
**14th Annual report
2015 - 16**



FIRST WINNER



FIRST WINNER INDUSTRIES LIMITED

Board of Directors

Mr. Rinku Patodia
Managing Director

Mrs. Anita Patodia
Executive Director

Mr. Binod Kumar Tiwari
Independent, Non Executive Director

Ms. Priyanka Upadhyay
Independent, Non Executive Director

Mr. Nand Koshore Tiwari
Independent, Non Executive Director

Company Secretary

Ms. Avani Sanghavi

Auditors

M/S AVCS & Associates, Chartered Accountant, Mumbai

Bankers

State Bank of India

Register and Share Transfer Agent

Link Intime India Private Limited
(Formerly Intime Spectrum Registry Limited)
C-13, Pannalal Silk Mills Ltd., L B S Marg,
Bhandup (West), Mumbai - 400078

Register Office

606, Business Classic,
Chincholi Bunder Road,
Malad (W), Mumbai - 400064
Tel: 91 22 2880 2255/99
Email: first_w@yahoo.com
Website: www.firstwinnerind.in

Table of Contents	
Notice	4
Directors' Report	8
Management Discussion and Analysis	28
Corporate Governance Report	30
Auditors' Report	39
Balance Sheet	46
Profit & Loss Account	47
Cash Flow Statement	48
Notes of Financial Statements	49
Auditors' Report on Consolidated Financial Statements	63
Consolidated Balance Sheet	68
Consolidated Profit & Loss Account	69
Consolidated Cash Flow Statement	70
Consolidated Notes on Financial Statements	71

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Fourteenth Annual General Meeting of the members of First Winner Industries Limited will be held on Friday, the 30th September, 2016 at Nidhivan, Pawan Baug Road, Chincholi Phatak, Malad (West), Mumbai- 400064 at 11.30 a.m. to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2016, the Profit & Loss Account and Cash Flow Statement for the year ended on that date along with the Schedules and the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Anita Patodia, who retires by rotation and being eligible, seeks re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. Avesh Patel & Co., Chartered Accountants (Membership No. 125396) be and are hereby appointed as Statutory Auditor of the Company, to hold office from the conclusion of this 14th Annual General Meeting until the conclusion of the 19th Annual General Meeting, subject to ratification of their appointment by the shareholders at every Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors in mutual agreement with the Auditors.”

12th August, 2016

By Order of the Board
First Winner Industries Ltd

Registered Office:
605, Business Classic
Chincholi Bunder Road,
Malad (West),
Mumbai- 400064

sd/-
Rinku Patodia
Chairman & Managing Director

NOTES:

1. A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY.
2. Proxies in order to be effective must be received by the Company at the registered office address not less than 48 hours before the commencement of the meeting.
3. Members are requested to notify any change in their address at the Registered Office of the Company immediately.
4. Pursuant to Section 91 of the Companies Act, 2013, Register of shareholders and Share Transfer Books of the Company will remain closed from Friday, September 23, 2016 to Friday, September 30, 2016, both days inclusive, for the purpose of the Annual General Meeting.
5. Those members attending the Annual General Meeting are requested to bring their Annual Reports, as copies of the Annual Report will not be distributed at the venue.
6. Members are requested to preferably send their queries to the Registered Office 7 days before the date of the Annual General Meeting.
7. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.

8. As required by regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, members are informed that Mrs. Anita Patodia holds 2435130 equity shares in the Company and the additional information in respect of the said Director recommended for re-election at the AGM is mentioned below:

Name of Director	Mrs. Anita Patodia
Date of Birth	23.12.1978
Date of Appointment	10.03.2007
Brief Resume	B.Com
Expertise in specific functional areas	Diploma in Fashion Designing
Experience	7 Years experience in Marketing of Yarn & Fabrics, Controlling all administrative work, etc
Directorship in other Indian Public Limited Companies	1. First Winner Lifestyle Ltd 2. Ramshyam Textile Industries Ltd
Chairman/Member of the Committees of the Board of other Indian Public Companies	Nil
Shareholding in the Company	2435130 shares
No. of Board Meetings attended	7
Disclosure of relationships between directors	Except Mr. Rinku Patodia none of the Directors & KMP or their relatives are related to Mrs. Anita Patodia

9. Investor Grievance Redressal: The Company has designated an exclusive e mail id i.e. firstcompliance@yahoo.com to enable investors to register their complaints/ correspondence, if any.

10. **Voting through electronic means:**

In terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting system, to shareholders holding shares as on Friday, September 23, 2016 being the cut-off date ("Record date" for the purpose of Rule 20(3)(vii) of the said Rules) fixed for determining voting rights of shareholders entitled to participate in the e-voting process through the e-voting platform provided by Central Depository Services (India) Limited (CDSL).

The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on Friday, September 23, 2016.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, September 27, 2016 at 9.00 a.m. and ends on Thursday, September 29, 2016 at 5.00 p.m.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to 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.

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, under help section or write an email to helpdesk.evoting@cdslindia.com.

11. General Instructions:

- The e-voting period commences on Tuesday, September 27, 2016 (9.00 a.m. IST) and ends on Thursday, September 29, 2016 (5.00 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, September 23, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, September 23, 2016.
- The Company has appointed, M/s. Dipali Kapadia & Associates, Practicing Company Secretary (Membership No. ACS 31157) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer after conclusion of the AGM, submit the consolidated Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company, who shall countersign the same and declare the result of the voting forthwith.
- The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.firstwinnerind.com in and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the 14th AGM of the Company on Friday, September 30, 2016 and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board
First Winner Industries Ltd

Registered Office:
605, Business Classic
Chincholi Bunder Road,
Malad (West),
Mumbai- 400064

sd/-
Rinku Patodia
Chairman & Managing Director

12th August, 2016

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their 14th Annual Report on the business and operations of the Company and the accounts for the financial year ended March 31, 2016.

Financial Results

	Standalone		Consolidated	
	2015-16	2014-15	2015-16	2014-15
	Rupees	Rupees	Rupees	Rupees
Total Revenue	1472484	5458775	2206710	7722493
Profit before depreciation and tax	-95232740	-133869780	-231976943	-264716617
Less: Depreciation	64770668	66765710	98447318	100986935
Profit after depreciation but before tax	-160003408	-200635490	-330424261	-365703552
Less: Provision for tax	--	--	--	--
Deferred tax	-18952404	-23765274	-28318527	-32314874
Fringe Benefit tax	--	--	--	--
Profit after tax	-141051004	-176870216	-302105734	-333388678
Add: Balance brought forward from previous year	-228796497	-51926281	-469381910	-135993232
Less: Short provision for earlier year	--	--	--	--
Less: Minority Interest in Current years profit	--	--	--	--
Balance carried forward	-369847501	-228796497	-771487645	-469381910

Dividend

The directors do not recommend payment of dividend for the financial year 2015-2016.

State of Company's affair

The Company registered total revenue of Rs. 14,72,484/- during the year under review as against Rs. 54,58,774/- in the previous financial year. There is a loss of Rs. (14,10,51,004)/- for the financial year ended March 31, 2016 compared to Rs. (17,68,70,216)/- in previous year. Due to high interest costs, ever increasing input costs in all the segments and adverse market conditions in which the Company operates, the performance of the Company has not been up to a desired level.

Deposits

The Company has not accepted any deposits covered under chapter V of the Companies Act, 2013.

Change in the Nature of Business, if any

There were no changes in nature of the business of the Company done during the year.

Material Changes and Commitment, if any, affecting the financial position of the Company which have occurred between the end of financial year of the Company to which the financial statements relate and the date of report

No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

During the year under review no significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Details in respect of adequacy of internal financial controls with reference to the Financial Statements

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

Details of Subsidiary Companies & their Financial Position

The Company has three wholly owned subsidiaries, viz. First Winner Lifestyle Limited (Material Subsidiary), Ramshyam Textile Industries Limited and Pal Trading Co. Pvt. Ltd. All companies are in the Textile Business and have same business line as ours and beneficial to all the Four companies to work together to reflect better turnover and profitability.

➤ First Winner Lifestyle Limited:

First Winner Lifestyle Limited is wholly owned subsidiary (Material Subsidiary) of the Company. It reported the total revenue of Rs. 6,94,958/- and net loss of Rs. (6,97,56,725)/-.

➤ Ramshyam Textile Industries Limited:

Ramshyam Textile Industries Limited is a wholly owned subsidiary of the Company. It only earned an Interest income from income tax refund during the financial year under review.

➤ Pal Trading Company Private Limited:

Pal Trading Company Private Limited, a wholly owned subsidiary of the Company did not undertake any business during the financial year under review.

The audited accounts of the subsidiary companies are placed on Company's website.

Consolidated Financial Statements

The Consolidated Financial Statement, prepared by the Company in accordance with the applicable Accounting Standards issued by the Institute of Chartered Accountants of India and the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the stock exchanges forms the part of this annual report.

Directors' Responsibility Statement

Your Directors state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- 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, 2016 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 Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts 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 are 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.

Corporate Social Responsibility (CSR)

During any financial year preceding the FY 2015-16 the Company was not falling under any of the criteria which mandate the Company to comply with the Section 135 of the Companies Act, 2013 in FY 2015-16.

Contracts & Arrangements with Related Parties

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on company's website:

<http://firstwinnerind.in/wp-content/uploads/2016/02/Policy-on-Materiality-of-RPTs-Dealing-with-RPTs.pdf>

Details of establishment of Vigil Mechanism for directors and employees

In accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, your Company has a vigil mechanism which has incorporated a whistle blower policy with a view to provide a mechanism for directors and employees of the Company to approach the Chairman of the Audit Committee of the Company. Protected disclosures can be made by a whistle blower through the complaint box(es) provided at every unit/office of the Company to the Chairman of the Audit Committee. The Policy on vigil mechanism and whistle blower policy can be accessed on the Company's website:

http://firstwinnerind.in/wp-content/uploads/2016/02/Whistle_Blower_Policy.pdf

Statutory Auditors and Auditors' Report

M/s. Avesh Patel & Co., Chartered Accountants, Mumbai, (Membership No. 125396), are appointed as statutory auditors of the Company to hold office from the conclusion of this 14th Annual General Meeting until the conclusion of the 19th Annual General Meeting, subject to ratification of their appointment by the shareholders at every Annual General Meeting of the Company.

The specific notes forming the part of the accounts referred to in the Auditor's Report are self explanatory and give complete information and addresses the qualification/reservation/remark/disclaimers in the Audit Report.

Internal Auditor

M/s. J. H. Ghumara, Chartered Accountant, Mumbai (Membership No. 14320) are the Internal Auditors of the Company.

Secretarial Auditor

M/s. Dipali Kapadia & Associates, practicing Company Secretary was appointed as a Secretarial Auditor to undertake the Secretarial Audit of the Company for the Financial Year 2015-2016. Their secretarial Audit report, in prescribed format is annexed to the Directors Report as **Annexure – I**. The report is self explanatory and give complete information and addresses the qualification/reservation/remark/disclaimers in the Report.

Directors & Key Managerial Personnel

1. Change in Directors and Key Managerial Personnel:

In Accordance with the provision of the Act and the Articles of Association of the Company Mrs. Anita Patodia is liable to retire by rotation at the ensuing annual general meeting and being eligible offer herself for re-appointment and your directors recommend the re-appointment in the interest of the Company.

During the financial year under review, there were no changes in the constitution of the Board of Directors.

2. Declaration by an Independent Director(s) and re-appointment:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and regulation 16(b) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

3. Formal Annual Evaluation:

The Board recognise the importance of reviewing and improving upon its performance. For this purpose they discuss the effectiveness of the functioning of the Chairman, Executive Directors, and other Directors and to agree ways in which performance can be further improved looking at the likely needs in future.

A structured questionnaire was prepared after taking into consideration, various aspect of the Board's functioning, composition of the Board and its committees, culture, execution and performance of specific duties, obligation and governance.

The Performance evaluation of the Chairman and Non-independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with evaluation process of Board.

Familiarization programme for Independent Directors

The Company proactively keeps its directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industries.

The Details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company and related matters are put up on the website of the Company at its website:

<http://firstwinnerind.in/wp-content/uploads/2016/02/FAMILIARIZATION-PROGRAMME-FOR-INDEPENDENT-DIRECTORS.pdf>

Number of meetings of the Board of Directors

During the year five meetings of the Board of Directors were held during the year. The details of the same has mentioned in the Corporate Governance Report.

Audit & Risk Management Committee

Pursuant to Regulation 21 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 it is required to constitute a Risk Management Committee. Since Terms of Reference of the Audit Committee also includes the roles, responsibility and power which are required to be fulfilled by the Risk Management Committee, it was proposed to, instead of creating separate committee for the Risk Management, change the name of the Audit Committee to Audit & Risk Management Committee.

The Audit & Risk Management Committee consists of two independent Non-executive Directors and One Executive Director. The Members of the Committee are well versed in finance matters, accounts, company law and general business practices. The detail composition of the Audit & Risk Management Committee is given in the Corporate Governance Report. All the recommendations made by the Audit & Risk Management Committee were accepted by the Board.

Policy on Directors' appointment and Remuneration including criteria for determining qualifications, positive attributes independence of a director:

Based on the recommendation of Nomination and Remuneration Committee (NRC) the Board has adopted the Remuneration policy for directors, KMP and other employees. NRC has formulated the criteria for determining qualifications, positive attributes and independence of an Independent Director and also criteria for evaluation of Individual directors and the Board / Committees. The Remuneration policy is given by way of **Annexure – II** to this report. <http://firstwinnerind.in/wp-content/uploads/2016/02/Remuneration-Policy.pdf>

Particulars of Loans, Guarantees or Investments Under Section 186 of The Companies Act, 2013, during FY 2015-16:

The Company has not given any loans, guarantees or made investments under Section 186 of the Companies Act, 2013.

Share Capital

The Company has not issued any shares (including sweat equity shares) to employees of the Company under any scheme including ESOS.

Management Discussion and Analysis

The Management Discussion and Analysis Report, which gives a detailed account of operations of your company and the market in which it operates, including initiative taken by the company to further its business, forms part of this Annual Report.

Corporate Governance

A report on Corporate Governance along with a certificate from the auditors of the Company regarding the compliance of conditions of corporate governance as stipulated under Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is annexed to this report.

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

Information pursuant to Section 134 (3) (m) of the Companies act, 2013, relating to conservation of energy technology absorption, foreign exchange earnings and outgo is given as **Annexure III** to this report.

Particulars of Employee

The Information required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 are given as **Annexure IV** to this Report.

None of the Company's Employees were covered by the disclosure requirement pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Rules 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Extract of Annual Return

Pursuant to Section 92(3) and 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 the extract of Annual Return in prescribed Form No. MGT-9 is given as **Annexure V** to this report.

Sexual Harassment:

Entire staff in the Company is working in a most congenial manner and there are no occurrences of any incidents of sexual harassment during the year.

ACKNOWLEDGEMENT

The Board of Directors thanks the Banks, Central and State Government authorities and all the stakeholders for their continued co-operation and support to the Company.

For and on behalf of the Board

First Winner Industries Limited

sd/-
Rinku Patodia
Chairman & Managing Director
DIN: 00752500

First Winner Industries Limited

sd/-
Anita Patodia
Director
DIN: 01357505

Mumbai, 12th August, 2016

Registered Office: 605, Business Classic,
Chincholi Bunder Road,
Malad (West), Mumbai-400 064.

ANNEXURE – I**Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31st March, 2016**

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

To,
The Members,
First Winner Industries Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **First Winner Industries Limited** (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 the Company'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 31st 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 the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- i. (The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;(Not applicable to the Company during the Audit Period)
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;(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)**

- vi. Employees Provident Fund and Miscellaneous Provisions Act, 1952
- vii. Employees State Insurance Act, 1948

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE) and National Stock Exchange (NSE)

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

I further report that:

- a) 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.
- b) 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.
- c) Majority decision is carried through while the dissenting members' views are 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 year:

- **The Company has not provided web link for Policies and Programs framed by the Company as required under Clause 49 of the Listing Agreement in the Annual Report for the financial year 2014-2015.**
- **The Director's Report was not signed as required under Section 134 of the Companies Act, 2013.**

I further report that during the audit period, the following major event has taken place in the company:

1. Appointment of Statutory Auditors to fill casual vacancy.

**Dipali Kapadia & Associates
(Practicing Company Secretary)**

sd/-
Dipali Kapadia
Proprietor
ACS: 31157
CP: 11448
Mumbai

**Place: Mumbai
Date: August 12, 2016**

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

ANNEXURE A

To,
The Member,
First Winner Industries Limited

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I 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 the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My 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 efficacy or effectiveness with which the management has conducted the affairs of the Company.

Dipali Kapadia & Associates
(Practicing Company Secretary)

sd/-
Dipali Kapadia
Proprietor
ACS: 31157
CP: 11448

Place: Mumbai
Date: August 12, 2016

ANNEXURE – II

REMUNERATION POLICY

The Remuneration Policy of First Winner Industries Ltd (the “Company”) is designed to attract, motivate and retain manpower in a competitive market. The policy reflects the Company’s objectives for good corporate governance as well as sustained long-term value creation for shareholders.

The Remuneration Policy applies to the Company’s senior management, including its Key Managerial Person and Board of Directors.

Guiding principles

The guiding principle is that the remuneration and the other terms of employment shall be competitive in order to ensure that the Company can attract and retain competent Executives.

