



ANNUAL REPORT

2016 - 2017

Forward looking statement

The statement(s) made in this Annual Report describing the Company's objective, expectations and predictions may be forward looking statement within the meaning of applicable securities laws and regulations. These statements and expectations envisaged by the management are only estimates and actual results may differ from such expectations due to known and unknown risks, uncertainties and other factors including, but not limited to, changes in economic conditions, government policies, technology changes and exposure to market risks and other external and internal factors, which are beyond the control of the Company.

CORPORATE INFORMATION

BOARD OF DIRECTORS :

Dinesh B. Patel	<i>Chairman</i>
Arun P. Patel	<i>Vice Chairman</i>
Ramnikbhai H. Ambani	
Ashwin Lalbhai Shah	
Dr. Narendra Kumar Bansal	
Indira J. Parikh	
Dr. Rajesh B. Parikh	
Dr. Lavkumar Kantilal Shah	
Rahul A. Patel	<i>Managing Director (Group)</i>
Amit D. Patel	<i>Managing Director (Group)</i>
S. B. Dangayach	<i>Managing Director (upto 06.06.2017)</i>

BANKERS :

Punjab National Bank
Bank of Baroda

AUDITORS :

M/s. Shah & Shah Associates
Chartered Accountants
Ahmedabad

REGISTRAR & SHARE TRANSFER AGENT :

Link Intime India Pvt. Ltd.
5th Floor, 506 to 508, Amarnath Business Center-1 (ABC-1),
Besides Gala Business Center, Opp. Wagh Bakri Tea Lounge,
Off C.G. Road, Ellisbridge, Ahmedabad – 380 006.

COMPANY SECRETARY & COMPLIANCE OFFICER:

Hitesh T. Mehta

REGISTERED OFFICE :

Kalol - 382721, Gujarat, India
Tel (91-2764) 253000
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E-mail : bvm@sintex.co.in
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CIN - L17110GJ1931PLC000454

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STANDALONE FINANCIAL

5 YEARS HIGHLIGHTS

(₹ in Crores)

Description	31.03.2017	31.03.2016	31.03.2015	31.03.2014	31.03.2013
A. BALANCE SHEET					
Total Assets:					
Fixed Assets (Net)	6255.00	6569.73	4258.95	2749.99	2231.78
Investments	16.19	339.89	1023.60	1029.24	966.55
Net Assets (Current and Non Current)	1856.18	3102.20	3344.92	3088.26	2968.41
	8127.37	10011.82	8627.47	6867.49	6166.74
Total Liabilities:					
Net Worth	3906.45	4924.34	4233.25	3042.13	2799.34
Loan Funds	4135.41	4881.86	3946.88	3513.93	3096.37
Deferred Tax Liability (Net)	85.51	205.62	447.34	311.43	271.03
	8127.37	10011.82	8627.47	6867.49	6166.74
B. STATEMENT OF PROFIT & LOSS					
Gross Sales	1430.45	4876.15	4086.80	3314.47	3064.85
Earning before interest, tax and depreciation	353.17	1109.54	1011.91	829.77	670.47
Finance Costs	89.75	210.96	228.53	237.38	144.49
Depreciation	132.22	183.35	144.84	138.33	123.18
Profit before Exceptional Items	131.20	715.23	638.54	454.06	402.80
Exceptional Items	0.00	0.00	21.79	16.06	90.35
Profit Before Tax	131.20	715.23	616.75	438.00	312.45
Taxation	3.72	165.28	159.23	102.94	43.26
Profit After Tax	127.48	549.95	457.52	335.06	269.19
Dividend (including Dividend Distribution tax)	37.62	36.53	37.25	25.64	25.48
Retained Earnings	89.86	513.42	420.27	309.42	243.71
Earnings per Equity Share (₹)	2.62	2.50	12.48	10.77	9.46
Debt/Equity Ratio	1.06	0.99	0.93	1.15	0.95
Dividend %	25%	70%	70%	70%	70%

Notes:

- Figures of the Statement of Profit and Loss for the year ended 31-3-2016 includes discontinued operations as per the Composite Scheme of Arrangement as mentioned in Note 37 of the Standalone Financial Statement.
- Figures of the year ended 31-3-2017 and 31-3-2016 are as per IND AS.

