voting through Ballot Papers shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM.
13. Based on the shareholding of the Members, whose names appear in the Register of Members / List of

beneficial owners, received from National Securities Depository Limited ('NSDL') / CDSL as on close of the business hours on Wednesday, 13th September, 2017 ('cut-off date'), a member shall be entitled to vote by way of remote e-voting or at the AGM. However, a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

14. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.
15. The remote e-voting period commences on Saturday, 16th September, 2017 (09:00 am) (IST) and ends on Tuesday, 19th September, 2017 (5:00 pm) (IST).
16. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 13th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
17. **The instructions for remote e-voting are as under:**
 - (i) Open your web browser and log on to the e-voting website www.evotingindia.com during the voting period.
 - (ii) Click on "**Shareholders**" tab.
 - (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next, enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.