- The Committee while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the company successfully.
- The Remuneration Committee while considering a remuneration package must ensure a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.
- The Committee considers that a successful remuneration policy must ensure that a significant part of the remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

Reward principles and objectives

Our remuneration policy is guided by a common reward framework and set of principles and objectives as more fully and particularly envisaged under section 178 of the Companies Act, 2013, *inter alia* principles pertaining to determining qualifications, positives attributes, integrity and independence etc.

Reward policies

Attract and retain: Remuneration packages are designed to attract high-caliber executives in a competitive global market and remunerate executives fairly and responsibly. The remuneration shall be competitive and based on the individual responsibilities and performance.

Motivate and reward: Remuneration is designed to motivate delivery of our key business strategies, create a strong performance-orientated environment and reward achievement of meaningful targets over the short- and long-term.

The principal terms of non-monetary benefits: The Executives will be entitled to customary non-monetary benefits such as company cars, telephone etc. In addition thereto in individual cases company housing and other benefits may also be offered.

Executive Remuneration – Board of Management

Executive remuneration is proposed by the Committee and subsequently approved by the Board of Directors. Executive remuneration is evaluated annually. In determining packages of remuneration, the Committee may consults with the Chairman/ Managing Director as appropriate Total remuneration shall be comprised as follows:

- **A fixed base salary**, set at a level aimed at attracting and retaining executives with professional and personal competences required to drive the Company’s performance.
- **Short-term incentives**, based on the achievement of a number of individual, pre- defined financial and strategic business targets recommended by the Committee and approved by the Board of Directors.
- **Long-term incentives** in the form of **stock options**, promoting a balance between short-term achievements and long-term thinking. However the Directors should not participate in the stock options.
- **Pension contributions**, made in accordance with applicable laws and employment agreements.

- **Severance payments** in accordance with termination clauses in employment agreements. Severance payments shall comply with local legal framework.

Disclosure of Information

Information on the total remuneration of members of the Company's Board of Directors, Executive Board of Management and senior management may be disclosed in the Company's annual financial statements. This includes any deferred payments and extraordinary contracts during the preceding financial year.

Approval of the Remuneration Policy

This Remuneration Policy shall apply to all future employment agreements with members of Company's Senior Management including Key Managerial Person and Board of Directors.

The Remuneration Policy is binding for the Board of Directors including its provisions on stock options. In other respects, the Remuneration Policy shall be of guidance for the Board.

ANNEXURE – III

Particulars of Conservation of Energy, technology Absorption and Foreign Exchange Earnings and Outgo as required under the Companies (Accounts), Rules, 2014 for the year ended March 31, 2016

FORM A**Form for disclosure of particulars with respect to Conservation of Energy****(A) Power and Fuel Consumption:-**

		2015-16	2014-15
1. Electricity			
a. Purchased Units (KWH)		NIL	57218
Total Amount (Rs.)		NIL	365570
Average Rate/Unit (Rs.)		NIL	6.39
b. Own Generation			
i) Through diesel generator		N.A.	N.A.
Units (KWH)			
Units/Lt. of Diesel			
Cost/ Unit (Rs.)			
ii) Through Steam Turbine/ Generator		N.A.	N.A.
2. Diesel*			
Quantity (ltr.)		NIL	100
Total Amount		NIL	6262
Average Rate		NIL	62.62
3. Furnace Oil			
Quantity (kg.)		NIL	0
Total Cost		NIL	0
Rate/ Unit		NIL	0
4. Others/ Internal Generation		N.A.	N.A.

* Diesel is used to run the generators and the power generated from the diesel generator is used for machine cleaning and lightening on holidays and not for production.

(B) Consumption per unit production

	2015-16	2014-15
Fabric (in mtrs.)	NIL	87655
Electricity	NIL	0.65
Diesel	N.A.	N.A.
Furnace Oil	N.A.	N.A.
Others	N.A.	N.A.

We have discontinued the manufacturing activities with effect from 30.04.2014, due to adverse business and market constraints.

FORM B**Form for disclosure of particulars with respect to absorption.****(B) Technology absorption:**

1. The efforts made towards Technology Absorption:
None
2. The benefits derived like product improvement, cost reduction, product development:
Not Applicable
3. The Expenditure incurred in Research & Development:
Nil

[C] FOREIGN EXCHANGE EARNINGS AND OUTGO:

1. Foreign Exchange earned : NIL
2. Foreign Exchange used : NIL

For and on behalf of the Board

First Winner Industries Limited

sd/-
Rinku Patodia
Chairman & Managing Director
DIN: 00752500

First Winner Industries Limited

sd/-
Anita Patodia
Director
DIN: 01357505

Mumbai, 12th August, 2016

ANNEXURE – IV

Disclosure under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel), Rule.

- i. The ratio of the Remuneration of each Executive director to the median remuneration of the Employees of the Company for the Financial year 2015-16, the percentage increase in remuneration of Key Managerial personnel:

Name of the Directors / KMP	Remuneration of Directors/KMP for the Financial Year 2015-2016	% increase in Remuneration in the financial year 2015-2016	Ratio of remuneration of each Director/ to Median Remuneration of employee	Comparison of the remuneration of the KMP against the performance of the Company
Mr. Rinku Patodia (Managing Director & CEO)	--	--	--	--
Mrs. Anita Patodia (Executive Director & CFO)	--	--	--	--
Ms. Avani Sanghavi (Company Secretary)	4,46,590	0	Not Applicable	Loss for the year is Rs. (14,10,51,004)

- ii. **Percentage increase in remuneration of each Director and Key Managerial Personnel in the financial year 2015-16:**

For fulfillment of compliance of provision of Section 198 & 309 read with part II of Schedule XIII of the Companies Act, 1956, the Board & remuneration committee in their meeting held on 13.02.2013, decided to stop in payment of remuneration to Mr. Rinku Patodia, Managing Director of the Company and Mrs. Anita Patodia, Executive Director of the Company w.e.f. 01.01.2013. Mr. Rinku Patodia as CEO and Mrs. Anita Patodia as CFO do not draw any remuneration from the Company. There is no increase in the remuneration paid to Ms. Avani Sanghavi, Company Secretary of the Company.

- iii. **Percentage increase in median remuneration of employees in the financial year :**

There is no increase in the median remuneration of the employees in the financial year 2015-16.

- iv. **The number of permanent employees on the rolls of the Company:**

There were 3 number of permanent employees on the rolls of the Company.

- v. **Explanation on the relationship between average increase in remuneration and company performance:**

There is no increase in the remuneration to the employees. The Company has incurred a loss of Rs. (14,10,51,004) in the financial year 2015-16.

- vi. **Variation in the market capitalisation of the Company & price earnings ratio:**

	Financial Year 2015-16	Financial Year 2014-15
Market Capitalisation	Rs. 14,56,75,100	Rs. 19,54,05,565/-
Price Earning Ratio	0	0

- vii. **Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:**

There has not been any public offer in the Company in the last year.

- viii. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification**

thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Since the Company is running in loss there is no increase in the salaries of employees. However the Company has made stoppage in payment of managerial remuneration.

ix. The Key parameters for variable component of remuneration availed by the Directors:

During the period under review there were stoppage in payment of remuneration to the Directors of the Company.

x. 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 Directors during the year:

Not Applicable

xi. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

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

ANNEXURE – V**FORM MGT- 9****EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED MARCH 31, 2016**

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

I. REGISTRATION AND OTHER DETAILS

i.	CIN	L51909MH2003PLC138778
ii.	Registration Date	22.01.2003
iii.	Name of the Company	First Winner Industries Ltd
iv.	Category / Sub-category of the Company	Company Limited By Shares/Indian Non- Government Company
v.	Address of the Registered office and Contact Details	605, Business Classic, Chincholi Bunder Road, Malad (West), Mumbai- 400064. Tel: 022-28802255/99
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact Details of the Registrar and Transfer Agent, if any	Link Intime India Private Limited, C-13, L.B.S. Marg, Pannalal Silk Mills Compound, Bhandup (West), Mumbai 400078 Ph. 022- 25963838

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the Total turnover of the Company shall be stated.

Sr. No.	Name and Description of main Product / Services	NIC Code of the Product / Services	% to total Turnover of the Company
1	Interest Income	--	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name & Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	First Winner Lifestyle Ltd Add: 605, Business Classic, Chincholi Bunder Road, Malad (West), Mumbai -400064	U51909MH2002PLC138238	Subsidiary	100	2(87)
2.	Ramshyam Textile Industries Ltd Add: 605, Business Classic, Chincholi Bunder Road, Malad (West), Mumbai -400064	U24110MH2000PLC124366	Subsidiary	100	2(87)
3.	Pal Trading Company Pvt Ltd Add: 605, Business Classic, Chincholi Bunder Road, Malad (West), Mumbai -400064	U51109MH2008PTC184901	Subsidiary	100	2(87)
4.	Solitaire Texfeb & Traders Pvt Ltd Add: 605, Business Classic, Chincholi Bunder Road, Malad (West), Mumbai -400064	U45200MH2003PTC142515	Associate	33.10	2(6)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS % OF TOTAL EQUITY)

i. Category-wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the Year (1-Apr-2015)				No. of Shares held at the end of the Year (31-Mar-16)				% Change During the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual / HUF	5962635	0	5962635	11.87	5962635	0	5962635	11.87	0
(b) Central / State Govt.	0	0	0	0	0	0	0	0	0
(c) Bodies Corporates	18884465	0	18884465	37.59	18884465	0	0	37.59	0
(d) Banks / FIs	0	0	0	0	0	0	0	0	0
(e) Any other	0	0	0	0	0	0	0	0	0
Sub-Total (A) (1)	24847100	0	24847100	49.46	24847100	0	24847100	49.46	0
(2) Foreign									
(a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
(b) Other Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corporate	0	0	0	0	0	0	0	0	0
(d) Banks / FIs	0	0	0	0	0	0	0	0	0
(e) Any other	0	0	0	0	0	0	0	0	0
Sub-Total (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1) + (A)(2)	24847100	0	24847100	49.46	24847100	0	24847100	49.46	0
B. Public Shareholding									
(1) Institutions									
i. Mutual Funds	0	0	0	0	0	0	0	0	0
ii. Banks / FI	0	0	0	0	0	0	0	0	0
iii. Central Govt.	0	0	0	0	0	0	0	0	0
iv. State Govt.	0	0	0	0	0	0	0	0	0
v. Venture Capital Funds	0	0	0	0	0	0	0	0	0
vi. Insurance Companies	0	0	0	0	0	0	0	0	0
vii. FIs	0	0	0	0	0	0	0	0	0
viii. FPIs	0	0	0	0	0	0	0	0	0
ix. Others (Specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B) (1)	0	0	0	0	0	0	0	0	0
(2) Non-Institutions									
(a) Bodies Corporate									
i. Indian	17843316	0	17843316	35.52	17672297	0	17672297	35.18	0.34
ii. Overseas	0	0	0	0	0	0	0	0	0
(b) Individuals									
i. Individual Shareholders holding nominal share capital upto ₹ 1 lakh	1061380	7003	1068383	2.13	1007717	7003	1014720	2.02	0.11
ii. Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	6321816	0	6321816	12.59	6545191	0	6545191	13.02	0.43

Category of Shareholders	No. of Shares held at the beginning of the Year (1-Apr-2015)				No. of Shares held at the end of the Year (31-Mar-16)				% Change During the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(c) Others (Specify)									
i. Clearing Member	21675	0	21675	0.04	37297	0	37297	0.07	0.03
ii. Office Bearers	37022	0	37022	0.07	37022	0	37022	0.07	0
iii. Non Resident Indians (REPAT)	93341	0	93341	0.19	79026	0	79026	0.15	0.05
iv. Non Resident Indians (NON REPAT)	140	0	140	0	140	0	140	0	0
v. Foreign Nationals	0	0	0	0	0	0	0	0	0
Sub Total (B) (2)	25378690	7003	25385693	50.54	25378690	7003	25385693	50.54	0
Total Public Shareholding (B) = (B) (1) + (B) (2)	25378690	7003	25385693	50.54	25378690	7003	25385693	50.54	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Total (A+B+C)	50225790	7003	50232793	100	50225790	7003	50232793	100	0

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the Year (as on 1-Apr-15)			Shareholding at the end of the Year (as on 31-Mar-16)			% change in shareholding during the Year
		No. of Shares	% of total shares of the Company	% of shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares Pledged / encumbered to total shares	
1.	Rinku Patodia	3527505	7.02	0	3527505	7.02	0	0
2.	Anita Patodia	2435130	4.85	0	2435130	4.85	0	0
3.	Solitaire Texfeb & Traders Pvt Ltd	3865865	7.70	1.52	3865865	7.70	1.52	0
4.	Rikosh Fashions Pvt Ltd	3806500	7.58	1.20	3806500	7.58	1.20	0
5.	Bhagwat Textiles Pvt Ltd	3800000	7.56	0	3800000	7.56	0	0
6.	Starwood Exports Pvt Ltd	3712100	7.38	0	3712100	7.38	0	0
7.	Firstwinner Textiles (India) Pvt. Ltd	3700000	7.37	0	3700000	7.37	0	0
	Total	24847100	49.46	2.72	24847100	49.46	2.72	0

iii. Change in Promoter's Shareholding (Please specify if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year (as on 1-Apr-15)	24847100	49.46	24847100	49.46
2	Date wise Increase / Decrease in promoter's shareholding during the year specifying the reason for increase / decrease (eg. Allotment / transfer / bonus / sweat equity etc):	No change in Promoter's Shareholding			
3	At the end of the year (as on 31-Mar-16)	24847100	49.46	24847100	49.46

iv. Shareholding pattern of Top Ten Shareholders Other Than Directors, promoters and holders of GDRs and ADRs):

Sr. No.	Name	Shareholding at the beginning of the Year (1-Apr-2015)		Shareholding at the end of the year (31-Mar-2016)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Ehimaya Trading Private Limited	23,00,000	4.58	23,00,000	4.58
2.	Naitik Multitrading Pvt Ltd	23,00,000	4.58	23,00,000	4.58
3.	Take-Home Multi Trading Pvt Ltd	23,00,000	4.58	23,00,000	4.58
4.	Humble Multitrading Pvt Ltd	23,00,000	4.58	23,00,000	4.58
5.	Creeper Multitrading Pvt Ltd	23,00,000	4.58	23,00,000	4.58
6.	Karsam Tele Trading Pvt Ltd	13,24,154	2.64	13,24,154	2.64
7.	Sarita Ojha	12,19,943	2.43	12,57,943	2.50
8.	Geetagopal Synthetic Pvt Ltd	12,18,872	2.43	12,18,872	2.43
9.	Narendra Kumar Ojha	11,65,364	2.32	12,35,364	2.46
10.	Lalita Tiwari	10,30,000	2.05	10,30,000	2.05

The Shares of the Company are traded on a daily basis in dematerialized form and hence the date wise increase/decrease in shareholding is not indicated.

v. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For each of the Directors and KMP	No of Shares held at the beginning of the Year (1-Apr-2015)		No of Shares held at the end of the year (31-Mar-2016)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Mr. Rinku Patodia	3527505	7.02	3527505	7.02
2.	Mrs. Anita Patodia	2435130	4.85	2435130	4.85
3.	Mr. Binod Kumar Tiwari	0	0	0	0
4.	Mr. Nand Kishore Tiwari	0	0	0	0
5.	Ms. Priyanka Upadhyay	0	0	0	0
6.	Ms. Avani Sanghavi	0	0	0	0

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding / accrued but not due for payment as on 31st March 2016

Indebtedness as on 31.03.2016	Secured Loan excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial year (as on 1-Apr-15)				
i. Principal amount	68,06,05,215	62,83,877	0	68,68,89,092
ii. Interest due but not paid upto March 2015	24,79,21,070	0	0	24,79,21,070
iii. Interest accrued but not due	0	0	0	0
Total (i. + ii. + iii.)	92,85,26,285	62,83,877	0	93,48,10,162
Change in indebtedness during the financial year				
i. Addition	0	0	0	0
ii. Reduction	0	16,21,399	0	16,21,399
Net Change	0	16,21,399	0	16,21,399
Indebtedness at the end of the financial year (as on 31-Mar-16)				
i. Principal Amount	68,06,05,215	46,62,478	0	68,52,67,693
ii. Interest due but not paid upto				
March 2015	24,79,21,070	0	0	24,79,21,070
March 2016	9,34,53,891	0	0	9,34,53,891
iii. Interest accrued but not due	0	0	0	0
Total (i + ii + iii)	1,02,19,80,176	46,62,478	0	1,02,66,42,654

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

Sr. No.	Particulars of Remuneration	Mr. Rinku Patodia Managing Director	Mrs. Anita Patodia Executive Director	Total Amount
1.	Gross Salary			
a.	Salary As per provisions contained in Section 17(1) of the Income-Tax Act, 1961	0	0	0
b.	Value of perquisites u/s. 17(2) of the Income-Tax Act, 1961	0	0	0
c.	Profits in lieu of salary under section 17(3) of the Income-Tax Act, 1961	0	0	0
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission			
-	As % of Profit	0	0	0
-	Others (Specify)	0	0	0
5.	Others (PF, Insurance, Bonus etc.)	0	0	0
	Total (A)	0	0	0
	Ceiling as per the Act (@ 10% of net profits calculated under Section 198 of the Companies Act, 2013)			0

For fulfillment of compliance of provision of Section 198 & 309 read with part II of Schedule XIII of the Companies Act, 1956, the Board & remuneration committee in their meeting held on 13.02.2013, decided to stop in payment of remuneration to Mr. Rinku patodia, Managing Director of the Company and Mrs. Anita Patodia, Executive Director of the Company w.e.f. 01.01.2013.