DIRECTORS REPORT

Dear Stakeholders,

Your Directors take immense pleasure in presenting the 86th Annual Report highlighting the business and operations of the Company on a standalone basis and the accounts for the financial year ended March 31, 2017.

Financial highlights

	(₹ In crore)	
Particulars	2016-17	2015-16
Gross turnover	1433.84	918.02
Gross profit	263.42	214.00
Less: Depreciation	132.22	72.53
Profit before tax	131.20	141.47
Less: Provision for taxation — current tax	26.89	6.32
Deferred tax	(23.17)	24.83
Profit/(loss) after tax from continuing operations	127.48	110.32
Profit from discontinued operations before tax	-	573.76
Tax expense of discontinued operations	-	134.13
Profit from discontinued operations (after tax)	-	439.63
Profit for the Year	127.48	549.95

Note: Previous year figures have been regrouped/re-classified, wherever required and the same are not comparable due to effect of the Demerger as per the Composite Scheme of Arrangement.

The Composite Scheme of Arrangement

A. Approval of the Composite Scheme of Arrangement

In order to lend greater/ enhanced focus to the operation of the Textile business and the Plastic business and to reorganize the Custom Moulding Undertaking and the Prefab Undertaking of the Company and to transfer the same to Sintex-BAPL Limited and Sintex Prefab and Infra Limited, respectively, which are wholly owned subsidiaries of Sintex Plastics Technology Limited, the Board of Directors of your Company at its Meeting held on 29th September, 2016 approved the Composite Scheme of Arrangement between the Company and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Prefab and

Infra Limited and their respective shareholders and creditors ('Scheme'), pursuant to the provisions of the Companies Act, 2013. In terms of the Order passed by the Hon'ble High Court of Gujarat at Ahmedabad, the Scheme was placed before the Equity Shareholders, Secured Creditors (including Debentureholders) and Unsecured Creditors of the Company and the same has been approved with requisite majority on 17th January, 2017. The Scheme has been sanctioned by the Hon'ble National Company Law Tribunal, Bench, at Ahmedabad vide its Order dated 23rd March, 2017. The Scheme, has become effective on 12th May, 2017 consequent upon receiving necessary statutory approvals.

B. Rationale and purpose of the Scheme

1. Streamlining Separate Business: Separating the "Custom Moulding Business" and "Prefab Business" into Sintex-BAPL Limited and Sintex Prefab and Infra Limited (Formerly known as 'Sintex Infra Projects Limited') respectively, which are the entities engaged in the same / similar line of business, will enable the respective companies to pursue different business strategies and raise resources for meeting their respective growth requirements. Each of the business has got tremendous growth & profitability and will require focused leadership and management attention.
2. Attracting Strategic Investors and capturing Shareholders value for Investment: The nature of risk and competition involved in the businesses carried out by Sintex Group is distinct and are capable of attracting different set of Investors like strategic partners, lenders, etc. thereby unlocking value of respective businesses and existing shareholders.
3. Focus on Core Business: It would enable the respective companies to focus on and enhance their core businesses by streamlining operations, cutting costs and ensuring more efficient management control. Further, it would enable respective management(s) to concentrate on core businesses and strengthen competencies and provide independent opportunities to increase scale of operations.
4. It would create enhanced value for shareholders and allow a focused strategy and specialization for sustained growth, which would be in the best interest of all the Stakeholders.

C. Key Highlights of the Scheme:

- The Demerger of the Custom Moulding Undertaking (which includes the Company's strategic investment in its wholly owned subsidiary, namely, Sintex Holdings B.V.) on a going concern basis, together with all its assets and liabilities) and the Prefab Undertaking of the Company and vesting of the same to Sintex-BAPL Limited and Sintex Prefab and Infra Limited, respectively;

- The appointed date of the Scheme, being the date on which the Undertakings shall vest in the respective resulting companies, has been fixed at 1 April 2016;
- Reduction of Capital Redemption Reserve Account and Securities Premium Account of the Company.

