

BOARD OF DIRECTORS	:	Mr. Sushil Patwari	—	Chairman
		Mr. Sunil Patwari	—	Managing Director
		Mr. Mahendra Patwari	—	Whole-time Director
		Mr. D. Das Choudhary	—	Whole-time Director
		Mr. Mohan Kishen Ogra	—	Director
		Mr. Bibhuti Charan Talukdar	—	Director
		Mr. Mahabir Prasad Periwal	—	Director
		Mr. Rajendra M. Ruia	—	Director
		Ms. Surabhi Sanganerla	—	Director
COMPANY SECRETARY	:	Mr. J. Tiwari		
CHIEF FINANCIAL OFFICER	:	Mr. Kedar Nath Bansal		
CORPORATE IDENTIFICATION NO.	:	L18101WB1989PLC046387		
BANKERS	:	Canara Bank, Overseas Branch, Kolkata, Mumbai Oriental Bank of Commerce, Mid Corporate Branch, Kolkata State Bank of India, Overseas Branch World Trade Centre, Mumbai Allahabad Bank, Industrial Finance Branch, Kolkata		
AUDITORS	:	M/s. B. Nath & Co. Chartered Accountants Shantiniketan Building, 8 Camac Street 2nd Floor, Room No. 4, Kolkata - 700 017		
REGISTRAR & TRANSFER AGENT	:	M/s. Maheshwari Datamatics Pvt. Ltd. 23, R. N. Mukherjee Road Kolkata - 700 001		
REGISTERED OFFICE	:	18, R. N. Mukherjee Road Kolkata - 700 001		
CORPORATE OFFICE	:	7, Kala Bhavan, 3, Mathew Road Mumbai - 400 004		
WORKS	:	1. Village Yavluj, Taluka Panhala Dist. Kolhapur (Maharashtra) 2. Plot No. T-48, MIDC, Kagal-Hatkanangale Five Star Industrial Area, Village - Talandage Taluka Hatkanangale, Dist. Kolhapur (Maharashtra)		

## CONTENTS

	Page No.
Directors' Report .....	2
Report on Corporate Governance .....	10
Auditors' Report .....	39
Balance Sheet .....	45
Statement of Profit & Loss .....	46
Cash Flow Statement .....	47
Notes on Accounts .....	49

## DIRECTORS' REPORT

### TO THE MEMBERS

Your Directors have pleasure in presenting the 29th Annual Report on the affairs of your Company together with the Audited Statements of Accounts for the Year ended March 31, 2018.

### FINANCIAL RESULT

	2017-2018 (Rs. In Lakhs)	2016-2017 (Rs. In Lakhs)
Revenue from Operation	54,744.44	61,388.95
Other Income	212.70	45.02
<b>Total Income</b>	<b>54,957.14</b>	<b>61,433.97</b>
PBIDT	2,421.44	2,295.13
Interest	1,413.39	1,288.94
Depreciation	676.84	670.85
<b>PROFIT BEFORE TAXATION</b>	<b>331.21</b>	<b>335.34</b>
Adjustment of Tax	-91.76	-235.81
<b>PROFIT AFTER TAXATION</b>	<b>239.45</b>	<b>99.53</b>
Profit Brought Forward from Previous Year	2,640.56	2,541.03
<b>PROFIT AVAILABLE FOR APPROPRIATIONS</b>	<b>2,880.01</b>	<b>2,640.56</b>
<b>APPROPRIATIONS</b>		
Proposed Dividend	-	-
Balance carried to Balance Sheet	2,880.01	2,610.56
	<b>2,880.01</b>	<b>2,640.56</b>

### DIVIDEND

Your Directors do not recommend payment of any dividend for the year ended 31st March, 2018 with a view to conserving for part of working capital requirement which will increase in the financial year 2018-2019.

### INDUSTRY SCENARIO

The spinning industry continues its march ahead amidst increasingly intense competition. The cotton crop for the season 2017-18, again disappointed, this time due to pink ball worms and other pest attacks. The launch of GST in July 2017, disrupted the business in the textile chain, because of large pressure of the unorganized sector in the various parts of the chain.

China continued with its policy to reduce the cotton reserve, resulting in reduced imports of raw cotton and yarn. Your Company has been able to successfully deal with these factors during the year under review and now looks forward to the benefits of the huge reform i.e., GST in the future.