B. Remuneration to Other Directors:

Sr. No.	Particulars of Remuneration	Mr. Binod Kumar Tiwari	Ms. Priyanka Upadhyay	Mr. Nand Kishore Tiwari	Total Amount
1.	Independent Directors				
	a. Fees for attending Board / Committee Meetings	19000	23000	2000	44000
	b. Commission	0	0	0	0
	c. Others, please specify	0	0	0	0
	Total (B1)	19000	23000	2000	44000
2.	Other Non-Executive Directors	NOT APPLICABLE			
	a. Fees for attending Board / Committee Meetings				
	b. Commission				
	c. Others, please specify				
	Total (B2)				
	Total (B) = (B1) + (B2)	19000	23000	2000	44000
	Over all ceiling as per the Act (11% of the net profits of the Company calculated as per Section 198 of the Act.				NA

C. Remuneration to Key Managerial Personnel (Other than MD/ Manager / WTD):

Sr. No.	Particulars of Remuneration	Mr. Rinku Patodia CEO	Mrs. Anita Patodia CFO	Ms. Avani Sanghavi Company Secretary
1.	Gross Salary			
	a. Salary As per provisions contained in Section 17(1) of the Income-Tax Act, 1961	0	0	3,31,752
	b. Value of perquisites u/s. 17(2) of the Income-Tax Act, 1961	0	0	0
	c. Profits in lieu of salary under section 17(3) of the Income-Tax Act, 1961	0	0	1,14,838
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission			
	- As % of Profit	0	0	0
	- Others (Specify)	0	0	0
5.	Others (PF, Insurance, Bonus etc.)	0	0	0
	Total	0	0	4,46,590

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties / Punishment / Compounding of offences for breach of any section of the Companies Act, against the Company or its Directors or other officer in defaults, if any, during the year.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Overall review of the economy

The past year has been a challenging year for the Textile Industry with lots of ups and downs. In spite of the above, the industry has been able to maintain its steady performance during the year under review. Textile Industry has played a key role in the country's progress over the years and the situation is likely to gain momentum in the times ahead. The Industry continues to hold a dominant position in country's economic structure because of its huge contribution towards employment generation.

No industry is free from normal business risk and concerns. Indian Textile Industry continues to face stiff competition from China, Bangladesh, Sri Lanka and other emerging economies. The relative competitiveness of Industry is dependent upon the raw cotton prices, exchange rates and prevalent interest rates regime.

Industry Structure and Developments

Raw material costs have been increasing globally, coupled with a shortage of skilled workers. While a shift is taking place of textiles industries from China and Bangladesh to India, the industrial climate in India has also become adverse due to regular increases in input costs. Any further appreciation of the Rupee will adversely affect exports from India. Though the spinning industry has fared somewhat better those with a presence in weaving, processing or even composite businesses are facing the heat due to increases in input cost without being able to pass on such higher costs to customers as the market is simply unable to absorb the same.

Opportunities and Threats

The company mainly deals in trading and manufacturing of Textile Fabric. The company uses its consolidated resources for committing capital for its future business activities. Increasing operational efficiency and improvement in asset resolution has been the company's objective. The company will continue to search and pursue all new opportunities of growth. Improvement in capital adequacy and debt equity ratios, also raising new financial resources at competitive cost on a regular basis is extremely important for the company to be able to fully utilize the opportunities which come in future. Although, risk is an inevitable part of any business, your company's efforts are always directed towards earning maximum returns with minimum possible risk involved.

Opportunities:-

- Indian companies need to focus on Product Development.
- Increased use of CAD to develop designing capabilities.
- Government policy is favorable for textile Industries.
- The branded companies of the overseas market have entered Indian market.
- Investing in Trend forecasting to enable the growth of industry.

Threats:-

- Competition in the Domestic Market.
- Need to revamp consumer consciousness.
- Natural calamities beyond control.
- Under the new patent regime Indian Companies cannot duplicate the MNCs processes and procedures.
- General market competition especially from established Indian Companies and MNCs.
- Tackle Chinese Aggression over the International Market.

Segment wise Performance

Trading and manufacturing of Textile Fabric is the main business activity of your Company. Segment reporting as required under Accounting Standards-17 is not applicable as all the revenue income comes from a single segment.

Internal Control

The Company maintains a system of internal control, including suitable monitoring procedures and the adequacy of the same has been reported by its auditors in their report as required under the Companies (Auditor's Report) Order, 2015. The Internal Audit Department regularly conducts a review to assess the financial and operating controls of the Company. Any significant issue is required to be brought to the attention of the audit Committee of the board.

Human Resources/ Industrial Relations Front

The Company continues to have the cordial and harmonious relations with its employees and there has been no material development on the Human Resource/ Industrial Relations front during the year. The Company considers the quality of its human resources to be most important asset and constantly endeavors to attract and recruit best possible talent.

Cautionary Statement

Statements in the Management Discussion Analysis Report describing the Company's objectives and predictions may be forward looking within the meaning of applicable rules and regulations. Actual results may differ materially from those either expressed or implied in the statement depending on circumstances.

CORPORATE GOVERNANCE REPORT

Company's philosophy on Code of Governance

Good governance facilitates effective management and control of business, maintaining a high level of business ethics and optimizing the value for all its stakeholders. The ultimate objective of the Corporate Governance at First Winner Industries Limited is to enhance Shareholders' value in the long term. A good governance process aims to achieve this by providing long-term visibility of its businesses, ensuring effective relationship with stakeholders, establishing systems that help the Board in understanding risk appetite and monitoring risk at every stage of the corporate evolution process.

Board Composition and particulars of Directors

Board Composition

The Company's policy is to maintain optimum combination of Executive and Non- Executive Directors. The Board consists of Five Directors, out of which three are independent Directors including Executive Chairman. The Board believes that its current composition is appropriate. Composition of the Board and category of Directors are as follows:

Director	Category	No. of Board Meetings attended	Attendance at previous AGM on 28/09/2014	No. of Outside directorship held *	No. of Membership/ chairmanship in Committees
Mr. Rinku Patodia	Managing Director & CEO/Executive	5	Present	2	Nil
Mr. Binod Kumar Tiwari	Non- Executive, Independent	3	Absent	-	Nil
Ms. Priyanka Upadhyay	Non- Executive, Independent	4	Present	-	Nil
Mr. Nand Kishore Tiwari	Non- Executive, Independent	1	Absent	-	Nil
Mrs. Anita Patodia	Executive/CFO	5	Present	2	Nil

* Excludes directorships in private companies, foreign companies and alternate directorships.

BOARD MEETING HELD DURING THE YEAR:

During the year 2015-2016, 5 Board Meetings were held on 30.05.2015, 14.08.2015, 09.11.2015, 30.11.2015 and 12.02.2016.

DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT

Mrs. Anita Patodia is liable to retire by rotation and being eligible offer herself for reappointment.

Mrs. Anita Patodia, aged 37 years, has done her Diploma in Fashion Designing. She has good experience in Marketing of Yarn & Fabrics and Controlling all administrative work.

CODE OF CONDUCT

The company has laid down the Code of Conduct for Directors and senior personnel, annual affirmation from each of the Directors and senior managerial personnel with regard to the adherence to the said Code of Conduct drawn are being received on a yearly basis and placed before the Board. <http://firstwinnerind.in/wp-content/uploads/2016/02/Code-of-Conduct.pdf>

BOARD COMMITTEES

AUDIT & RISK MANAGEMENT COMMITTEE

The Audit & Risk Management Committee of the Company is constituted in line with the provision of Section 177 of the Companies Act, 2013, read with regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Committee consists of two independent Non-executive Directors and One Executive Director. The Members of the Committee are well versed in finance matters, accounts, company law and general business practices.

The composition of the Audit & Risk Management Committee is as under:

Name of Director	Status in Committee	Nature of Directorship
Ms. Priyanka Upadhyay	Chairman	Non-Executive Independent Director
Mr. Binod Kumar Tiwari	Member	Non-Executive Independent Director
Mr. Rinku Patodia	Member	Executive Director

The terms of reference of the Audit & Risk Management Committee include:

- To review financial statements and pre-publication announcements before submission to the Board.
- To ensure compliance of internal control systems and action taken on internal audit reports.
- To apprise the Board on the impact of accounting policies, accounting standards and legislation.
- To hold periodical discussions with statutory auditors on the scope and content of the audit.
- To review the Company's financial and risk management policies.

During the financial year 2015-2016, 4 Audit & Risk Management Committee Meetings were held on 30.05.2015, 14.08.2015, 09.11.2015 and 12.02.2016.

Name of Director	No. of committee Meetings held	No. of committee Meetings attended
Ms. Priyanka Upadhyay	4	4
Mr. Binod Kumar Tiwari	4	3
Mr. Rinku Patodia	4	4

NOMINATION AND REMUNERATION COMMITTEE

Pursuant to provision of Section 178 of the Companies Act, 2013, the Nomination Committee has been renamed as Nomination & Remuneration Committee of the Board of Directors of the Company.

The Nomination & Remuneration Committee consists of two independent, Non-executive Directors and one Executive Director.

The composition of the Nomination & Remuneration Committee is as under:

Name of Director	Status in Committee	Nature of Directorship
Ms. Priyanka Upadhyay	Chairman	Non-Executive Independent Director
Mr. Binod Kumar Tiwari	Member	Non-Executive Independent Director
Mr. Rinku Patodia	Member	Executive Director

The role of the Committee is as mentioned in the provisions of Section 178 of the Companies Act, 2013 read with regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 which also includes the review and recommendation to the Board of Directors of the Company for approval, remuneration of Executive Directors based on their performance and defined assessment criteria.

The remuneration policy of the Company approved by the Board as per the recommendation of the Committee is disclosed in the annexure to the Directors Report.

During the financial year 2015-2016, 1 Nomination & Remuneration Committee Meeting was held on 14.08.2015.

Name of Director	No. of committee Meetings held	No. of committee Meetings attended
Ms. Priyanka Upadhyay	1	1
Mr. Binod Kumar Tiwari	1	1
Mr. Rinku Patodia	1	1

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Shareholders/Investors' Grievance Committee earlier set-up by the Company has now been re-named as the Stakeholders Relationship Committee in conformity with the provisions of sub section (5) of Section 178 of the Companies Act, 2013, to consider and resolve the grievances of the security holders.

Stakeholders Relationship Committee is headed by Ms. Priyanka Upadhyay, a Non Executive Independent Director with Mr. Binod Kumar Tiwari and Mr. Rinku Patodia. Ms. Avani Gandhi, Company Secretary is the Compliance Officer. The Company appointed "Link Intime India Pvt. Ltd." (Formerly known as Intime Spectrum Registry Limited) as its Registrar and Share Transfer Agent for the redressal of investor's grievance and share transfer process. The RTA has acted upon all valid share transfers received during the year 2015-2016. All complaints received by the company were resolved during the year. There are no pending complaints at the end of the year.

The composition of Stakeholders Relationship Committee is as under:

Name of Director	Status in Committee	Nature of Directorship
Ms. Priyanka Upadhyay	Chairman	Non-Executive Independent Director
Mr. Binod Kumar Tiwari	Member	Non-Executive Independent Director
Mr. Rinku Patodia	Member	Executive Director

The Stakeholders Relationship Committee is responsible for remedying of all investor and shareholder grievances. This Committee will also oversee the performance of the Registrars, Transfer Agents and the depository related services. This Committee will also undertake all such acts, deeds and things related to share transfer, transmission, splitting of share certificates, issuance of duplicate shares certificates and other related matters as may be considered necessary in this behalf. The Committee also carry out the functions as envisaged under the Code of Conduct to regulate, monitor and report trading by insiders and code of practices and procedures for fair disclosures of unpublished price sensitive information adopted by the Company in terms of regulations 8(1), 9(1) and 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

During the year, 3 meetings of Stakeholders Relationship Committee were held on 14.08.2015, 09.11.2015 and 12.02.2016.

Name of Director	No of Committee Meetings held	No. of Committee Meetings attended
Ms. Priyanka Upadhyay	3	3
Mr. Binod Kumar Tiwari	3	2
Mr. Rinku Patodia	3	3

INDEPENDENT DIRECTORS MEETING

During the year under review, there were three independent Directors on the Board viz. Ms. Priyanka Upadhyay, Mr. Binod Kumar Tiwari and Mr. Nand Kishore Tiwari.

In the conformity with the requirements of Schedule IV to the Companies Act, 2013 read with the provision of Listing Agreement, the Independent Directors met once on March 31, 2016, inter alia to discuss:

- review the performance of non-independent directors and the Board as a whole;
- review the performance of the Chairman of the company, taking into account the views of executive directors and non-executive directors;
- assess the quality, quantity and timeliness of flow of information between the company management and the Board.

All the independent Directors were present at the meeting.

GENERAL BODY MEETING

Location and time where last three Annual General Meetings were held are given below:

Financial Year	Date	Location of the Meeting	Time
2014-2015	28.09.2015	Nidhivan, Pawan Baug Road, Chincholi Phatak, Malad (West), Mumbai	11.00 A.M.
2013-2014	26.09.2014	Goregaon Sports Club, Link Road, Malad (West), Mumbai	11.00 A.M.
2012-2013	27.09.2013	705, Business Classic, Chincholi Bunder Road, Malad (West), Mumbai	11.00 A.M.

DISCLOSURES

- The Company has availed various credit facilities from the State Bank of India. In order to secure the said financial facilities, the Edelweiss Asset Reconstruction Company Ltd (assignee of State Bank of India), has taken the possession of the properties C-9/1, M.I.D.C., Tarapur, Boisar, Dist. Thane- 401506 & N-66, M.I.D.C., Tarapur, Boisar, Dist. Thane- 401506 in exercise of power conferred under SARFAESI Act, 2002.
- There are no materially significant related party transactions made by the Company with its Promoters, Directors or Management, their subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company at large.
- The Company has complied with the requirements of regulatory authorities on capital markets and no penalty/stricture was imposed on the Company during the last three years.

MEANS OF COMMUNICATION

The Quarterly, Half- yearly and Annual Results will be generally published by the Company in English (Free press) and Vernacular (Navshakti) dailies. The results are duly posted on Company's website www.firstwinnerind.in Official news releases and notices etc. are sent to the BSE and NSE where the equity shares of the company are listed.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting:

DATE: 30th September, 2016.

TIME: 11.30 A.M.

VENUE: Nidhivan, Pawan Baugh Road, Chincholi Pathak, Malad (West), Mumbai- 400064.

List of shares held in Suspense Account

Sr. No.	Name	DP Client ID	Application No.	No. of shares	Reason for shares held in suspense account
1	Mr. Darshan Sharadahai Mehta	IN30246110265280	11360746	50	Demat account details mismatched with the one available with the Depository
				50	

The above person can contact either to the company or to the Registrar viz. Link Intime India Private Limited for the process of crediting the shares in their account.

Financial Calendar

The Company follows April-March as its financial year. The result for every quarter beginning from April is declared in the month following the quarter.

Dates of Book Closure: 23.09.2016 to 30.09.2016 (both days inclusive)

Listing on Stock Exchanges and Stock Codes

Shares of the Company are listed at the Bombay Stock Exchange Limited (BSE) [Scrip Code: 532996] and National Stock Exchange of India Limited (NSE).[NSE Symbol- FIRSTWIN]

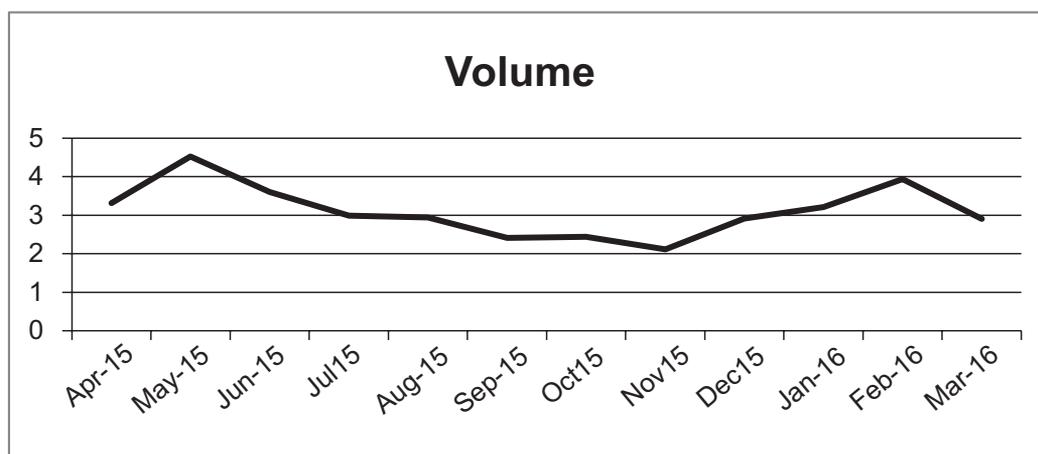
Market Price Data

Share price during the financial year 2015-16 at BSE & NSE for one equity shares of Rs. 10 each were as under:

Month	BSE: Share Price (Rs.)		NSE: Share Price (Rs.)	
	High	Low	High	Low
April, 2015	4.22	2.91	3.45	3.05
May, 2015	4.52	3.06	3.80	3.80
June, 2015	4.30	3.43	3.60	3.60
July, 2015	3.76	2.99	3.30	3.30
August, 2015	3.11	2.67	3.25	3.25
September, 2015	2.80	2.41	2.85	2.85
October, 2015	2.70	2.35	2.40	2.40
November, 2015	2.56	2.11	2.30	2.30
December, 2015	2.91	2.21	2.90	2.90
January, 2016	3.52	2.94	3.05	3.05
February, 2016	3.94	2.85	2.50	2.50
March, 2016	4.34	2.77	2.50	2.50

Stock Performance:

The performance of the company's shares in comparison to BSE sensex is given in the Chart below:



Dematerialization of Shares and liquidity: ISIN for Dematerialization is INE315JO1015.