Financial performance

Your Company's gross sales jumped by ₹515.82 crore from ₹918.02 Crore in 2015-16 to ₹1433.84 crore in 2016-17 driven by robust growth in the Textile & Yarn Business.

EBIDTA of Textile & Yarn Business increased by 25.30% from ₹281.86 crore in 2015-16 to ₹353.17 crore in 2016-17 and the profit after tax for the year grew by 15.55% from ₹110.32 crore in 2015-16 to ₹127.48 crore in 2016-17. Consequently, the earnings per share (face value or ₹1) stood at ₹2.62 (basic) and ₹2.62 (diluted) for 2016-17 against ₹2.50 (basic) and ₹2.50 (diluted) for 2015-16.

Your Company repaid debts worth ₹60.06 crore. Besides, FCCBs worth US\$ 29.00 million (of the US\$ 110 million FCCB issue) were converted into Equity, which increased the Company's net worth by ₹191.61 crore, thus strengthening the financials of the Company.

Dividend

Your Directors are pleased to recommend dividend of ₹0.25 per share on equity shares having face value of Re.1 each (Previous year ₹0.70 per equity share on face value of Re.1 each). The dividend is recommended based upon the financial performance of textiles operations of the company.

The dividend will be paid to the eligible shareholders subject to the approval of members, whose names appear on the Register of Members of the Company at the forthcoming Annual General Meeting as on the specified date.

Increase in Share capital due to Rights Issue of Equity Shares and conversion of Foreign Currency Convertible Bonds

During the year under review, the Board of Directors of the Company at its Meeting held on 28th July, 2016 approved the issuance of equity shares of face value of ₹1/- each, for cash aggregating upto ₹500,00,00,000/-, on a rights basis to the Equity Shareholders at a price of ₹65/- per share (including premium of ₹64/- per Rights Equity Share), which was oversubscribed. The Committee of Directors- Rights Issue at its Meeting held on 26th September, 2016 has allotted 7,69,21,900 Rights Equity Shares of the face value of Re.1/- each at a price of ₹65/- per share (including premium of ₹64/- per Rights Equity Share) of the Company to the respective applicants.

Further, during the year under review, the Company has allotted in aggregate 2,12,23,333 equity shares of ₹1/- each at a premium of ₹91.16 each per equity share on exercise of conversion by the FCCB-holders and accordingly, the paid-up share capital of the Company on 31st March, 2017 stands increased to

₹54,46,95,954/- divided into 54,46,95,954 equity shares of ₹1/- each. As at 31st March, 2017, FCCBs worth US\$ 81.00 million (of the US\$ 110 million FCCB issue) were outstanding for conversion into equity shares.

Fixed deposits

During the year under review, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

State of Company's affairs

Sintex is globally-respected for the manufacture of structured fabrics addressing high-end fashion shirting manufacture. The Company's fibre-to-fabric facility (Kalol) is one of the largest weaving Unit in India; the Company operates one of the largest corduroy facility in India. It produces multiple varieties of blended high-end shirting fabrics marketed under the BVM brand.

To strengthen its presence in the Indian textile space, the Company is in the midst of setting up one of India's largest compact yarn facilities in India housing 1 mn. spindles -to be commissioned in a phased manner.

Textile Division

The business registered a topline of ₹1514 crores in FY2016-17 against ₹990 crores in FY2015-16 – a growth of 53 % owing to successful business strategies implemented by the team, which has increased product awareness and acceptability in India and across global markets.

In addition, the Company has strengthened its business by adding capabilities and capacities which promise to widen its opportunity canvass. In addition, it has deepened its market penetration in existing markets – institutional and retail and entered new markets. These initiatives should facilitate in sustaining business momentum over the coming years.

Yarn Division

The first phase comprising 3.06 lac spindles of the high-tech yarn facility at Pipavav, Gujarat commenced operations in the first half of FY 2016-17 with spinning quality compact yarn for weaving and knitting application and achieved a capacity utilization of about 98% by the close of the financial year. The Yarn Division reported a gross revenue of ₹646.46 crore in the first year of commercial operations.