### PERFORMANCE REVIEW

Your Company has achieved revenue of Rs. 54,744.44 lakhs (previous year Rs. 61,388.95 lakhs) with profit after tax of Rs. 239.45 lakhs (previous year Rs. 99.53 lakhs).

### FUTURE PROSPECTS

Looking forward, growth in India is projected to be about 7.4% in CY 2018 and 7.8% in CY 2019. Also, private consumption is expected to grow as the transitory effects of demonetization and implementation of GST fade. The recent jump in MSP of cotton should improve availability of cotton. Thus, we look forward to an encouraging scenario.

## DIRECTORS' REPORT (Contd.)

### SHARE CAPITAL

During the year under review, the Company has reclassified its authorized share capital of Rs.15,00,00,000/- (Rupees Fifteen Crore only) comprising 3,00,00,000 (Three Crore) Equity Shares of Rs.5/- each into Rs. 15,00,00,000/- (Rupees Fifteen Crore only) comprising 2,40,00,000 Equity shares of Rs.5/-each and 30,00,000 Preference shares of Rs. 10/- each.

During the year under review, the Company issued and allotted 25,00,000 15% Non-convertible Cumulative Redeemable Preference Shares of Rs.10/- each at a premium of Rs.30/- per preference share on preferential basis. Consequently the paid up share capital of the Company increased to Rs. 8,74,98,500/- as at 31st March, 2018 as detailed below :

1) 1,24,99,700 Equity Shares of Rs. 5/- each	= Rs. 6,24,98,500/-
2) 25,00,000 15% Non-convertible Cumulative Preference Shares of Rs. 10/- each	= Rs. 2,50,00,000/-
<b>Total</b>	<b>Rs. 8,74,98,500/-</b>

### DIRECTOR'S & KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Debabrata Das Choudhary, DIN 07479334, is liable to retire by rotation and being eligible has offered himself for re-appointment. The company has received declaration from him specifying his eligibility to be re-appointed as such.

Further, the term of appointment of Mr. Sunil Patwari (DIN-00024007) as Managing Director of the Company will end on 31st August, 2018. The Board of Directors of the Company at the meeting held on 26th May, 2018, has re-appointed Mr. Sunil Patwari (DIN 00024007) as Managing Director of the Company for further period of 5 years w.e.f 1st September, 2018 based on the recommendation of Nomination and Remuneration Committee, subject to approval of the members of the Company at the ensuing Annual General Meeting. Mr. Sunil Patwari expressed his willingness to be reappointed as Managing Director.

Furthermore, the term of appointment of Mr. Bibhuti Charan Talukdar (DIN 00024015), Mr. Mohan Kishen Ogra (DIN 01081215), Mr. Mahabir Prasad Periwal (DIN 00008112) and Mr. Rajendra Mahavir Prasad Ruia (DIN 01300823) will end on 31st March, 2019 and based on the recommendation of Nomination and Remuneration Committee at its meeting held on 25.05.2018, recommended their respective appointment for further period of 5 years with effect from 01st April, 2019 to 31st March, 2024 subject, to approval of the members of the Company at the ensuing Annual General Meeting. The Directors have expressed their willingness to be re-appointed as Independent Directors.

The brief resume of the Directors seeking appointment/re-appointment in the ensuing Annual General Meeting in pursuance of relevant provisions of the Companies Act, 2013 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been given in the notice convening the aforesaid Annual General Meeting.

### COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND PAYMENT OF REMUNERATION

The Company's Policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, attributes of independence of Directors and other related matters provided under Section 178(3) of the Companies Act, 2013 are covered in Clause 3 of the Corporate Governance Report which forms part of this report. Further, information about elements of remuneration package of Individual Director is provided in the extract of the Annual Return as per Section 92(3) of the Companies Act, 2013, and is annexed hereto and marked as Annexure "D", in the prescribed Form MGT-9 and forms part of this report. It is also available on the website of the Company.

### DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors fulfill the criteria of independence specified in Section 149 (6) of the Companies Act, 2013 and Rules made there-under and also meet requirement of Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Independent Directors of the Company have filed their respective declaration with the Company, at the beginning of the Financial Year 2018-19, affirming that they continue to meet the criteria of Independence as provided in Section 149(7) of the Companies Act, 2013 in respect of their position as "Independent Director of the Company".