Name of Depository	Position as on 31.03.16 (No. of shares)	% of Total Issued Capital
NSDL	48640484	96.83%
CDSL	1585306	3.15%
Physical	7003	0.02%
Total No. of shares	50232793	100.00%

Share Transfer System & Registrars and Transfer Agents (RTA)

The Company has appointed Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400078 as the RTA for both physical and dematerialized share maintenance. Share transfers are generally effected within 15 days of lodgment or such period as may be permissible by law/regulatory authority. The shareholders'/investors' grievances are also taken up by RTA of the Company.

Distribution of Shareholding as on 31st March, 2016

Range of shares	Number of shares	No. of shareholders	% to total shares
1 to 500	264058	1918	0.5257
501 to 1000	171288	208	0.3410
1001 to 2000	202621	131	0.4034
2001 to 3000	154479	62	0.3075
3001 to 4000	64903	18	0.1292
4001 to 5000	91372	19	0.1819
5001 to 10000	289600	41	0.5765
10001 and above	48994472	73	97.5348
Total	50232793	2470	100.0000

Shareholding Pattern as on 31st March, 2016:

Sr. No.	Category	No. of Shares held	% of Share Holding
1.	Promoters	5962635	11.8700
2.	Corporate Bodies (Promoter Co.)	18884465	37.5939
3.	Public	7559911	15.0498
4.	Clearing Member	37297	0.0742
5.	Hindu Undivided Family	117451	0.2338
5.	Other Bodies Corporate	17554846	34.9470
6.	Foreign Inst. Investor	--	--
7.	Non Resident Indians	79026	0.1573
8.	Non Resident (Non Repatriable)	140	0.0003
9.	Office Bearers	37022	0.0737
	TOTAL	50232793	100.00

Subsidiary Companies

The company has three wholly owned subsidiaries viz. First Winner Lifestyle Limited (material non-listed Indian Subsidiary), Ramshyam Textile Industries Limited and Pal Trading Co. Pvt. Ltd. The requirements of Regulation 24 of SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015 with regard to subsidiary company have been complied with.

The Company has adopted a policy for determining material subsidiaries. The said policy has been placed on the website of the Company www.firstwinnerind.in.

http://firstwinnerind.in/wp-content/uploads/2016/02/Material_Subsiary_Policy.pdf

Address for Correspondence

The Shareholders may address their communications, suggestions, grievances and queries to:

1. The Company Secretary
First Winner Industries Limited
605, Business Classic,
Chincholi Bunder Road,
Malad (West),
Mumbai- 400064
Ph: 022- 2880- 2255/99
Email: first_w@yahoo.com
2. Link Intime India Private Limited,
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai 400078
Ph. 022- 25963838

Mumbai, 12th August, 2016
605, Business Classic,
Chincholi Bunder Road,
Malad (West),
Mumbai-400064

For and on behalf of the Board
First Winner Industries Limited
sd/-
Rinku Patodia
Chairman & Managing Director

CHIEF EXECUTIVE OFFICER/ CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

The Board of Directors

First Winner Industries Limited

Dear Sirs,

We have reviewed the financial statements read with the cash flow statement of First Winner Industries Limited for the year ended on 31st day of March 2016 and to the best of our knowledge and belief, we state that:

- a) These statements do not contain any materially untrue statement or omit any material fact or contain statements, that might be misleading;
- b) 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;
- c) There are, to the best of our 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;
- d) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies;
- e) We have indicated to the auditors and the Audit Committee:
 - i) Significant changes in internal control during the year;
 - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements;
 - iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

Yours Sincerely

sd/-

Rinku Patodia

Managing Director & CEO

Mumbai, 30th May, 2016

DECLARATION

Certificate on Compliance with Code of Conduct

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Conduct for the financial year 2015-16.

For First Winner Industries Ltd

sd/-

Rinku Patodia

Managing Director

Mumbai
May 30, 2016

AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE:

To the Members of First Winner Industries Limited,

We have examined the compliance of conditions of Corporate Governance by First Winner Industries Limited (the Company) for the year ended 31st March 2016 as stipulated in Regulation 17,18,19,20,21,22,23,24,25,26,27 and clauses (b) to (i) of sub regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with the Stock Exchange(s) in India.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to 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 opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

On the basis of the records maintained by the Company we state that as at 31st March 2016, there were no investor grievances pending with the Company.

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

For M/s. AVCS & Associates
Chartered Accountants

sd/-
Vikas Agrawal
Partner
Membership No.: 148465

Place: Mumbai
Date : 30.05.2016

INDEPENDENT AUDITOR'S REPORT

To the Members of

First Winner Industries Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of First Winner Industries Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2016 and the Statement of Profit and Loss for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

Auditors' Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' 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 a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

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

Opinions

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 March 2016 and its loss for the year ended on that date.

Matter of Emphasis

1. **Financial statements of the Company in respect of high trade receivables and no turnover, default in repayment of its dues to lenders which indicates the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as going concern. The Company has prepared the accompanying financial statements on going concern assumption.**
2. **Financial statements of the Company relating to trade receivables which have remained overdue for extended period of time. In the opinion of the management, these are fully recoverable. The Company has not received year-end balance confirmations from these trade receivables. However, no provision is deemed necessary by the Company.**
3. **Based on our examination of records and according to information and explanation given to us, the Company has defaulted in repayment of dues to State Bank of India refer "Note 4, 7 and 9".**
4. **As per Search Action u/s 132 of the Income Tax Act, 1961 was conducted in the premises of company as per our verification of communication received from Income Tax Department.**

Report on Other Legal and Regulatory Requirements

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 the paragraphs 3 and 4 of the Order.

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 it appears from our examination of those books;
- (c) the Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid standalone 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 the written representations received from the Directors as on 31 March 2016 taken on record by the Board of Directors, none of the Directors are 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 the Annexure B; and

(g) with respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

1. the company does not have any pending litigations which would impact its financial positions except this,

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates (Assessment Year)	Amount (Rs. in lakhs)
The Income Tax, 1961	Income Tax and Interest demanded	Appellate Authorities	2008-09	578.97
The Income Tax, 1961	Income Tax and Interest demanded	Income Tax Appellate Tribunal	2011-12	29.53
As per Search Action u/s 132 of the Income Tax Act 1961 was conducted in the premises of company as per our verification of communication received from Income Tax Department.				

2. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
3. there has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For AVCS & ASSOCIATES

Chartered Accountants

Sd/-

(VIKAS AGARWAL)

Partner

M. No. 148465

FRN No. 139123W

Place: Mumbai

Date:30.05.2016

Annexure A to the Independent Auditors' Report – 31 March 2016

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2016, we report the following:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which the fixed assets are verified by the management according to a phased programme designed to cover all the items over a period of three years.
- (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 as disclosed in Note No. 11 to the standalone financial statements, are held in the name of the Company.
- (ii) The Company does not have any inventory at the close of the year. Hence, the requirement of clause (ii) of paragraph 3 of the said Order is not applicable to the Company.
- (iii) (a) The Company has not granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted deposits as per the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' State Insurance, Income-tax, Sales-tax, Service tax, Duty of customs, Duty of excise, Value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Sales-tax, Service tax, Duty of customs, Duty of excise, Value added tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of Income-tax, Sales tax, Service tax, Duty of customs, Duty of excise and Value added tax as at 31 March 2016 which have not been deposited with the appropriate authorities on account of any dispute except following:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates (Assessment Year)	Amount (Rs. in lakhs)
The Income Tax, 1961	Income Tax and Interest demanded	Appellate Authorities	2008-09	578.97
The Income Tax, 1961	Income Tax and Interest demanded	Income Tax Appellate Tribunal	2011-12	29.53

- (viii) The Company have outstanding dues to financial institutions, banks or debenture holders during the year refer “Note 4, 7 and 9”.**
- (ix) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and has not obtained any term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (xi) In our opinion and according to the information and explanations given to us, the managerial remuneration has not been paid or provided.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, the Company has not entered into transactions with related parties.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, 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 and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- (xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For AVCS & ASSOCIATES

Chartered Accountants

Sd/-

(VIKAS AGARWAL)

Partner

M. No. 148465

FRN No. 139123W

Place: Mumbai

Date:30.05.2016

Annexure B to the Independent Auditors' Report of even date on the Financial statements of First Winner Industries Limited – 31 March 2016**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 First Winner Industries Limited (the Company) as of 31 March 2016 in conjunction with our audit of the standalone 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 auditors' 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.

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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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.

Basis of Qualified Opinion

The standard operating procedures and internal controls procedures are not established since there are no transactions.

Opinion

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

For AVCS & ASSOCIATES

Chartered Accountants

Sd/-

(VIKAS AGARWAL)

Partner

M. No. 148465

FRN No. 139123W

Place: Mumbai

Date:30.05.2016

BALANCE SHEET AS AT 31ST MARCH 2016

Note No.	Particulars	As at 31/03/2016	As at 31/03/2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
2	Share capital	502,327,930	502,327,930
3	Reserves and surplus	794,405,923	935,456,927
	Sub total	1,296,733,853	1,437,784,857
Non-Current Liabilities			
4	Long-term borrowings	543,105,351	439,105,415
5	Deferred tax liabilities (net)	6,825,413	25,777,816
6	Other Long term liabilities	-	-
	Sub total	549,930,764	464,883,231
Current Liabilities			
7	Short-term borrowings	470,097,775	426,043,348
8	Trade payables	34,901,601	34,876,966
9	Other current liabilities	17,439,704	68,948,699
10	Short-term provision	-	-
	Sub total	522,439,080	529,869,013
	TOTAL	2,369,103,697	2,432,537,101
ASSETS			
NON-CURRENT ASSETS			
11	Fixed assets		
	Tangible assets	777,415,477	842,186,145
	Capital work-in-progress	-	-
	Sub total	777,415,477	842,186,145
12	Non-current investments	839,677,300	839,677,300
13	Long-term loans and advances	99,446,700	97,614,115
14	Other non-current assets	-	-
	Sub total	939,124,000	937,291,415
Current Assets			
15	Trade receivables	621,590,405	623,557,625
16	Cash and Bank balances	19,298,676	17,845,882
17	Short-term loans and advances	9,744,194	9,725,089
18	Other current assets	1,930,945	1,930,945
	Sub total	652,564,219	653,059,541
	TOTAL	2,369,103,697	2,432,537,101

1 Accompanying Notes are an integral part of the financial statements

As per our attached of even date

For **AVCS & Associates**

Chartered Accountant

Sd/-
Rinku Patodia
Director
DIN No. 00752500

For **First Winner Industries Limited**

Sd/-
Anita Patodia
Director
DIN No. 01357505

Sd/-
Avani Sanghavi
Company Secretary

Sd/-

[VIKAS AGARWAL - PARTNER]

Membership No. 148465

FRN: 139123W

Place : Mumbai
Date : 30.05.2016

Place : Mumbai
Date : 30.05.2016

STATEMENT OF PROFIT & LOSS ACCOUNT FOR YEAR ENDED 31ST MARCH 2016

Note No.	Particulars	Year Ended 31/03/2016	Year Ended 31/03/2015
A	INCOME FROM OPERATIONS		
19	Revenue from operations	-	3,012,901
20	Other Income	1,472,484	2,445,874
	TOTAL REVENUE:	1,472,484	5,458,774
	EXPENDITURE		
21	Cost of Sales	-	-
22	Employee benefits expense	1,288,040	5,449,341
23	Finance costs	93,453,891	72,943,139
24	Depreciation and amortization expense	64,770,668	66,955,710
25	Other expenses	1,963,292	60,746,073
	TOTAL EXPENDITURE:	161,475,891	206,094,264
	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)	(160,003,408)	(200,635,490)
	Exceptional items	-	-
	Profit / (Loss) before extraordinary items and tax	(160,003,408)	(200,635,490)
	Extraordinary items	-	-
	Profit / (Loss) tax	(160,003,408)	(200,635,490)
	Tax expense:		
	Current Tax		
	Current tax expense for current year (MAT)	-	-
	Current tax expense relating to prior years	-	-
	Deferred tax	(18,952,404)	(23,765,274)
	Sub total	(18,952,404)	(23,765,274)
	Sub total	(141,051,004)	(176,870,216)
	Profit from continuing operations		
B	DISCONTINUING OPERATIONS		
	Profit / (Loss) from discontinuing operations	Sub total -	-
	Profit / (Loss) for the year	TOTAL (141,051,004)	(176,870,216)
26	Earnings per Eq. Share of face value of Rs. 10 each		
	Basic	-	-
	Diluted	-	-
	Earnings Per share Excluding Extraordinary Item		
	Basic	-	-
	Diluted	-	-

1 Accompanying Notes are an integral part of the financial statements

As per our attached of even date
For **AVCS & Associates**
Chartered Accountant

Sd/-
Rinku Patodia
Director
DIN No. 00752500

For **First Winner Industries Limited**

Sd/-
Anita Patodia
Director
DIN No. 01357505

Sd/-
Avani Sanghavi
Company Secretary

Sd/-
[VIKAS AGARWAL - PARTNER]
Membership No. 148465
FRN: 139123W

Place : Mumbai
Date : 30.05.2016

Place : Mumbai
Date : 30.05.2016

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	(Amount in Rs.)	
	Year ended 31st March, 2016	Year ended 31st March, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit Before Tax as per Statement of Profit & Loss	(160,003,408)	(200,635,489)
Adjustments For :		
Depreciation / Amortization	64,770,668	66,765,710
Preliminary Expenses W/off	-	190,000
(Profit) / Loss on Sale of Assets	-	54,413,869
(Profit) on sale of staff quarter	-	(224,474)
Finance Cost	93,453,891	72,943,139
Interest Income	(1,472,484)	(1,429,940)
Operating profit before working capital changes	(3,251,332)	(7,977,184)
Adjustment For :		
(Increase) / Decrease in Trade Receivables	1,967,220	16,261,653
(Increase) / Decrease in Other current assets	-	16,454
(Increase) / Decrease in Short Term Loans & advances	(19,150)	3,398,543
Increase / (Decrease) in Other Current Liabilities	(51,508,995)	(9,454,298)
Increase / (Decrease) in Trade Payables.	24,635	(12,398,654)
Cash Generated From Operation	(52,787,622)	(10,153,486)
Income Tax Paid	-	-
NET CASH FLOW FROM OPERATING ACTIVITIES	(52,787,622)	(10,153,486)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Sale of Fixed Assets	-	4,194,282
Sale/(Purchase) of Investments	-	50,000
Fixed deposits with bank	(1,453,379)	(1,163,626)
Interest Income earned	1,472,484	1,429,940
NET CASH FROM INVESTING ACTIVITIES	19,105	4,510,596
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from Issue of Share Capital	-	-
Interest paid	(93,453,891)	(72,943,139)
Increase / (Decrease) in Long -Term Borrowing	103,999,936	56,117,419
Increase / (Decrease) in Short -Term Borrowing	44,054,427	38,944,744
(Increase) / Decrease in Long Term Loans & advances	(1,832,585)	(16,726,759)
NET CASH FROM FINANCING ACTIVITIES	52,767,888	5,392,264
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(630)	(250,626)
Cash and Cash Equivalents at the beginning of the year (Refer Note 14)	33,169	283,795
Cash and Cash Equivalents at the end of the year (Refer Note 14)	32,584	33,169

As per our attached of even date

For **AVCS & Associates**

Chartered Accountant

Sd/-
Rinku Patodia
Director
DIN No. 00752500

For **First Winner Industries Limited**

Sd/-
Anita Patodia
Director
DIN No. 01357505

Sd/-
Avani Sanghavi
Company Secretary

Sd/-

[VIKAS AGARWAL - PARTNER]

Membership No. 148465

FRN: 139123W

Place : Mumbai
Date : 30.05.2016

Place : Mumbai
Date : 30.05.2016

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

1.00 SIGNIFICANT ACCOUNTING POLICIES

1.01 Basis of preparation of Financial Statements :

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of Companies Act, 1956 (Companies Accounting Standards) Rules, 2006, as amended and other relevant provisions of the Companies Act, 2013.

1.02 Use of Estimate :

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

1.03 Revenue Recognition :

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

a Sale of goods

Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Sales revenue is net of sales return.

b Interest: Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable

c Dividends: Revenue is recognized as when received.

1.04 Fixed Assets :

Fixed Assets are stated at cost less accumulated depreciation and impairment loss, if any. The cost of an asset comprises of purchase price and any directly attributable cost of bringing the assets to its present condition for intended use

1.05 Depreciation :

Depreciation on tangible fixed assets are provided on straight line method and in the manner specified in Schedule II of the Companies Act, 2013.

1.06 Inventories :

Inventories are measured at lower of cost or net realizable value. Raw Material is valued at cost, Stores, Spares parts and packing material valued as cost.

1.07 Investment:

Current Investments are measured at the lower of cost or market value. Long Term Investments are measured at Cost.