Performance of subsidiary – BVM Overseas Limited

Sintex enjoys a strong presence in compact yarn space in India and the international market its wholly-owned subsidiary BVM Overseas Limited.

Having commenced trading of quality yarns for weaving and knitting in India and global markets in 2015-16, the Company has made considerable progress. It achieved a gross turnover of ₹511.59 crores with EBIDTA of ₹13.92 crores in its first full financial year FY17 as against ₹25.90 crore turnover of FY16. Of the total turnover, about 79% accrued from exports while the balance was earned from its marketing efforts in India. Going forward, as the Company establishes a firm footing in the domestic and international markets, the management plans to expand its product basket by including value-added products namely fabrics and sheeting.

Changes in subsidiaries, associates and joint ventures/ wholly-owned subsidiaries:

During the year under review, Sintex-BAPL Limited ceased to be subsidiary of the Company by way of divestment of shareholding to Sintex Plastics Technology Limited.

Further, during the year under review, Sintex Prefab and Infra Limited (formerly known as "Sintex Infra Projects Limited") ceased to be subsidiary of the Company on account of divestment of shareholding by BVM Overseas Limited, the Wholly Owned Subsidiary to Sintex Plastics Technology Limited.

Sintex Plastics Technology Limited also ceased to be a Subsidiary of the Company due to cancellation of shares held by the Company, on the Composite Scheme of Arrangement becoming effective on 12th May, 2017.

Consequent upon restructuring, the Company has only one Subsidiary Company i.e. BVM Overseas Limited.

Corporate Social Responsibility initiatives

As part of its initiatives under Corporate Social Responsibility, the Company has undertaken projects in the areas of education, livelihood, sports, health, water and sanitation. These projects are in accordance with Schedule VII of the Companies Act, 2013.

The Annual Report on CSR activities is annexed herewith as 'Annexure - A'.

Internal Financial Control (IFC) systems and their adequacy

As per the provisions of the Companies Act, 2013, the Directors have the responsibility for ensuring that the Company has implemented robust system / framework for IFCs to provide them with reasonable assurance regarding the adequacy and operating effectiveness of controls, to enable the Directors to meet with their responsibility.

The Company has in place, a sound financial control system and framework in place to ensure:

- The orderly and efficient conduct of its business,
- 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.

A formal documented IFC framework has been implemented by the Company. The Board regularly reviews the effectiveness of controls and takes necessary corrective actions where weaknesses are identified as a result of such reviews. This review covers entity level controls, process level controls, fraud risk controls and Information Technology environment. Based on this evaluation, there is nothing that has come to the attention of the Directors to indicate any material break down in the functioning of these controls, procedures or systems during the year. There have been no significant events during the year that have materially affected, or are reasonably likely to materially affect, our internal financial controls. The management has also come to a conclusion that the IFC and other financial reporting was effective during the year and is adequate considering the business operations of the Company.

Indian Accounting Standards (IND AS) – IFRS Converged Standards

In accordance with the notification issued by the Ministry of Corporate Affairs (MCA), your Company is required to prepare financial statements under Indian Accounting Standards (Ind-AS) prescribed under section 133 of the Companies Act 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 with effect from 1st April 2016. The Ind-AS has replaced the existing Indian GAAP and accordingly the Company has adopted Ind-AS with effect from 1st April 2016 with the transition date of 1st April 2015 and the financial Statements for the year ended 31st March 2017 has been prepared in accordance with Ind-AS. The financial statements for the year ended 31st March 2016 have been restated to comply with Ind-AS to make them comparable. The effect of the transition from IGAAP to Ind-AS has been explained by way of a reconciliation in the Standalone Financial Statements and Consolidated Financial Statements.

Auditors and Auditors' Report

M/s. Shah & Shah Associates, Chartered Accountants, Ahmedabad (FRN 113742W), Statutory Auditors of the Company were appointed as Statutory Auditors of the Company for a period of five years at the 83rd Annual General Meeting of the Company held on 1st August, 2014 till the conclusion of 88th Annual General Meeting of the Company pursuant to provisions of Section 139(1) of the Companies Act, 2013. Their appointment is subject to ratification by the Members at the Annual General Meeting of the Company.