## DIRECTORS' REPORT (Contd.)

### MANAGEMENT DISCUSSION AND ANALYSIS

As per Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the statement on Management Discussion and Analysis is annexed hereto and marked as Annexure "B".

### CORPORATE GOVERNANCE

As per Regulation 34(3) read with Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate report on Corporate Governance, is annexed as part of this Annual Report and marked as Annexure "C". Requisite Certificate from the Auditors of the Company, namely M/s. B. Nath & Co. regarding compliance of Corporate Governance as stipulated under Regulation 34(3)(E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to the report of Corporate Governance.

### CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to Section 135 of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, a detailed report on Corporate Social Responsibility (CSR) is given under Corporate Governance, which forms part of this report. Your Directors are proud to be part of such noble initiative. However, your Company was not required to spend any sum on CSR for the financial year 2017-2018 in accordance with the provisions of Section 135 (1) of the Companies Act, 2013.

### MEETINGS OF THE BOARD OF DIRECTORS

Six (6) Board meetings were held during the year 2017-18. The Company has held at least one Board meeting in every quarter and the maximum time gap between any two meetings was not more than one hundred and twenty days, thereby complying with applicable statutory requirements. Further, the detail of the meeting of the Board of Directors held during the year is stated in Corporate Governance report which forms part of this Report.

### BOARD EVALUATION

Evaluation of performance of all Directors is undertaken annually. The Company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual Directors on the basis of a structured questionnaire which comprises evaluation criteria taking into consideration various performance related aspects. All the results were satisfactory.

The Board of Directors has expressed its satisfaction with the evaluation process.

One separate meeting of Independent Directors was held during the year 2017-18 which reviewed the performance of the Non - Independent Directors and the Chairman of the Board. It also reviewed the performance of the Board as a whole and assessed the quality, quantity and timeliness of flow of information between the company management and the Board and its members that is necessary for the board to effectively and reasonably perform their duties.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134 (3)(c) of the Companies Act, 2013 and based on the representations received from the management, your Directors state that:

- (a) In the preparation of the annual Financial Statements for the year ended March 31, 2018, the applicable accounting standards have been followed with no material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit of the Company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual Financial Statements on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## DIRECTORS' REPORT (Contd.)

### MATERIAL CHANGES AFFECTING THE COMPANY

There were no material change and commitment made, affecting the financial position of the Company, between 1st April, 2018 and 26th May, 2018 which is the date of the report.

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

### DEPOSITS

Your Company has not accepted any deposits during the year under review within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 and accordingly no amount was outstanding as on the date of Balance Sheet.

### VIGIL MECHANISM / WHISTLE BLOWER POLICY FOR DIRECTORS AND EMPLOYEES

The Company has established a Vigil Mechanism, which includes a Whistle Blower Policy, for its Directors and Employees, to provide a framework to facilitate responsible and secure reporting of concerns of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics. The details of establishment of Vigil Mechanism / Whistle Blower Policy are posted on the website of the Company.

### DISCLOSURE UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Internal Complaints Committee which has been set up to redress complaints regarding sexual harassment. The following is the summary of sexual harassment complaints received and disposed off during the year:

- i) No. of complaints received : Nil
- ii) No. of complaints disposed off : Nil

All employees (Permanent, Contractual, Temporary, Trainees) are covered under this Act.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details of Loans, Guarantees or Investments covered under section 186 of the Companies Act, 2013 forms part of the Notes to the Financial Statements.

### STATUTORY AUDITORS

At the 28th Annual General Meeting held on 18th September, 2017, M/s. B. Nath & Co., (FRN 307057E), Chartered Accountants, Kolkata were appointed as the Statutory Auditors for a period of 5 years from the conclusion of 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting to be held in the year 2022.

Your Directors have to state that as per the recent notification dated 7th May, 2018 issued by the Ministry of Corporate affairs, Government of India, now the matter relating to ratification of appointment of Statutory Auditors is not required. The above notification has come into force with effect from 7th May, 2018.

### AUDITORS' REPORT

The Auditors' Report does not contain any qualification, reservation or adverse remark on the financial statements for the year ended March 31, 2018. The statements made by the Auditors in their Report are self-explanatory and do not call for any comments.

### SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Rules made thereunder, the Company had appointed M/s M. K. Sharma & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company. The Secretarial Audit Report is annexed hereto and marked as Annexure "E" and forms part of this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

### COST AUDITORS

Pursuant to provisions of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Cost Audit Report issued for 2017-18 by M/s. V.J Talati & Co., Cost Accountants was filed with the MCA Portal. The Cost Audit Report does not contain any qualification, reservation or adverse remark. As per the recommendations of the Audit Committee, M/s. V.J. Talati & Co., Cost Accountants, were re-appointed as Cost Auditors for issuing Cost Audit Report of the Company for the F.Y. 2018-19.

## DIRECTORS' REPORT (Contd.)

### ANNUAL RETURN EXTRACT

Pursuant to Section. 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the details, forming part of extract of the annual return in Form No. MGT - 9, is annexed hereto and Marked as Annexure "F".

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

Information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8 of Companies (Accounts) Rules, 2014 is annexed hereto and Marked as Annexure "A" to this report.

### PARTICULARS OF EMPLOYEES

None of the employees are drawing remuneration exceeding Rs.8.50 Lakhs per month or Rs.102.00 Lakhs per year. Hence, details required to be furnished in accordance with Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are not applicable.

The information required pursuant to section 197 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of the Employees of the Company in detailed is separately attached and Marked as Annexure "D" to this report.

### HEALTH AND SAFETY MEASURES

The Company's primary objectives, are to ensure the safety and health of the company's Employees, and to protect company property. The Company strives to provide safe and healthful working environment for all Company Employees

The Company provides health and safety advisory to all workers and employees of the Company. A safe working environment is based on how well the people, in both management and on the factory floor, adhere to -- and communicate about -- safety standards. Safety Rules have been developed in consultation with all the concerned workers/Employees.

### SECRETARIAL STANDARDS

The Company has followed the applicable provisions of Secretarial Standard 1 and Secretarial Standard 2 of the Institute of Company Secretaries of India.

### RISK MANAGEMENT

The development and implementation of risk management policy has been covered in the Management Discussion and Analysis, which forms part of this report.

### RELATED PARTY TRANSACTIONS

The Company has formulated a Policy on dealing with Related Party Transactions. The Policy is disclosed on the website of the Company.

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the year were in the ordinary course of business and on an arms-length basis. There were no material significant related party transactions made by the Company with promoters, directors, key managerial personnel or other designated persons which may have a potential conflict with the interest of the Company at large and thus Form AOC-2 is not applicable to the Company.

Audit Committee reviews and approves all the related party transactions and based thereon final approval of the Board is obtained.

### ACKNOWLEDGEMENT

Your Directors acknowledge the remarkable contribution made by the employees of the company at all levels towards its overall success. The Directors also take this opportunity to place on record their appreciation of all the stakeholders, bankers and members for their continued support to the Company.

For & on behalf of Board of Directors

Date: 26.05.2018

Place: Kolkata

**Sushil Patwari**

Chairman - 00023980

## ANNEXURE "A" TO DIRECTORS' REPORT

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

Information pursuant to Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is given in Annexure -"A" to this report.

#### Form - A

Form for disclosure of particulars with respect to conservation of energy

	Year Ended 31.03.2018	Year Ended 31.03.2017
<b>1. Power Consumption</b>		
i Electricity		
a Purchased units (in lacs)	362.84	384.01
Total amount (Rs. In lacs)	2202.89	2352.28
Rate per unit (Rs.)	6.07	6.13
b Own Generation		
Through Diesel Generator		
Total Unit Generated (In Lacs)	2.01	2.84
Unit per litre of Diesel Oil	4.33	5.12
Cost per Unit (Rs.)	12.60	13.11
ii Coal	275.12	234.34
iii Furnance Oil	Nil	Nil
iv Other Internal Generation	Nil	Nil
<b>2 Consumption per unit of production</b>		
i Electricity unit per kgs. Of yarn	4.06	3.28
ii Furnance Oil	Nil	Nil

#### B. TECHNOLOGY ABSORPTION

##### Effort made in Technology Absorption as per Form - B

Indigenous technology alone is used and Research and Development are carried out by separate Textile Research Association for Textile units, SITRA and BITRA and the Company is a member of these associations.