1.08 Foreign Exchange Transaction :

a Transaction denominated in foreign currencies is normally recorded at the exchange rate prevailing at the time of the transaction

b Monetary items denominated in foreign currency as at the balance sheet date are translated at the year end exchange rate.

c Premium on forward cover contracts in respect of import of raw material is charged to profit & loss account over the period of contracts except in respect of liability for acquiring fixed assets, in which case the difference are adjusted in carrying cost of the same.

1.09 Employee Retirement Benefits

The company provides for gratuity, a defined benefit plan in accordance with the rules of the company based on valuation carried out by the management at the balance sheet date. Contribution payable to the Employees benefits is charged to Profit & Loss Account on as & when incurred.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

1.10 Borrowing Costs:

Borrowing cost which are directly attributable to the acquisition/construction of Qualifying Assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

1.11 Leases:

Assets acquired under leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to the Profit & Loss account on accrual basis.

1.12 Earning per share:

Basic EPS is computed using the weighted average number of equity shares outstanding during the year. Diluted EPS is computed using the weighted average number of equity and diluted equity equivalent shares outstanding during the year except where the results would be anti-dilutive.

1.13 Current Tax and Deferred Tax :

No Provision for current tax is made, as company incurred business loss during the year. The Company unable to follow, the Accounting standard, for provision for Deferred Tax, as the Company incurred huge amount of business loss.

1.14 Intangible Assets :

Intangible assets are capitalized if specific criteria are met and are amortized over their useful life, generally not exceeding 5 years. The recoverable amount of an intangible asset that is not available for use or is being amortized over a period exceeding 5 years should be reviewed at least at each financial year end even if there is no indication that the asset is impaired.

1.15 Provision, Contingent Liabilities and contingent assets :

Provision involving substantial degree of estimation in measurement is 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.

1.16 Impairment of Assets :

The company assesses at each balance sheet date whether there is any indication that an assets may be impaired. If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount of the assets or the recoverable amount of the cash generating unit to which the asset belong is less than its carrying amount, the carrying amount is reduced to its recoverable amount. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

2.00 SHARE CAPITAL

2.01 Authorized Share Capital

Particulars	As at 31/03/2016	As at 31/03/2015
5,10,00,000 Equity shares of Rs. 10/- each with voting rights	510,000,000	510,000,000
(P.Y. 5,10,00,000)	<u>510,000,000</u>	<u>510,000,000</u>

2.02 Issued Subscribed and Paid up

Particulars	As at 31/03/2016	As at 31/03/2015
5,02,32,793 Equity shares of Rs. 10/- each with voting rights	502,327,930	502,327,930
(PY 5,02,32,793)	<u>502,327,930</u>	<u>502,327,930</u>
TOTAL :	<u>502,327,930</u>	<u>502,327,930</u>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**2.03 Details of Shares held by Share holders holding more than 5% of the aggregate shares in the company**

Particulars	As at 31st March 2016		As at 31st March 2015	
	Number of Share	% held	Number of Share	% held
Rinku Patodia	3527505	7.02%	3527505	7.02%
Anita Patodia	2435130	4.85%	2435130	4.85%
Solitaire Texfab & Traders Pvt. Ltd.	3865865	7.70%	3865865	7.70%
Rikosh Fashions Pvt. Ltd.	3806500	7.58%	3806500	7.58%
Bhagwat Textiles Pvt. Ltd.	3800000	7.56%	3800000	7.56%
Starwood Exports Pvt. Ltd.	3712100	7.39%	3712100	7.39%
First Winner Textile (India) Pvt. Ltd.	3700000	7.37%	3700000	7.37%

2.04 The reconciliation of the number of shares outstanding is set out below:

Particulars	As at 31st March 2016		As at 31st March 2015	
	Number of Share	Amount	Number of Share	Amount
Eq.Sh. as at 01.04.2014	50232793	502,327,930	50,232,793	502,327,930
Add: Shares issued	-	-	-	-
Less: Shares cancelled	-	-	-	-
Eq.Sh. As at 31.03.2015	<u>50232793</u>	<u>502,327,930</u>	<u>50232793</u>	<u>502,327,930</u>

3.00 RESERVES & SURPLUS**3.01 Securities Premium Reserves:**

Particulars	As at 31/03/2016	As at 31/03/2015
As per last Balance Sheet	1,164,253,423	1,164,253,423
Add: On issue of shares	-	-
Sub-Total (a) :	<u>1,164,253,423</u>	<u>1,164,253,423</u>

3.02 Profit & Loss Accounts:

As per last Balance Sheet	(228,796,496)	(51,926,281)
Add: Profit for the year	<u>(141,051,004)</u>	<u>(176,870,215)</u>
	<u>(369,847,500)</u>	<u>(228,796,496)</u>
Less: Appropriations:		
Less: Short Provisions for Tax of Previous years	-	-
Sub-Total (b) :	<u>(369,847,500)</u>	<u>(228,796,496)</u>
TOTAL :	<u>794,405,923</u>	<u>935,456,927</u>

4.00 LONG TERM BORROWINGS:

Particulars	As at 31/03/2016	As at 31/03/2015
SECURED - TERM LOANS		
From Banks		
Term Loan from State Bank of India	515,295,382	413,853,357
Term Loan from State Bank of Indore	<u>27,809,969</u>	<u>25,252,058</u>
TOTAL :	<u>543,105,351</u>	<u>439,105,415</u>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

4.01 Term loan are secured by

- Term loan from State Bank of India secured by way of First Mortgage / Charge on Immovable Properties & all Plant & machinery of the company situated at C/91 & N/66 MIDC Tarapur Boisar Dist Thane-401506.
- Term loan from State Bank of Indore secured by way of First Mortgage / Charge on Immovable Properties & all Plant & machinery situated at C/91 & N/66 MIDC Tarapur Boisar Dist Thane-401506. of the Company having Pari-passu Charge with State Bank of India.
- Term Loans from State Bank of India & State Bank of Indore are personally guaranteed by Mr. Rinku Patodia - Managing Director and Mrs. Anita Patodia - Director of the Company.
- The Company defaulted in paying the Term Loan installments and interest due to State Bank of India and State Bank of Indore, therefore the account become Non Performing Assets in the books of both the bank.**
- The Term loan amount include the provision for Interest payable at the end of year.

4.02 Rate of Interest & Maturity Profile of Term Loan are set out as follows:

Term Loan	Rate of Interest	2016-17	2017-18
SBI	13.75%	16,810,000	-
SB Indore	13.75%	-	-

Note: The Schedule of Repayment of Term Loan, does not include the Interest payable on term loan.

5.00 DEFERRED TAX LIABILITIES (Net)

Particulars	As at 31/03/2016	As at 31/03/2015
Deferred Tax Liabilities:		
- Related to Depreciation	25,777,816	49,543,090
Deferred Tax Assets:	(18,952,404)	(23,765,274)
TOTAL :	<u>6,825,413</u>	<u>25,777,816</u>

7.00 SHORT TERM BORROWINGS:

Particulars	As at 31/03/2016	As at 31/03/2015
Secured - Working Capital Loans from Banks	462,064,824	421,380,870
Sub-Total (a) :	<u>462,064,824</u>	<u>421,380,870</u>
UNSECURED LOAN		
FROM SUBSIDIARY COMPANY	2,147,241	2,147,241
FROM Others	5,885,710	2,515,237
Sub-Total (b) :	<u>8,032,951</u>	<u>4,662,478</u>
TOTAL :	<u>470,097,775</u>	<u>426,043,348</u>

7.01 Working Capital Loans are secured by hypothecation of present and future stock of Raw Materials Stock-in-process Finished Goods Stores and Spares (not relating to plant & machinery) Book Debts Outstanding monies Claims Receivables bills material in transit etc.

7.02 Working Capital Loans from State Bank of India is personally guaranteed by Mr. Rinku Patodia - Managing Director and Mrs. Anita Patodia - Director of the Company.

7.03 **The Company defaulted in respect of Interest Payable on working capital loan to the State Bank of India, therefore the working capital loans account become Non Performing Assets, in the books of the Bank.**

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**8.00 TRADE PAYABLES:**

Particulars	As at 31/03/2016	As at 31/03/2015
Acceptance	-	-
Other than acceptance (More than 1 year)	34,901,601	34,876,966
Other than acceptance	-	-
TOTAL :	<u>34,901,601</u>	<u>34,876,966</u>

8.01 TRADE PAYABLES:

Particulars	As at 31/03/2016	As at 31/03/2015
- Micro Small and Medium Enterprises	-	-
- Others	34,901,601	34,876,966
TOTAL :	<u>34,901,601</u>	<u>34,876,966</u>

8.02 The details of amount outstanding to Micro, Small and Medium Enterprises, based on available information with the Company. There is no default reported by the Company.

9.00 OTHER CURRENT LIABILITIES

Particulars	As at 31/03/2016	As at 31/03/2015
Current maturities of Long Term Debt - St Bank of India (12 Mth)	16,810,000	68,040,000
Current maturities of Long Term Debt - State Bank of Indore	-	-
Creditors for Capital Expenditures -	-	498,237
Other Payable - include Statutory dues Deposit & Advances etc	629,704	410,462
TOTAL :	<u>17,439,704</u>	<u>68,948,699</u>

10.00 SHORT TERM PROVISIONS:

Particulars	As at 31/03/2016	As at 31/03/2015
Provision for Income Tax (Current. Year)	-	-
TOTAL :	<u>-</u>	<u>-</u>

11.00 FIXED ASSETS:

Particulars	As at 31/03/2016	As at 31/03/2015
Gross Block	1,141,480,819	1,141,480,819
Less Accumulated Depreciation	364,065,342	299,294,674
Net Block	777,415,477	842,186,145
Capital Work in Progress	-	-
TOTAL :	<u>777,415,477</u>	<u>842,186,145</u>

(Amt. in Rs.)

NOTE 11 : FIXED ASSETS

Description of Assets	Gross Block		Depreciation / Amortisation		Net Block			
	As at 01.04.2015	Additions during the year	Deductions during the year	As at 31.03.2016	Provided for the period ended 31.03.2016	Total Upto 31.03.2016	As at 31.03.2016	As at 31.03.2015
TANGIBLE ASSETS:								
OWN ASSETS:								
Plot At Wada	5,452,160	-	-	5,452,160	-	-	5,452,160	5,452,160
Factory Building	57,836,111	-	-	57,836,111	1,838,428	16,997,127	40,838,984	42,677,411
Factory Building Unit 2 (N-66)	194,420,834	-	-	194,420,834	6,180,026	55,592,326	138,828,508	145,008,534
Flats at Boisar								
Godowns	3,530,560	-	-	3,530,560	55,936	688,051	2,842,509	2,898,445
Office Premises	3,325,000	-	-	3,325,000	52,679	681,988	2,643,012	2,695,691
Staff Quarters	-	-	-	-	-	-	-	-
Plot at Palghar	-	-	-	-	-	-	-	-
Plant & Machinery	252,905,215	-	-	252,905,215	16,052,761	114,334,361	138,570,854	154,623,615
Plant & Machinery Expansion (Unit 2)	182,505,021	-	-	182,505,021	11,584,219	67,147,725	115,357,296	126,941,515
Plant & Machinery Expansion 2 (Unit 2)	408,100,075	-	-	408,100,075	25,903,509	89,583,589	318,516,486	344,419,994
Electrical Installations	6,447,578	-	-	6,447,578	614,198	3,904,535	2,543,043	3,157,241
Electrical Installation Unit 2	7,811,985	-	-	7,811,985	744,172	2,380,122	5,431,863	6,176,034
Vehicle	2,278,557	-	-	2,278,557	361,684	1,781,115	497,442	859,126
Furniture & Fixtures	3,375,484	-	-	3,375,484	321,550	2,004,402	1,371,082	1,692,632
Furniture & Fixture Unit 2	4,174,881	-	-	4,174,881	397,700	1,160,564	3,014,316	3,412,016
Other Assets	2,653,900	-	-	2,653,900	505,622	1,469,405	1,184,495	1,690,117
Air Conditioner & Refrigerator	830,279	-	-	830,279	158,185	506,852	323,427	481,612
Computers	5,833,180	-	-	5,833,180	-	5,833,180	-	-
Sub-Total : A :	1,141,480,819	-	-	1,141,480,819	64,770,668	364,065,342	777,415,477	842,186,144
INTANGIBLE ASSETS:								
Software								
Sub-Total : B :	-	-	-	-	-	-	-	-
TOTAL (A + B) :	1,141,480,819	-	-	1,141,480,819	64,770,668	364,065,342	777,415,477	842,186,144
PREVIOUS YEAR:	1,215,049,338	-	6,307,805	1,208,741,533	821,820	241,405,901	967,335,632	1,027,367,006
Capital Work In Progress (Expansion)	-	-	-	-	-	-	-	-
Total	1,141,480,819	-	-	1,141,480,819	64,770,668	364,065,342	777,415,477	842,186,144

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**12.00 NON CURRENT INVESTMENTS:****12.01 Trade Investments**

In Equity Shares - Wholly own Subsidiaries Unquoted Fully paid up

Particulars		As at 31/03/2016	As at 31/03/2015
Number	Name of Company		
2824980	First Winner Lifestyle Ltd.	312,999,800	312,999,800
1224980	Pal Trading Co. Pvt. Ltd.	165,599,800	165,599,800
2145270	Ramshyam Textile Ind. Ltd.	313,577,700	313,577,700
	Sub-Total : a :	<u>792,177,300</u>	<u>792,177,300</u>
In Equity Shares - Associate Company Unquoted Fully paid up			
475000	Solitaire Texfeb & Traders Pvt. Ltd.	47,500,000	47,500,000
	Sub-Total : b :	<u>47,500,000</u>	<u>47,500,000</u>

12.02 Other Investments

In Mutual Fund - Quoted fully paid up

-	SBI Infrastructure Fund	-	-
-	SBI Capital Protection Oriented Fund	-	-
-	SBI One India Fund	-	-
	Sub-Total : c :	-	-
	Total Non Current Investment (a+b+c) :	<u>839,677,300</u>	<u>839,677,300</u>

Aggregate Amount of quoted investments	-	-
Market Value of quoted Investments	-	-
Aggregate Amount of unquoted investments	839,677,300	839,677,300

13.00 LONG TERM LOANS AND ADVANCES:

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
(Unsecured and Considered Good)		
Advances for Property (Capital Nature)	14,876,816	14,876,816
Other Loans and Advances		
- Advances for Expenses	32,128	100,591
- Advances for Rent	-	-
- Advances Others	83,352,081	81,385,033
- Staff Advances	578,003	668,003
- Sundry Deposits	607,672	583,672
TOTAL:	<u>99,446,700</u>	<u>97,614,115</u>

13.01 ADVANCES GIVEN TO RELATED PARTIES - NATURE OF ADVANCE Nil Nil

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

14.00 NON CURRENT ASSETS

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Unamortized Expenses:		
Current portion of Share issue expenses	-	-
TOTAL:	<u>-</u>	<u>-</u>

15.00 TRADE RECEIVABLES

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
(Unsecured and Considered Good)		
Over six months	621,590,405	623,557,625
Others	-	-
TOTAL:	<u>621,590,405</u>	<u>623,557,625</u>

16.00 CASH AND BANK BALANCE

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
16.01 Balance with Banks		
- Balances in current A/C	32,220	32,805
16.02 Cash on Hand	364	364
16.03 Fixed Deposit with Bank		
- Fixed Deposit With State Bank of India	19,266,092	17,812,713
- Fixed Deposit With State Bank of Indore	-	-
TOTAL:	<u>19,298,676</u>	<u>17,845,882</u>

16.04 Balance with bank include the Unclaimed dividend of Rs. 0/= (Previous year Rs. 0/=)

17.00 SHORT TERM LOANS AND ADVANCES

(Unsecured and Considered Good)

(Loans and Advances of nature having maturity less than 12 Month)

17.01 Advance Income Tax (Net of Provisions)

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
- Advance Tax	-	-
- Tax Deducted at Sources	3,123,012	3,103,907
- IT Refund Due	3,176,455	3,176,455
17.02 Balance with M Vat authorities		
- Input Vat Receivable	3,444,727	3,444,727
TOTAL:	<u>9,744,194</u>	<u>9,725,089</u>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

18.00 OTHER CURRENT ASSETS

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
- Stores & Spares (Stock)	1,930,945	1,930,945
TOTAL:	<u>1,930,945</u>	<u>1,930,945</u>

19.00 REVENUE FROM OPERATIONS:

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Sale of Products		
- Finished Goods	-	-
- Traded Goods	-	-
	-	-
Income from Services	-	3,012,901
TOTAL:	<u>-</u>	<u>3,012,901</u>

19.01 PARTICULARS OF SALE OF PRODUCTS

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
(Break-up in major products of sale - Value - should tally with sale of products)		
Finished (Mfg. Fabric) Goods	-	-
Traded (Fabric) Goods	-	-
Garments	-	-
Job Work Charges Received	-	3,012,901
TOTAL:	<u>-</u>	<u>3,012,901</u>

20.00 OTHER INCOME:

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Interest From Current Investment		
F.D. Interest	1,472,484	1,292,927
Interest on Security Deposit With MSEB	-	137,013
Other non-operating income		
Discount Received & Miscellaneous Income	-	4,700
Insurance Claim Received	-	-
Sale of Scrap	-	-
Sundry Creditors W/off	-	777,071
Profit On sale of Staff Quarters	-	224,474
Capital Gains	-	9,689