Your Directors recommend the ratification of their appointment as Statutory Auditors of the Company for the financial year 2017-18 and request you to fix their remuneration.

Pursuant to Regulation 33(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors have also confirmed that they have valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI).

The notes on financial statement referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The

Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

Cost Auditor

Pursuant to Section 148(3) of the Companies Act, 2013, M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad have been appointed as the Cost Auditors of the Company for financial year 2016-17 by the Board of Directors and their remuneration has been ratified by members at the 85th Annual General Meeting of the Company. The Board of Directors of the Company at its Meeting held on 31st July, 2017 appointed M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad as the Cost Auditors of the Company for financial year 2017-18 and their remuneration is subject to approval of Members at the ensuing 86th Annual General Meeting of the Company.

Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. M. C. Gupta & Co., Company Secretaries, Ahmedabad to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the F.Y. 2016-17 is annexed herewith as 'Annexure - B'. There were no qualifications, reservation or adverse remarks in the Secretarial Audit Report.

Directors and Key Managerial Personnel

Mr. Amit D. Patel, Managing Director (Group) is due to retire by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and is eligible for reappointment. The Board recommends the reappointment of Mr. Amit D. Patel as the Director of the Company.

Mr. S. B. Dangayach has expressed his desire for not renewing his term as Managing Director of the Company, due for completion on 6th June, 2017. With a view to facilitate the restructuring post Demerger, he has also resigned as a Director of the Company and accordingly, ceased to be a Director w.e.f. 6th June, 2017. The Board places on record its appreciation for the services rendered by him as Director as well as Managing Director of the Company.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As stipulated under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief profiles of the Directors proposed to be reappointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships and shareholding are provided in the Notice attached forming part of the Annual Report.

The Independent Directors have been updated with their roles, rights and responsibilities in the Company by specifying them in their appointment letter along with necessary documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices.

Appointment of New Independent Directors

All Independent Directors are completing their first term at the 86th Annual General Meeting of the Company. The Board of Directors has decided that Mr. Ramnikbhai H. Ambani, Dr. Rajesh B. Parikh, Dr. Lavkumar Kantilal Shah, Dr. Narendra K. Bansal and Mrs. Indira J. Parikh, the Independent Directors be given the second term upto 89th Annual General Meeting of the Company.

Mr. Ashwin Lalbhai Shah, the Independent Director has requested the Board not to consider him for re-appointment and relieve him from the office of the Director after the expiry of his present term due to health issues. The Board also placed on record its appreciation for his contribution.

Insurance

The Company's plant, property, equipments and stocks are adequately insured against major risks. The Company has also taken Directors' and Officers' Liability Policy to provide coverage against the probable liabilities arising on them, if any.

Board evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on its applicability, the Board has carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013 that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis; and
- e) the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- f) the systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

Meetings of Board of Directors

Regular Meetings of the Board are held to discuss and decide on various business strategies, policies and other issues. During the year, seven meetings of the Board of Directors were convened and held on 7th May, 2016, 19th May, 2016, 30th May, 2016, 28th July, 2016, 29th September, 2016, 12th November, 2016 and 20th January, 2017. The intervening gap between two consecutive meetings was not more than one hundred and twenty days. Detailed information on the Meetings of the Board is included in the Corporate Governance Report, which forms part of the Annual Report.

Committees of the Board of Directors

In compliance with the requirement of applicable laws and as part of the best governance practice, the Company has following Committees of the Board as on 31st March, 2017:

- i. Audit Committee
- ii. Stakeholders Relationship Committee
- iii. Nomination and Remuneration Committee
- iv. Corporate Social Responsibility Committee
- v. Share and Debenture Transfer Committee

Independent Directors' Meeting

The Independent Directors met on 20th January, 2017, without the attendance of Non-Independent Directors and Members of the Management. The Independent Directors reviewed the performance of non-independent directors and the Board as a whole; the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties

Consolidated financial statements

The Board reviewed the affairs of the Company's Subsidiary during the year at regular intervals. In accordance with section 129(3) of the Companies Act, 2013, the Company has prepared Consolidated Financial Statements of the Company and its subsidiary, which form part of this Annual Report. The consolidated Financial Statements have been prepared on the basis of audited financial statements of the Company and its subsidiary, as approved by its Board of Directors. Further a statement containing salient features of the Financial Statements of the subsidiary in Form AOC-1 forms part of the Consolidated Financial Statements. The statement also provides the details of performance and financial position of the subsidiary.