#### C. TOTAL FOREIGN EXCHANGE EARNED AND USED

	Year Ended 31.03.2018	Year Ended 31.03.2017
Earning	3,036,032,443	3,667,111,731
Outgo	1,140,92,475	71,358,699

For & on behalf of Board of Directors

Date: 26.05.2018  
Place: Kolkata

**Sushil Patwari**  
Chairman - 00023980

## ANNEXURE “B” TO DIRECTORS’ REPORT

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### (1) Economic Scenario

##### (a) Global Economy

Global GDP grew by 3.8% in 2017, which was the fastest since 2011. The growth was driven by an investment recovery in advanced economies, strong growth in emerging Asia, an upswing in emerging Europe and signs of recovery in several commodity exporters.

The growth in volumes of world trade in goods and services of 4.7% in 2017 compared to 2.5% in 2016 and the benefit of upswing in demand and prices of commodities in 2017 have resulted in this broad based recovery.

##### (b) Indian Economy

The Indian economy grew @ 6.7% in FY 2018 and emerged as the fastest growing major economy in the world. With average GDP growth @ 7.3% p.a. over the economies in the world.

However, FY 2018 has seen an increase in inflation trend with CPI inflation ending the year at 4.28%.

The transitory effect of demonetization and implementation of GST should fade away. The efficiency related to GST in terms of reducing internal barriers to trade, increased logistical effaces and better tax compliances will reflect in boost in future growth momentum.

#### (2) Industry Structure and Development

India's textiles sector is one of the oldest industries in India dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports with approximately 13 per cent of total exports of India. The textile industry is labour intensive and is one of the largest employers.

The Indian textile industry contributes around 4% to country's gross domestic product (GDP), 14% to industrial production and 13% to total exports earnings. The industry is also the second-largest employer in the country after agriculture, providing employment to over 51 million people directly and 68 million people indirectly, including unskilled women. The textile industry is expected to reach US\$ 223 billion by the year 2021.

It is to be noted that in the financial year 2017-18 textile exports grew 4% to Rs. 2.28 Lac crores under new taxation regime. Intense competitive pressures in the global market and uncertainty in neighboring markets particularly in the gulf region, cast a shadow on the exports of textile. This adversely affected the yarn industry in India also. Moreover, the uncertainty, engulfing the world economy because of several political and economic factors, will adversely affect the textile and yarn trade in India also.

#### (3) Opportunities and Threats

It is expected that in 2018-19, there will be more acreage of land for cotton because of favorable rains in the states producing cotton. Therefore, availability of cotton/yarn may not at all be difficult. The added impetus will be the increase in MSP for cotton, thus inducing farmers to grow more cotton. However, increase in MSP of cotton will consequently increase the input cost of cotton/yarn producing Companies. The final product may not remain competitive.

However, because of Increase in farm income of farmers due to increase in MSP will subsequently increase the disposable income of rural population. They will go for more clothing purchase.

On global front, the trade tariff war among U.S.A, China and EU Countries and now currency war, which has started of late will have an adverse impact on the global economy. There are possibilities that 2018-19 and also 2019-20, will face recession and unemployment. Thus, the purchasing power will get reduced.



## ANNEXURE “B” TO DIRECTORS’ REPORT (Contd.)

### (4) Outlook

The outlook for textile and yarn Industries in India is muted for 2018-19. If the Indian Economy stabilizes in 2018-19, the natural consequence will be increase in demand for textile and garments and consequently the demand for yarn will also increase. Falling rupee value will increase the top line of textile and yarn companies. However, the fear that the trade deficit will widen and push up input cost of textile and yarn Industries is a real danger to textile and yarn Industries. Further, it is expected that cost of operation will increase in 2018-19 and that availability of Bank finance will be difficult. The settling down of the refund process of GST and depreciation of the Rupee should help in growth of export.

### (5) Management perception of Risk Concern

It is to be noted that the cotton textile and yarn industries carry some inherent risk in as much as the raw material is seasonal in character. Moreover, total cotton acreage fluctuates depending on price parity. India is now the largest grower of cotton in the world. However, the yields are way below Global levels. This has impacted the cost of input of textile and yarn industries. Consequently, it will be difficult for these industries to compete in the global markets. As it is, India is facing grave challenge from Bangladesh and Vietnam. Another area of concern is unavailability of skilled and semi skilled workers and also their erratic absenteeism.