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

TOTAL: 1,472,484 2,445,874

21.00 COST OF MATERIAL CONSUMED

	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Particulars		
Inventories of Raw material (At commencement)	-	-
Add: Purchases		
- Indigenous	-	-
- Imported	-	-
Sub-Total :	-	-
Less: Inventories of Raw Material (At close)	-	-
TOTAL:	-	-

22.00 EMPLOYEE BENEFITS EXPENSE:

	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Particulars		
Salaries & Wages	1,288,040	5,328,236
Directors' Remuneration	-	-
Contribution to Provident Fund & Other funds	-	24,267
Staff Welfare Expenses	-	96,838
TOTAL:	1,288,040	5,449,341

23.00 FINANCE COSTS

	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Particulars		
Bank Interest on CCA/c.	40,683,955	40,566,143
Bank Interest on Term Loan	52,769,936	32,370,690
Bank Charges	-	6,306
TOTAL:	93,453,891	72,943,139

24.00 DEPRECIATION AND AMORTISATION EXPENSES

	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Particulars		
Depreciation & Amortization Expenses	64,770,668	66,765,710
Preliminary Expenses Written off	-	190,000
TOTAL:	64,770,668	66,955,710

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

25.00 OTHER EXPENSES

25.01 Manufacturing Expenses

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Beam Drawing Charges	-	58,631
Beam Gaiting Exp	-	28,320
Beam Leasing Charges	-	5,403
Coning Charges	-	6,859
Electricity Exp.	-	1,046,224
Job Work Charges Paid	-	1,307,200
Loading & Unloading Charges	-	700
Mending Charges	-	3,255
Water Charges	-	5,950
Sub-Total	<u>-</u>	<u>2,462,542</u>

25.02 Export Expenses

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Agency Charges	-	-
Sub-Total	<u>-</u>	<u>-</u>

25.03 Selling & Distribution Expenses

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Advertisement Exp.	59,078	59,310
Business Promotion Expenses	-	21,728
Coolie & Cartage Expenses	-	4,800
Discount & Brokerage Claim Rebate Paid	-	4,671
Transportation Charges	-	18,760
Sub-Total	<u>59,078</u>	<u>109,269</u>

25.04 Establishment Expenses

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
AMC Charges	15,370	1,630
Annual General Meeting Exp.	-	20,156
Appeal Filing Fees	-	1,000
Audit Fees & Other charges	57,250	57,210
BSE Fees	227,735	186,799
Computer Expenses	-	55,644
Conveyance Expenses	5,481	60,532
Courier & Postage Charges	38,427	26,396
Custom Duty on Spare Parts	-	49,296
Donation	-	7,000

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**25.04 Establishment Expenses**

Particulars	YEAR ENDED	YEAR ENDED
	31/03/2016	31/03/2015
Electricity Exp	310,056	372,318
Franking Exp	440	310
House Keeping Charges	5,500	5,500
Insurance Charges	9,368	38,767
Internet Expenses	81,968	50,767
License Fees & Registration Fees	60,602	85,108
Loss on Sale of Car	-	327,936
Loss on Sale of Machine	-	54,085,933
Membership & Subscription Exp.	-	5,618
NSDL Fees	85,875	56,180
Office & General Expenses	14,245	582,460
Petrol Expenses	-	9,140
Pooja Expenses	-	294
Printing & Stationery Charges	90,726	75,124
Professional Fees	472,230	571,429
Repairs & Maintenance Expenses	-	9,425
ROC Fees	52,420	12,522
Room Rent & Society Maintenance	282,935	185,646
Shop & Establishment Exp. (License Fees)	4,320	-
Sitting Fees Charges	34,000	94,000
Software Exp.	14,000	14,000
Stock Exchange Listing Fees	-	539,328
Sundry Debtors W/off	-	500,000
Telephone Charges	41,266	46,201
Travelling Expenses	-	21,023
Vehicle Expenses	-	19,571
Sub-Total	1,904,214	58,174,262
Total	1,963,292	60,746,073

25.05 VALUE OF RAW MATERIAL STORES PACKING MATERIAL CONSUMED

	Year: 2015-16		Year: 2014-15	
	Rs.	% of Consumption	Rs.	% of Consumption
Imported	-	0%	-	0%
Indigenous	-	0%	-	100%
Total	-		-	

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**25.06 PAYMENT TO AUDITORS AS:**

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
a) Auditors		
- Statutory Audit Fees	57,250	57,210
- Tax Audit Fees		
b) Certification and Consultation Fees	-	
Total	<u>57,250</u>	<u>57,210</u>

25.07 EXPENDITURE IN FOREIGN CURRENCY

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Capital Expenditure	-	-
Foreign Travel	-	-
Total	<u>-</u>	<u>-</u>

25.08 EARNINGS IN FOREIGN CURRENCY

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Revenue from Exports on FOB Basis	-	-
Total	<u>-</u>	<u>-</u>

25.09 MANAGERIAL REMUNERATION

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Director's Remuneration	-	-
Sitting fees to Directors	34,000	94,000
Total	<u>34,000</u>	<u>94,000</u>

25.10 EARNING PER SHARE

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Net Profit / Loss after Tax as per statement of Profit & Loss account attributable to Equity Share holder	(141,051,004)	(96,800,179)
Total No. of Shares Outstanding	50,232,793	50,232,793
Weighted Avg no. of Shares Outstanding	-	-
EPS	-	-
Diluted EPS	-	-

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

25.11 Discloser pursuant to Accounting Standard (AS) 15 (Revised) Employee Benefits

Short term employee benefits

The short term employee benefits payable wholly within twelve months of rendering service are classified as short term employee benefits. This benefits include compensated absence such as paid annual leave and sickness leave.

The undisclosed amount of short term employee benefits expected to be paid in exchange for the services rendered by employees recognized as an expense during the period.

Long Term Employee Benefits

The Company deposits the Provident fund liabilities regularly, as per the Provident Fund Act. The Company accounts the Gratuity on actual basis. No provision is made for outstanding Gratuity liability.

25.12 Segment Information:

The Company is considered to be a single segment company, engaged in business of Trading in Fabrics & Job Job work of weaving of fabrics. Consequently, the Company has in its primary segment only one reportable business segment. As per Accounting Standard - 17 "Segment Reporting", if a Company is having single Segment the financial statement needed be presented only on the basis of financial statements. Accordingly, the information required to be presented under AS 17 "Segment Reporting" has been given in financial statements.

25.13 Contingent Liabilities

Particulars	YEAR ENDED	YEAR ENDED
	31/03/2016	31/03/2015
a) Bank Guarantees	-	124.54
b) Corporate Guarantees given to bankers on behalf on subsidiary company:		
Ramshyam Textile Industries Ltd.	7,301.09	7,301.09
First Winner Lifestyle Pvt. Ltd.	4,707.80	4,707.80

25.14 Additional information pursuant to the provision of paragraph 3,4C & 4D of PART II of SCHEDULE VI of the Company act 1956. (As prepared & Certified by the management, being technical matter relied upon by the Auditor.)

Particulars	Unit	31/03/2016	31-03-2015
A. Licensed Capacity	Meters in lacs	232.42	232.42
B. Installed Capacity	Meters in lacs	232.42	232.42
C. Actual Utilization of Capacity	Meters in lacs	-	-

25.15 The adoption of the Revised Schedule-III does not impact recognition and measurement principles followed for preparation of Financial Statements and has no significant impact on the disclosures made in the Financial statement.

All Assets and Liabilities have been classified as Current or Non-Current as per the Company's normal operating cycles and other criteria set out in the Revised Schedule - VI to the Companies Act 1956, which is applicable from the previous year ended 31st March 2014.

25.16 Further the Board confirms that all transactions in which supporting evidence are missing are genuinely occurred for the business. No personal expenses of the directors are debited to any accounts.

25.17 Previous Year Regrouping

Previous year 's figures have been regrouped / restated wherever necessary to confirm to current years' Classification as per the Revised Schedule-VI notified under The Companies Act, 1956 which is applicable from the Current Year.

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

**TO THE BOARD OF DIRECTORS OF,
FIRST WINNER INDUSTRIES LIMITED**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of First Winner Industries Limited ("the Company") and its subsidiary companies (the Company and its subsidiary companies together referred as 'the Group'), which comprise the Consolidated Balance Sheet as at 31 March 2016 and the Consolidated Statement of Profit and Loss for the year then ended, and a summary of the significant accounting policies and other explanatory information ('the consolidated financial statements').

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ('the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act as applicable. The respective Board of Directors of the Company and its subsidiary companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of these consolidated financial statements by the Board of Directors of the Company.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated 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 there under.

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 consolidated financial statements are free from material misstatement.

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

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

Opinions

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 March 2016 and its loss for the year ended on that date.

Matter of Emphasis

- 1. Consolidated Financial statements of the Company in respect of high trade receivables and no turnover, default in repayment of its dues to lenders which indicates the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as going concern. The Company has prepared the accompanying consolidated financial statements on going concern assumption.**
- 2. Consolidated Financial statements of the Company relating to trade receivables which have remained overdue for extended period of time. In the opinion of the management, these are fully recoverable. The Company has not received year-end balance confirmations from these trade receivables. However, no provision is deemed necessary by the Company.**
- 3. Based on our examination of records and according to information and explanation given to us, the Company has defaulted in repayment of dues to State Bank of India refer "Note 4, 7 and 9".**
- 4. As per Search Action u/s 132 of the Income Tax Act, 1961 was conducted in the premises of company as per our verification of communication received from Income Tax Department.**

Report on Other Legal and Regulatory Requirements

This report does not include a statement on the matters specified in paragraph 3 and 4 of the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, since the said Order is not applicable to the consolidated financial statement of the company.

As required by Section 143 (3) of the Act, we report, to the extent applicable, 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 it appears from our examination of those books;
- (c) the consolidated Balance Sheet and the consolidated Statement of Profit and Loss and the consolidated cash flow statement dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, as applicable.
- (e) On the basis of the written representations received from the Directors of the Company as on March 31, 2016, taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies, incorporated in India is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our report in "Annexure A", which is based on the Auditors' Reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Company and its subsidiary companies incorporated in India.

(g) with respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

1. the company does not have any pending litigations which would impact its financial positions except this,

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount (Rs. in lakhs)
First Winner Lifestyle Limited				
The Income Tax, 1961	Income Tax and Interest demanded	Income Tax Appellate Tribunal	2011-12	2.91
First Winner Industries Limited				
The Income Tax, 1961	Income Tax and Interest demanded	Appellate Authorities	2008-09	578.97
The Income Tax, 1961	Income Tax and Interest demanded	Income Tax Appellate Tribunal	2011-12	29.53
As per Search Action u/s 132 of the Income Tax Act 1961 was conducted in the premises of company as per our verification of communication received from Income Tax Department.				

2. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
3. there has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For AVCS & ASSOCIATES

Chartered Accountants

Sd/-

(VIKAS AGARWAL)

Partner

M. No. 148465

FRN No. 139123W

Place : Mumbai

Date : 30.05.2016

Annexure A to the Independent Auditors' Report**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 First Winner Industries Limited (the Company) and its subsidiary companies as at 31 March 2016 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Company and its subsidiary companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the respective internal control over financial reporting criteria established by the Company and its subsidiary companies incorporated in India 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 (the 'Guidance Note'). 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

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 Standards on Auditing prescribed under Section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls over financial reporting. Those Standards and the Guidance Note require that we comply with the 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 auditors' 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 and the audit evidence obtained by the other auditors of the subsidiary companies incorporated in India, in terms of their reports referred to in the Other Matter paragraph below, 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 consolidated 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 consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or 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.

Basis of Qualified Opinion

The standard operating procedures and internal controls procedures are not established since there are no transactions during the year.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Company and its subsidiary companies incorporated in India, have, in all material respects, **except to the matters mentioned in the basis for qualified opinion paragraph**, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company and its subsidiary companies incorporated in India 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.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 3 subsidiary companies, incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For AVCS & ASSOCIATES

Chartered Accountants

Sd/-

(VIKAS AGARWAL)

Partner

M. No. 148465

FRN No. 139123W

Place : Mumbai

Date : 30.05.2016

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2016

Note No.	Particular	As at 31/03/2016	As at 31/03/2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
2	Share capital	502,327,930	502,327,930
3	Reserves and surplus	455,816,477	757,922,213
	Sub total	958,144,407	1,260,250,143
Non-Current Liabilities			
	Minority Interest	18,663	18,667
4	Long-term borrowings	1,093,363,978	917,310,348
5	Deferred tax liabilities (net)	27,977,343	56,295,870
6	Other Long term liabilities	-	50,000
	Sub total	1,121,359,984	973,674,885
Current Liabilities			
7	Short-term borrowings	1,679,437,977	1,521,547,060
8	Trade payables	128,743,970	128,724,621
9	Other current liabilities	128,274,504	190,914,007
10	Short-term provision	-	-
	Sub total	1,936,456,450	1,841,185,687
	TOTAL	4,015,960,841	4,075,110,715
ASSETS			
NON-CURRENT ASSETS			
11	Fixed assets		
	Tangible assets	1,141,887,924	1,241,201,304
	Capital work-in-progress	185,158,059	146,396,889
	Sub total	1,327,045,983	1,387,598,193
12	Non-current investments	82,650,000	82,650,000
13	Long-term loans and advances	379,117,976	377,295,327
14	Other non-current assets	-	-
	Sub total	461,767,976	459,945,327
Current Assets			
15	Trade receivables	2,119,489,035	2,121,465,255
16	Cash and Bank balances	26,459,331	24,474,412
17	Short-term loans and advances	12,582,428	13,011,442
18	Other current assets	68,616,087	68,616,087
	Sub total	2,227,146,881	2,227,567,195
	TOTAL	4,015,960,841	4,075,110,715

1 Accompanying Notes are an integral part of the financial statements

As per our attached of even date

For **AVCS & Associates**

Chartered Accountant

Sd/-
Rinku Patodia
Director
DIN No. 00752500

For **First Winner Industries Limited**

Sd/-
Anita Patodia
Director
DIN No. 01357505

Sd/-
Avani Sanghavi
Company Secretary

Sd/-

[VIKAS AGARWAL - PARTNER]

Membership No. 148465

FRN: 139123W

Place : Mumbai
Date : 30.05.2016

Place : Mumbai
Date : 30.05.2016

CONSOLIDATED STATEMENT OF PROFIT & LOSS ACCOUNT FOR YEAR ENDED 31ST MARCH 2016

Note No.	Particular	As at 31/03/2016	As at 31/03/2015
A	INCOME FROM OPERATIONS		
19	Revenue from operations	-	4,579,711
20	Other Income	2,206,710	3,142,782
	TOTAL REVENUE:	2,206,710	7,722,493
	EXPENDITURE		
21	Cost of Sales	-	-
22	Employee benefits expense	1,288,040	7,608,529
23	Finance costs	230,018,574	200,238,915
24	Depreciation and amortization expense	98,447,318	101,176,935
25	Other expenses	2,877,039	64,401,666
	TOTAL EXPENDITURE:	332,630,971	373,426,045
	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)	(330,424,261)	(365,703,552)
	Exceptional items	-	-
	Profit / (Loss) before extraordinary items and tax	(330,424,261)	(365,703,552)
	Extraordinary items	-	-
	Profit / (Loss) tax	(330,424,261)	(365,703,552)
	Tax expense:		
	Current Tax		
	Current tax expense for current year (MAT)	-	-
	Current tax expense relating to prior years	-	-
	Deferred tax	(28,325,308)	(32,314,874)
	Sub total	(28,325,308)	(32,314,874)
	Sub total	(302,098,953)	(333,388,678)
	Profit from continuing operations		
B	DISCONTINUING OPERATIONS		
	Profit / (Loss) from discontinuing operations	Sub total	-
	Profit / (Loss) for the year	TOTAL	(333,388,678)
	Earnings per Eq. Share of face value of Rs. 10 each		
	Basic	-	-
	Diluted	-	-
	Earnings Per share Excluding Extraordinary Item		
	Basic	-	-
	Diluted	-	-

1 Accompanying Notes are an integral part of the financial statements

As per our attached of even date
For **AVCS & Associates**
Chartered Accountant

Sd/-
Rinku Patodia
Director
DIN No. 00752500

For **First Winner Industries Limited**

Sd/-
Anita Patodia
Director
DIN No. 01357505

Sd/-
Avani Sanghavi
Company Secretary

Sd/-
[VIKAS AGARWAL - PARTNER]
Membership No. 148465
FRN: 139123W

Place : Mumbai
Date : 30.05.2016

Place : Mumbai
Date : 30.05.2016

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	(Amount in Rs.)	
	Year ended 31st March, 2016	Year ended 31st March, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit Before Tax as per Statement of Profit & Loss	(330,424,261)	(365,703,552)
Adjustments For :		
Depreciation / Amortization	98,447,318	100,986,935
Interest Income	(2,071,654)	(2,011,107)
Other Income	(135,056)	(224,474)
Interest Expenses	230,018,574	200,238,915
Preliminary Expenses W/off	-	190,000
(Profit) / Loss on Sale of Investments	-	-
(Profit) / Loss on Sale of Assets	606,057	56,060,820
Operating profit before working capital changes	(3,559,022)	(10,462,463)
Adjustment For :		
(Increase) / Decrease in Trade Receivables	1,976,220	17,831,916
(Increase) / Decrease in Other current assets	-	(8,343,276)
(Increase) / Decrease in Long Term Loans & advances	(1,822,649)	(15,159,742)
(Increase) / Decrease in Short Term Loans & advances	429,014	3,309,089
Increase / (Decrease) in Short -Term Borrowing	157,890,917	155,389,631
Increase / (Decrease) in Other Current Liabilities	(62,639,503)	(12,120,073)
Increase / (Decrease) in Trade Payables.	19,349	(14,493,916)
Increase / (Decrease) in other long term liability	(50,000)	-
Increase / (Decrease) in Provision	-	-
Cash Generated From Operation	92,244,326	115,951,165
Income Tax Paid	-	-
NET CASH FLOW FROM OPERATING ACTIVITIES	92,244,326	115,951,165
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase/Addition Of Fixed assets	-	-
Sale of Fixed Assets	260,000	4,519,283
Sale/(Purchase) of Investments	-	50,000
Interest Income earned	2,071,654	2,011,107
Other Non Operating Income	135,056	-
NET CASH FROM INVESTING ACTIVITIES	2,466,710	6,580,390
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from Issue of Share Capital	-	-
Interest paid	(230,018,574)	(200,238,915)
Capital Advances	(38,761,170)	(38,648,919)
Fixed deposits with bank	(1,992,631)	(1,659,854)
Increase / (Decrease) in Long -Term Borrowing	176,053,629	117,649,389
NET CASH FROM FINANCING ACTIVITIES	(94,718,745)	(122,898,298)
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(7,710)	(366,743)
Cash and Cash Equivalents at the beginning of the year (Refer Note 16)	69,411	436,154
Cash and Cash Equivalents at the end of the year (Refer Note 16)	61,700	69,411

As per our attached of even date

For **AVCS & Associates**

Chartered Accountant

Sd/-
Rinku Patodia
Director
DIN No. 00752500

For **First Winner Industries Limited**

Sd/-
Anita Patodia
Director
DIN No. 01357505

Sd/-
Avani Sanghavi
Company Secretary

Sd/-
[VIKAS AGARWAL - PARTNER]
Membership No. 148465
FRN: 139123W

Place : Mumbai
Date : 30.05.2016

Place : Mumbai
Date : 30.05.2016

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**1.00 SIGNIFICANT ACCOUNTING POLICIES****1.01 Basis of preparation of Financial Statements :**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of Companies Act, 1956 (Companies Accounting Standards) Rules, 2006, as amended and other relevant provisions of the Companies Act, 2013.