Policies

• Remuneration policy

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

• Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

In pursuance to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as per Regulation 8 set out in Schedule A to said regulations, in order to protect investors' interest.

• Whistle blower policy

The Company has adopted a Whistle Blower Policy through which the Company encourages its employees to bring to the attention of Senior Management, including Audit Committee, any unethical behaviour and improper practices and wrongful conduct taking place in the Company. The details of the same is explained in the Corporate Governance Report and also posted on the website of the Company at the link http://sintex.in.cp-50.webhostbox.net/wp-content/uploads/2016/07/Whistle_blower_policy.pdf

• Code of Conduct to Regulate, Monitor and Report Trading by Insiders

In pursuance to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company adopted the Code of Conduct to regulate, monitor and report trading by the employees, insiders and connected person(s), in order to protect investors' interest as approved by the Board in its meeting held on 7th May, 2015.

In pursuance to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,

the Company adopted Policy on Determination of Materiality of Events, Policy on Preservation of Documents, Website Content Archival Policy and Risk Management Policy in its meeting held on 15th October, 2015. The details of the said policies are forming part of the Corporate Governance Report.

Particulars of loans given, investments made, guarantees given and securities provided

Particulars of loans given, investments made, guarantees given and securities provided under section 186 of the Companies Act, 2013 are provided in the standalone financial statements (Please refer to Note 7, 8, 12, 16 and 51 to the standalone financial statements), which are proposed to be utilized for the general business purpose of the recipient.

Contracts and arrangements with related parties

All Related Party transactions that were entered into during the financial year under review were in ordinary course of business and were on arm's length basis. There are no materially significant related party transactions made by the Company, which may have potential conflict of interest.

Further, there were no material related party transactions which are not in ordinary course of business and are not on arm's length basis and hence there are no information required to be provided under Section 134(3)(h) of the Companies Act, 2013 read with rule 8(2) of the Companies (Accounts) Rules, 2014 in form AOC-2 and under Section 188(2) of the Companies Act, 2013.

Corporate Governance

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. The Company can comply with all the Standards, Guidelines and Principles governing disclosures and obligations set out by the Securities and Exchange Board of India (SEBI) and the Stock Exchanges on corporate governance.

A separate Report on Corporate Governance along with Practising Company Secretary's Certificate on compliance with the conditions of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges is provided as a part of this Annual Report, besides the Management discussion and analysis report.

Your Company has made all information, required by investors, available on the Company's website www.sintex.in

Conservation of energy, technology absorption and foreign exchange earnings and outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, as amended from time to time is annexed to this Report as 'Annexure - C'.

Extract of the annual return

As required under the provisions of sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extracts of annual return in Form No. MGT-9 forms part of this report as 'Annexure - D'.

Business Responsibility Report

The Business Responsibility Report for the year ended 31st March, 2017 as stipulated under Regulation 34 of the SEBI Listing Regulations is annexed which forms part of this report as 'Annexure - E'.

Particulars of employees

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, forms part of this report as 'Annexure F'. Having regard to the provisions of the first proviso to Section 136(1) of the Act, this Annual Report is being sent to all the members and others entitled thereto, excluding the said annexure. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company. The aforesaid annexure is also available for inspection by members at the Registered Office of the Company, 21 days before the 86th Annual General Meeting and up to the date of Annual General Meeting during business hours on working days.

Significant and Material Orders impacting going concern basis passed by the regulators or courts or tribunals

No significant or material orders impacting going concern basis were passed by the regulators or courts or tribunals, which impact the going concern status and Company's operations in future.

Risk Management

The Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. During the year, the Board of Directors has reviewed the risks associated with the business of the Company, its root causes