### (6) Internal Control System

The Company has well defined internal control policy and 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. Regular internal audits and checks are carried out to provide assurance that the responsibilities at various levels are discharged effectively and that adequate systems are in place. The review includes overseeing adherence of the management policies, safeguarding the assets of the Company and ensuring preparation of timely and accurate financial information. All significant issues are brought to the attention of the Audit Committee of the Board.

### (7) Human Resources / Industrial Relations

Employees are the cornerstone of our business success. The Company has a supportive work culture and the employees have a strong affinity to the Company. We have an experienced and qualified workforce across multiple disciplines. We are also led by a dedicated and experienced executive management team that has a median of about 20 years of experience across the trade. Performance management is the key word for the company. Your Company also conducts in house training program at various levels. Industrial relations have been very smooth throughout the year. Pursuit of proactive policies for industrial relations has resulted in a peaceful and harmonious situation on the shop floors of the various plants.

### (8) Cautionary Statement:

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements considering the applicable laws or regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, finished goods prices, raw materials costs and availability, fluctuations in exchange rates, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of the forward looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events.

## ANNEXURE “C” TO DIRECTORS’ REPORT

### REPORT ON CORPORATE GOVERNANCE

To uphold the spirit of best and transparent business governance, the Company actively seeks to adopt good corporate governance practices and to ensure compliance with all relevant laws and regulations. The company conducts business in a manner that is fair and transparent and also perceived to be such by others. In compliance with the requirement of Regulation 34(3) read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, (SEBI (LODR) Regulations, 2015) your company submits the Report on Corporate Governance as under.

#### 1. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company believes that good Corporate Governance strengthens the Investors trust and ensures long term relationship with other stakeholders which help the Company to achieve its objectives. The core values of Company’s governance process include independence, integrity, accountability, transparency, responsibility and fairness. The Company is committed to assimilate and adopt the best practices of corporate governance. The Company aims to attain the highest standards of corporate governance practices to enhance its value and value of its stakeholders.

#### 2. BOARD OF DIRECTORS

##### COMPOSITION

The Company’s Board at present has Nine (9) directors comprising of One Executive Chairman, One Managing Director, two Whole Time Directors and five Non-Executive Independent Directors. The numbers of non-executive Directors are more than 50% of total number of Directors and also the strength of Independent Directors is more than 50% of the total number of Directors. The Company has one Woman Director on the Board.

None of the Directors on the Board is a member of more than 10 committees and Chairman of more than 5 committees (in compliance to the requirements of Regulation 26(1) of the SEBI (LODR) Regulations, 2015) across all the companies in which he is a Director. All the Directors have made requisite disclosures regarding committee positions occupied by them in other companies.

The Board met 6 times, on the following dates, during the financial year 2017-18

24/05/2017	14/08/2017	14/09/2017	26/09/2017	14/11/2017	14/02/2018
------------	------------	------------	------------	------------	------------

The names and categories of Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting and also the number of Directorships and committee positions as held by them in other Public Limited Companies as on 31.03.2018 are given below:

Name	Category	No. of Board Meeting held during the Financial Year	No. of Board Meetings attended during 17-18	Whether Attended AGM held on 18.09.18	No. of Directorship in Public Companies (Including this company)	No. of Committee Positions held in Public Companies (including this Company)*		No. of Shares held in the Company as at 31.03.2018
						Member	Chairman	
Mr. Sushil Patwari	Promoter Executive	6	6	Yes	5	4	2	793900
Mr. Sunil Patwari	Promoter Executive	6	5	No	3	3	1	934900
Mr. Mahendra Patwari	Promoter Executive	6	5	No	1	0	0	534900
Mr. D. Das Choudhary	Executive	6	5	No	1	0	0	Nil
Mr. M. K. Ogra	Independent	6	6	Yes	5	4	4	Nil
Mr. B. C. Talukdar	Independent	6	6	Yes	3	5	1	Nil
Mr. M.P. Periwal	Independent	6	3	No	5	0	0	Nil
Mr. R. M. Ruia	Independent	6	5	No	2	0	0	18034
Ms. Surabhi Sangneria	Independent	6	6	No	3	4	0	Nil