1.02 Use of Estimate :

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

1.03 Revenue Recognition :

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

a Sale of goods

Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Sales revenue is net of sales return.

b Interest Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable**c Dividends Revenue is recognized as and when received****1.04 Fixed Assets :**

Fixed Assets are stated at cost less accumulated depreciation and impairment loss, if any. The cost of an asset comprises of purchase price and any directly attributable cost of bringing the assets to its present condition for intended use

1.05 Depreciation :

Depreciation on tangible fixed assets are provided on straight line method and in the manner specified in Schedule II of the Companies Act, 2013.

1.06 Inventories :

Inventories are measured at lower of cost or net realizable value. Raw Material is valued at cost, Stores, Spares parts and packing material valued as cost.

1.07 Investment:

Current Investments are measured at the lower of cost or market value. Long Term Investments are measured at Cost.

1.08 Foreign Exchange Transaction :**a Transaction denominated in foreign currencies is normally recorded at the exchange rate prevailing at the time of the transaction.****b Monetary items denominated in foreign currency as at the balance sheet date are translated at the year end exchange rate.****c Premium on forward cover contracts in respect of import of raw material is charged to profit & loss account over the period of contracts except in respect of liability for acquiring fixed assets, in which case the difference are adjusted in carrying cost of the same.****1.09 Employee Retirement Benefits**

The company provides for gratuity, a defined benefit plan in accordance with the rules of the company based on valuation carried out by the management at the balance sheet date. Contribution payable to the Employees benefits is charged to Profit & Loss Account on as & when incurred.

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

1.10 Borrowing Costs:

Borrowing cost which are directly attributable to the acquisition/construction of Qualifying Assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

1.11 Leases:

Assets acquired under leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to the Profit & Loss account on accrual basis.

1.12 Earning per share:

Basic EPS is computed using the weighted average number of equity shares outstanding during the year. Diluted EPS is computed using the weighted average number of equity and diluted equity equivalent shares outstanding during the year except where the results would be anti-dilutive.

1.13 Current Tax and Deferred Tax :

Provision for current tax is made after taking into consideration benefits admissible under the provision of the Income Tax Act, 1961

1.14 Intangible Assets :

Intangible assets are capitalized if specific criteria are met and are amortized over their useful life, generally not exceeding 5 years. The recoverable amount of an intangible asset that is not available for use or is being amortized over a period exceeding 5 years should be reviewed at least at each financial year end even if there is no indication that the asset is impaired.

1.15 Provision, Contingent Liabilities and contingent assets :

Provision involving substantial degree of estimation in measurement is 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.

1.16 Impairment of Assets :

The company assesses at each balance sheet date whether there is any indication that an assets may be impaired. If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount of the assets or the recoverable amount of the cash generating unit to which the asset belong is less than its carrying amount, the carrying amount is reduced to its recoverable amount. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

2.00 SHARE CAPITAL

2.01 Authorized Share Capital

Particulars	As at 31/03/2016	As at 31/03/2015
51,000,000 Equity shares of Rs. 10/- each with voting rights (P.Y. 51,000,000)	<u>510,000,000</u>	<u>510,000,000</u>
	<u>510,000,000</u>	<u>510,000,000</u>

2.02 Issued Subscribed and Paid up

Particulars	As at 31/03/2016	As at 31/03/2015
50,232,793 Equity shares of Rs. 10/- each with voting rights (PY 50,232,793)	<u>502,327,930</u>	<u>502,327,930</u>
TOTAL :	<u>502,327,930</u>	<u>502,327,930</u>

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**2.03 Details of Shares held by Share holders holding more than 5% of the aggregate shares in the company**

Particulars	As at 31st March 2016		As at 31st March 2015	
	Number of Share	% held	Number of Share	% held
Rinku Patodia	3527505	7.02%	3527505	7.02%
Anita Patodia	2435130	4.85%	2435130	4.85%
Solitaire Textfab & Traders Pvt. Ltd.	3865865	7.70%	3865865	7.70%
Rikosh Fashions Pvt. Ltd.	3806500	7.58%	3806500	7.58%
Bhagwat Textiles Pvt. Ltd.	3800000	7.56%	3800000	7.56%
Starwood Exports Pvt. Ltd.	3712100	7.39%	3712100	7.39%
First Winner Textile (India) Pvt. Ltd.	3700000	7.37%	3700000	7.37%

2.04 The reconciliation of the number of shares outstanding is set out below:

Particulars	As at 31st March 2016		As at 31st March 2015	
	Number of Share	Amount	Number of Share	Amount
Eq.Sh.at the beginning of year	50232793	502,327,930	50,232,793	502,327,930
Add: Shares issued	-	-	-	-
Less: Shares cancelled	-	-	-	-
Eq.Sh. at the end of the year	<u>50232793</u>	<u>502,327,930</u>	<u>50232793</u>	<u>502,327,930</u>

3.00 RESERVES & SURPLUS**3.01 Securities Premium Reserves:**

Particulars	As at 31/03/2016	As at 31/03/2015
As per last Balance Sheet	1,227,304,123	1,227,304,123
Add: On issue of shares	-	-
Sub-Total (a) :	<u>1,227,304,123</u>	<u>1,227,304,123</u>

3.02 Profit & Loss Accounts:

As per last Balance Sheet	(469,381,910)	(135,993,232)
Add: Profit for the year	<u>(302,105,734)</u>	<u>(333,388,678)</u>
	(771,487,645)	(469,381,910)
Less: Appropriations:		
- Short / Excess Provision for Tax (PY)	-	-
- Minority Interest in Current Year's Profit	-	-
Sub-Total (b) :	<u>(771,487,645)</u>	<u>(469,381,910)</u>
TOTAL :	<u>465,816,477</u>	<u>757,922,213</u>

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**4.00 LONG TERM BORROWINGS:**

Particulars	As at 31/03/2016	As at 31/03/2015
SECURED - TERM LOANS		
From Banks		
Term Loan from State Bank of India	1,051,620,632	877,978,072
Term Loan from State Bank of Indore	27,809,969	25,252,058
TOTAL :	<u>1,079,430,601</u>	<u>903,230,130</u>
UNSECURED LOANS		
Creeper Multi Trading Pvt. Ltd.	13,933,376	14,080,218
Sub-Total (b) :	<u>13,933,376</u>	<u>14,080,218</u>
TOTAL	<u>1,093,363,978</u>	<u>917,310,348</u>

4.01 Term loan are secured by

- a) Term loan from State Bank of India secured by way of First Mortgage / Charge on Immovable Properties & all Plant & machinery of the company.
- b) Term loan from State Bank of Indore secured by way of First Mortgage / Charge on Immovable Properties & all Plant & machinery of the company.
- c) Term Loans from State Bank of India & State Bank of Indore are personally guaranteed by Mr. Rinku Patodia - Managing Director and Mrs. Anita Patodia - Director of the Company.
- d) The Company defaulted in paying the Term Loan installments and interest due to State Bank of India and State Bank of Indore, therefore the account become Non Performing Assets in the books of both the bank.
- e) The Term loan amount include the provision for Interest payable at the end of year.

4.02 Rate of Interest & Maturity Profile of Term Loan are set out as follows:

Term Loan	Rate of Interest	2015-16	2016-17	2017-18
SBI	13.75%	68,040,000	16,810,000	-
SBI	14.70%	29,700,000	18,569,492	-
SBI	14.65%	30,000,000	30,000,000	27,743,335
SBI	13.90%	62,222,400	62,222,400	62,222,400
SBI Indore	13.75%	-	-	-

5.00 DEFFERRED TAX LIABILITIES (Net)

Particulars	As at 31/03/2016	As at 31/03/2015
Deferred Tax Liabilities:	56,295,870	88,610,744
- Related to Depreciation		
Deferred Tax Assets:		
- Due to Business Loss	(28,318,527)	(32,314,874)
TOTAL :	<u>27,977,343</u>	<u>56,295,870</u>

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**6.00 OTHER LONG TERM LIABILITIES:**

Particulars	As at 31/03/2016	As at 31/03/2015
Trade / security deposits received	-	50,000.00
TOTAL :	<u>-</u>	<u>50,000.00</u>

7.00 SHORT TERM BORROWINGS:

Particulars	As at 31/03/2016	As at 31/03/2015
Secured - Working Capital Loans from Banks	1,649,267,384	1,494,329,322
SLOC A/C with SBI	-	-
SOD Facility from IDBI	-	-
Unsecured Loans	30,170,593	27,217,738
TOTAL :	<u>1,679,437,977</u>	<u>1,521,547,060</u>

7.01 Working Capital Loans are secured by hypothecation of present and future stock of Raw Materials Stock-in-process Finished Goods Stores and Spares (not relating to plant & machinery) Book Debts Outstanding monies Claims Receivables bills material in transit etc.

7.02 Credit balance in Current Account with IDBI Bank Ltd, due to excess cheques issued.

7.03 Working Capital Loans from State Bank of India, State Bank of Indore and IDBI Bank, are personally guaranteed by Mr. Rinku Patodia - Managing Director and Mrs. Anita Patodia - Director of the Company.

7.04 There is default reported in respect of interest payable to the state bank, therefore the account become Non- Performing Assets in the Books of Bank.

8.00 TRADE PAYABLES:

Particulars	As at 31/03/2016	As at 31/03/2015
Acceptance	-	-
Other than acceptance (More than 1 year)	128,556,255	128,526,973
Other than acceptance	187,715	197,648
TOTAL :	<u>128,743,970</u>	<u>128,724,621</u>

8.01 TRADE PAYABLES:

Particulars	As at 31/03/2016	As at 31/03/2015
- Micro Small and Medium Enterprises	-	-
- Others	128,743,970	128,724,621
TOTAL :	<u>128,743,970</u>	<u>128,724,621</u>

8.02 The details of amount outstanding to Micro Small and Medium Enterprises is based on available information with the Company.

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**9.00 OTHER CURRENT LIABILITIES**

Particulars	As at 31/03/2016	As at 31/03/2015
Current maturities of Long Term Debt - State Bank of India (12 Month)	127,601,892	189,962,400
Current maturities of Long Term Debt - State Bank of Indore	-	
Current liabilities for Share Application Money	-	
Creditors for Capital Expenditures	-	498,237
Other Payable - include Statutory dues Deposit & Advances etc	672,612	453,370
TOTAL :	<u>128,274,504</u>	<u>190,914,007</u>

10.00 SHORT TERM PROVISIONS:

Particulars	As at 31/03/2016	As at 31/03/2015
Provision for Income Tax (Current Year)	-	-
Provision for Income Tax (Old)	-	-
TOTAL :	<u>-</u>	<u>-</u>

11.00 FIXED ASSETS:

Particulars	As at 31/03/2016	As at 31/03/2015
Gross Block	1,736,584,758	1,739,525,075
Less Accumulated Depreciation	<u>594,696,834</u>	<u>498,323,771</u>
Net Block	1,141,887,924	1,241,201,304
Capital Work in Progress	185,158,059	146,396,889
TOTAL :	<u>1,327,045,983</u>	<u>1,387,598,193</u>

NOTE 11 : FIXED ASSETS

(Amt. in Rs.)

Description of Assets	Gross Block			Depreciation / Amortisation			Net Block		
	As on 01/04/15	Addition	Deduction	As on 01/04/15	For the Period	Deduction	Upto 31/03/16	As on 31/03/16	As on 31/03/15
TANGIBLE ASSETS:									
Air Conditioner & Refrigerator	1,230,892	-	-	1,230,892	234,301	-	736,856	494,036	728,337
Computer & Printers	7,741,028	-	-	7,728,304	11,921	-	7,740,225	803	12,724
Electric Installations	21,140,475	-	-	7,696,526	2,012,056	-	9,708,582	11,431,893	13,443,949
Factory Buildings	381,122,169	-	-	93,655,399	12,103,482	-	105,758,881	275,363,288	287,466,770
Furnitures & Fixtures	10,349,478	-	-	3,708,259	985,166	-	4,693,424	5,656,054	6,641,219
Godown & Office Premises	17,685,976	-	-	2,312,477	279,805	-	2,592,283	15,093,693	15,373,499
Office Equipments	201,462	-	-	112,625	38,278	-	150,903	50,559	88,837
Other Assets	2,809,675	-	-	1,035,184	535,219	-	1,570,403	1,239,272	1,774,491
Plant & Machinery	1,280,914,840	-	-	377,159,466	81,228,196	-	458,387,657	822,527,183	903,755,374
Plots of Land at Wada	9,050,390	-	-	9,050,390	-	-	-	9,050,390	9,050,390
Staff Quarters	-	-	-	-	-	-	-	-	-
Television	121,900	-	-	45,316	23,161	-	68,477	53,423	76,584
Vehicles	7,156,790	-	2,940,317	4,216,473	995,734	2,074,260	3,289,140	927,333	2,789,124
Sub-Total : A :	1,739,525,075	-	2,940,317	1,736,584,758	98,447,319	2,074,260	594,696,831	1,141,887,931	1,241,201,302
INTANGIBLE ASSETS:									
Sub-Total : B :	-	-	-	-	-	-	-	-	-
TOTAL (A + B) :	1,739,525,075	-	2,940,317	1,736,584,758	98,447,319	2,074,260	594,696,831	1,141,887,931	1,241,201,302
PREVIOUS YEAR:	1,809,874,998	-	70,349,922	1,739,525,076	100,986,936	9,994,292	498,323,771	1,241,201,308	1,402,543,867
Capital Work In Progress (Expansion)	146,396,889	38,761,170	-	185,158,059	-	-	-	185,158,059	146,396,889
Total Capital WIP	146,396,889	38,761,170	-	185,158,059	-	-	-	185,158,059	146,396,889
Total	1,885,921,964	38,761,170	2,940,317	1,921,742,817	98,447,319	2,074,260	594,696,831	1,327,045,990	1,387,598,189

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**12.00 NON CURRENT INVESTMENTS:****12.01 Trade Investments**

In Equity Shares - Wholly own Subsidiaries Unquoted Fully paid up

Particulars		As at 31/03/2016	As at 31/03/2015
Number	Name of Company		
630,000	Rikosh Fashions Pvt Ltd	31,650,000	31,650,000
475,000	Solitaire Texfeb & Traders Pvt. Ltd.	47,500,000	47,500,000
Sub-Total : a :		<u>79,150,000</u>	<u>79,150,000</u>

12.02 Other Investments

In Mutual Fund - Quoted fully paid up

-	SBI Infrastructure Fund	-	-
-	SBI Capital Protection Oriented Fund	-	-
-	SBI One India Fund	-	-
350000	SBI Debt Fund Series	3,500,000	3,500,000
Sub-Total : b :		<u>3,500,000</u>	<u>3,500,000</u>
Total Non Current Investment (a+b) :		<u>82,650,000</u>	<u>82,650,000</u>

Aggregate Amount of quoted investments	3,500,000	3,500,000
Market Value of quoted Investments	3,499,900	3,499,900
Aggregate Amount of unquoted investments	79,150,000	79,150,000

13.00 LONG TERM LOANS AND ADVANCES:

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
(Unsecured and Considered Good)		
Advances for Capital Goods (Expansion)	300,000	300,000
Advances for Property (Capital Nature)	294,086,016	294,086,016
Other Loans and Advances		
- Advances for Expenses	58,135	136,534
- Advances for Rent	-	-
- Advances Others	83,370,081	81,403,033
- Staff Advances	578,003	668,003
- Sundry Deposits	725,741	701,741
TOTAL:	<u>379,117,976</u>	<u>377,295,327</u>

13.01 ADVANCES GIVEN TO RELATED PARTIES - NATURE OF ADVANCE

Nil

Nil

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**14.00 NON CURRENT ASSETS**

Particulars	As at 31/03/2016	As at 31/03/2015
Unamortized Expenses:		
Current portion of Share issue expenses	-	-
TOTAL:	<u>-</u>	<u>-</u>
INVENTORIES		
- Raw Material	-	-
- Finished Goods	-	-
TOTAL:	<u>-</u>	<u>-</u>

15.00 TRADE RECEIVABLES

Particulars	As at 31/03/2016	As at 31/03/2015
(Unsecured and Considered Good)		
Over six months	2,119,489,035	2,121,456,255
Others	-	9,000
TOTAL:	<u>2,119,489,035</u>	<u>2,121,465,255</u>

16.00 CASH AND BANK BALANCE

Particulars	As at 31/03/2016	As at 31/03/2015
16.01 Balance with Banks		
- Balances in current A/C	45,798	53,509
16.02 Cash on Hand		
	15,902	15,902
16.03 Fixed Deposit with Bank		
- Fixed Deposit With State Bank Of India	19,733,380	18,280,001
- Fixed Deposit With State Bank Of Indore	6,664,251	6,124,999
TOTAL:	<u>26,459,331</u>	<u>24,474,412</u>

16.04 Balance with bank include the Unclaimed dividend of Rs. 0/= (Previous year Rs. 0/=)

16.05 The Fixed Deposits with Bank are offered as Security for Issue of Letter of Credit and Bank Guarantee.

17.00 SHORT TERM LOANS AND ADVANCES

(Unsecured and Considered Good)

(Loans and Advances of nature having maturity less than 12 Month)

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**17.01 Advance Income Tax (Net of Provisions)**

Particulars	As at 31/03/2016	As at 31/03/2015
- Advance Tax	-	-
- Tax Deducted at Sources	3,498,411	3,419,388
- S A Tax / Refund Due	5,639,290	6,147,327

17.02 Balance with M Vat authorities

- Input Vat Receivable	3,444,727	3,444,727
TOTAL:	<u>12,582,428</u>	<u>13,011,442</u>

18.00 OTHER CURRENT ASSETS

Particulars	As at 31/03/2016	As at 31/03/2015
- Stores & Spares (Stock)	1,930,945	1,930,945
- Interest accrued on Investments & Processing Fees Receivable	-	-
- TUFF Subsidy Receivable	66,685,142	66,685,142
TOTAL:	<u>68,616,087</u>	<u>68,616,087</u>

19.00 REVENUE FROM OPERATIONS:

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Sale of Products		
- Finished Goods	-	-
- Traded Goods	-	-
	-	-
Income from Services	-	4,579,711
TOTAL:	<u>-</u>	<u>4,579,711</u>

19.01 PARTICULARS OF SALE OF PRODUCTS

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
(Break-up in major products of sale - Value - should tally with sale of products)		
Finished (Mfg. Fabric) Goods	-	-
Traded (Fabric) Goods	-	-
Garments	-	-
Job Work Charges Received	-	4,579,711
TOTAL:	<u>-</u>	<u>4,579,711</u>

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**20.00 OTHER INCOME:**

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Interest From Current Investment		
F.D. Interest	2,071,654	1,874,094
Interest on Security Deposit With MSEB	-	137,013
Other non-operating income		
Discount Received	-	4,700
Insurance Claim Received	-	-
Sale of Scrap	-	-
Other income	135,056	1,126,975
TOTAL:	<u>2,206,710</u>	<u>3,142,782</u>

21.00 COST OF MATERIAL CONSUMED

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Inventories of Raw material (At commencement)	-	-
Add: Purchases		
- Indigenous	-	-
- Imported	-	-
Sub-Total :	-	-
Less: Purchase Incentives	-	-
Inventories of Raw Material (At close)	-	-
TOTAL:	<u>-</u>	<u>-</u>

22.00 EMPLOYEE BENEFITS EXPENSE:

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Salaries & Wages	1,288,040	7,467,094
Contribution to Provident Fund & Other funds	-	35,048
Staff Welfare Expenses	-	106,387
TOTAL:	<u>1,288,040</u>	<u>7,608,529</u>

23.00 FINANCE COSTS

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Interest Expenses		
Bank Interest on CC A/c.	77,421,237	77,195,860
Bank Interest on SLOC A/c.	-	-
Bank Interest on Term Loan	75,078,793	45,746,258
L/C Discounting Charges	-	-
Bank Charges	1,719	6,463
Bank Interest	30,082,890	29,995,737
Interest on Cash Credit	47,433,935	47,294,597
TOTAL:	<u>230,018,574</u>	<u>200,238,915</u>

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**24.00 DEPRECIATION AND AMORTISATION EXPENSES**

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Depreciation & Amortization Expenses	98,447,318	100,986,935
Preliminary Expenses Written off	-	190,000
TOTAL:	<u>98,447,318</u>	<u>101,176,935</u>

25.00 OTHER EXPENSES**25.01 Manufacturing Expenses**

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Beam Draping Charges	-	
Beam Drawing Charges	-	102,127
Beam Gaiting Charges	-	34,515
Beam Leasing Charges	-	5,403
Beam Piecing Charges	-	
Boiler Water & Liquid Oxygen	-	
Coning Charges	-	6,859
Diesel & Petrol (DG Set)	-	
Electricity Exp.	-	1,046,224
Furness Oil	-	
Job Work Charges Paid	-	1,760,111
Labour Charges	-	
Loading & Unloading Charges	-	700
Mending Charges	-	26,770
Other Direct Expenses	-	
Packing Charges	-	
Power & Fuel	58,147	785,833
Stores & Spares Consumed	-	
Tax on regular assessment (MVAT-FY 2010-11)	-	
Testing Fees	-	
Waste Analysis & Disposal Charges	-	
Sub-Total	<u>58,147</u>	<u>3,768,542</u>

25.02 Export Expenses

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Agency Charges	-	-
Freight Charges (Export)	-	-
Other Service Charges	-	-
Sub-Total	<u>-</u>	<u>-</u>

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**25.03 Selling & Distribution Expenses**

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Advertisement Exp.	59,078	59,310
Business Promotion Expenses	-	21,728
Collie & Cartage	-	20,100
Discount & Brokerage Claim Rebate Paid	-	4,671
Transportation Charges	-	18,910
Sub-Total	59,078	124,719

25.04 Establishment Expenses

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Advertisement and Sales Promotions		
AMC Charges	15,370	1,630
Annual General Meeting Exp.	-	20,156
Appeal Filing Fees	-	2,000
Audit Fees & Other charges	94,750	100,119
Beam Drawing and Leasing charges	-	
Brokerage & Commission	-	
BSE Fees	227,735	186,799
Communication Costs	-	-
Computer Expenses	-	55,644
Conveyance Expenses	5,481	76,736
Coollie & Cartage	-	
Courier & Postage Charges	38,427	26,396
Clearing & Forwarding Charges	-	-
Custom Duty On Spare Parts	-	49,296
Demat A/c. Expenses	-	
Discount Allowed, Rate Diff.	-	400
Donation	-	7,000
Electricity Exp	315,876	372,318
Electric Inspection Fees	-	-
Excise Palanty Expenses	-	
Franking Exp	440	310
General Exp. & Office Exp.	-	2,539
Grampanchayat Tax	-	13,900
House Keeping Charges	5,500	18,859
Inspection charges	-	
Insurance Charges	47,476	176,314
Internet Expenses	81,968	50,767
Interest On Late Payment	-	
Late Filing Penalty On Sales Tax Return	-	

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**25.04 Establishment Expenses**

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Legal & Professional Fees (ROC fees)	4,172	15,680
License Fees & Registration Fees	60,602	85,108
Loss on Garment Goods	-	
Loss on Sale of Car	606,057	1,974,887
Loss on Damage of Looms	-	
Loss on Sale Of Machine	-	54,085,933
Loss On Sale Of Two Wheeler	-	
Loss on Sale of SBI Gold Fund	-	
Membership & Subscription	-	11,236
Miscellaneous Expenses	-	
Motor Car Expenses	-	
Municipal Tax	-	19,780
NSDL Fees	85,875	56,180
Official Liquidator	17,300	
Office & General Expenses	14,245	582,460
Petrol & Diesel Expenses	-	11,140
Pooja Expenses	-	294
Printing & Stationery Charges	90,726	76,719
Professional Tax	-	
Professional Fees	487,343	767,874
Rate Difference & Discount	-	
Rent, Rates and Taxes	-	
Repairs & Maintenance Expenses	7,200	16,625
Repairs & Maintenance-Plant and Machinery	-	
ROC Fees	59,352	51,099
Room Rent & Society Maintenance	382,053	285,422
Sales Tax Paid	-	11,778
Security Service Charges	-	
Shop & Establishment Exp. (License Fees)	4,320	-
Sitting Fees Charges	34,000	94,000
Software Exp.	14,000	14,000
Stamp Duty Paid	-	
Stock Exchange Listing Fees	-	539,328
Sundry Debtors W/off	-	500,000
Telephone Charges	59,546	57,557
Travelling Expenses	-	38,858
Vehicle Expenses	-	45,315
Water Charges	-	5,950
Sub-Total	<u>2,759,814</u>	<u>60,508,405</u>
Total	<u>2,877,039</u>	<u>64,401,666</u>

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**25.05 VALUE OF RAW MATERIAL STORES PACKING MATERIAL CONSUMED**

	Year: 2015-16		Year: 2014-15	
	Rs.	% of Consumption	Rs.	% of Consumption
Imported	-	0%	-	0%
Indigenous	-	0%	23,106,122	100%
Total	-		23,106,122	

25.06 PAYMENT TO AUDITORS AS:

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
a) Auditors		
- Statutory Audit Fees	82,250	100,119
- Tax Audit Fees	-	-
b) Certification and Consultation Fees	-	-
Total	82,250	100,119

25.07 EXPENDITURE IN FOREIGN CURRENCY

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Capital Expenditure	-	-
Foreign Travel	-	-
Total	-	-

25.08 EARNINGS IN FOREIGN CURRENCY

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Revenue from Exports on FOB Basis	-	-
Total	-	-

25.09 MANAGERIAL REMUNERATION

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Director's Remuneration	-	-
Sitting fees to Directors	34,000	94,000
Total	34,000	94,000

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**25.10 EARNING PER SHARE**

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
Net Profit / Loss after Tax as per statement of Profit & Loss account attributable to Equity Share holder	(302,105,734)	(262,832,490)
Total No. of Shares Outstanding	50,232,793	50,232,793
Weighted Avg no. of Shares Outstanding	-	50,232,793
EPS	-	-
Diluted EPS	-	-

25.11 Discloser pursuant to Accounting Standard (AS) 15 (Revised) Employee Benefits**Short term employee benefits**

The short term employee benefits payable wholly within twelve months of rendering service are classified as short term employee benefits. This benefits include compensated absence such as paid annual leave and sickness leave.

The undisclosed amount of short term employee benefits expected to be paid in exchange for the services rendered by employees recognized as an expense during the period.

Long Term Employee Benefits

The Company deposits the Provident fund liabilities regularly, as per the Provident Fund Act. The Company accounts the Gratuity on actual basis. No provision is made for outstanding Gratuity liability.

25.12 Segment Information:

The Company is considered to be a single segment company, engaged in business of Trading in Fabrics & Job Job work of weaving of fabrics. Consequently, the Company has in its primary segment only one reportable business segment. As per Accounting Standard - 17 "Segment Reporting", if a Company is having single Segment the financial statement needed be presented only on the basis of financial statements. Accordingly, the information required to be presented under AS 17 "Segment Reporting" has been given in financial statements.

25.13 Contingent Liabilities

Particulars	YEAR ENDED 31/03/2016	YEAR ENDED 31/03/2015
	-[Rupees in Lakhs]-	
	31-03-2016	31-03-2015
a) Bank Guarantees	124.54	124.54
b) Corporate Guarantees given to bankers on behalf on subsidiary company:		
Ramshyam Textile Industries Ltd.	6,360.95	6,360.95
First Winner Lifestyle Pvt. Ltd.	3,354.43	3,354.43

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

25.14 Additional information of capacity of company(As prepared & Certified by the management, being technical matter relied upon by the Auditor.)

Particulars	Unit	31/03/2016	31-03-2015
A. Licensed Capacity	Meters in lacs	399.08	399.08
B. Installed Capacity	Meters in lacs	399.08	399.08
C. Actual Utilization of Capacity	Meters in lacs	-	201.49

25.15 The adoption of the Schedule III does not impact recognition and measurement principles followed for preparation of Financial Statements and has no significant impact on the disclosures made in the Financial statement.

25.16 Further the Board confirms that all transactions in which supporting evidence are missing are genuinely occurred for the business. No personal expenses of the directors are debited to any accounts.

25.17 Previous Year Regrouping

Previous year's figures have been regrouped / restated wherever necessary.

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sr. No.	Particulars	First Winner Lifestyle Limited	Ramshayam Textile Industries Limited	Pal Trading Company Private Limited
1.	Capital	2,82,50,000	2,14,53,500	1,22,50,000
2.	Reserve & Surplus	20,08,23,547	17,26,72,843	1,81,63,414
3.	Total Assets	86,59,77,866	1,13,12,06,991	41,07,46,831
4.	Total Liabilities	66,85,54,319	94,05,80,649	38,03,33,417
5.	Investments	3,16,50,000	35,00,000	0
6.	Turnover	6,97,958	39,268	0
7.	Profit before taxation	(7,91,29,630)	(5,44,61,873)	(3,68,29,351)
8.	Provision for taxation	(93,72,905)	0	0
9.	Profit after taxation	(6,97,56,725)	(5,44,61,873)	(3,68,29,351)
10.	Proposed Dividend	0	0	0
11.	% of Shareholding	99.99%	99.99%	99.99%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: None
- Names of subsidiaries which have been liquidated or sold during the year: None

Part "B": Associates

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Company

Sr. No.	Particulars	Solitaire Texfeb & Traders Private Limited
1.	Latest audited Balance Sheet Date	31.03.2016
2.	Shares of Associate held by the company on the year end	
	No.	4,75,000
	Amount of Investment in Associates	47,50,000
	Extend of Holding%	33.10%
3.	Description of how there is significant influence	Voting Power
4.	Reason why the associate is not consolidated	Not Applicable
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	10,64,64,747
6.	Profit/Loss for the year	
	i Considered in Consolidation	Not Applicable
	ii Not Considered in Consolidation	(2,01,01,394)

Notes: The following information shall be furnished at the end of the statement:

- Names of associates which are yet to commence operations: None
- Names of associates which have been liquidated or sold during the year: None

By Order of the Board of Directors
First Winner Industries Limited

sd/-
Rinku I. Patodia
Managing Director

sd/-
Anita R. Patodia
Executive Director

sd/-
Avani Sanghavi
Company Secretary



FIRST WINNER INDUSTRIES LIMITED

Registered Office: 605, Business Classic, Chincholi Bunder Road, Malad (West), Mumbai- 400064

CIN: L51909MH2003PLC138778

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies

(Management and Administration) Rules, 2014]

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

* Applicable in case shares are held in electronic form

I/We, being the holder(s) of _____ shares of FIRST WINNER INDUSTRIES LIMITED, hereby appoint:

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

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

Name:	
Address:	
E-mail ID:	

and whose signature(s) are appended below as my / our proxy to attend and vote (on Poll) for me/us and on my/our behalf at the FOURTEENTH ANNUAL GENERAL MEETING of the Company to be held on Friday, September 30, 2016 at 11.30 a.m. at Nidhivan, Pawan Baug Road, Chincholi Phatak, Malad (West), Mumbai- 400064 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

ORDINARY BUSINESS:		FOR	AGAINST
1.	Consider and adopt Audited Balance Sheet as at 31st March, 2016 and Statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon.		
2.	Appoint a director in place of Mrs. Anita Patodia, who retires by rotation and being eligible, seeks reappointment.		
3.	Appointment of Statutory Auditors and fixing their remuneration		

Signed this _____ day of _____ 2016 Signature of Shareholder _____

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Affix Revenue Stamp

Note:

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



FIRST WINNER INDUSTRIES LIMITED

Registered Office: 605, Business Classic, Chincholi Bunder Road, Malad (West), Mumbai- 400064

CIN: L51909MH2003PLC138778

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Folio No. / DP ID & Client ID*	
No. of shares held	

Name and Address of the Shareholder: _____

I hereby record my presence at the **Fourteenth Annual General Meeting** of the Company being held on Friday, September 30, 2016 at 11.30 a.m. at Nidhivan, Pawan Baug Road, Chincholi Phatak, Malad (West), Mumbai- 400064.

Signature of Attending Member / Proxy / Representative: _____

Notes:

- 1) Please complete and sign this attendance slip and handover at the entrance of the Meeting Hall.
- 2) Only Member(s) or their Proxies with this attendance slip will be allowed entry to the Meeting.

* Applicable for investors holding shares in electronic (demat) form.

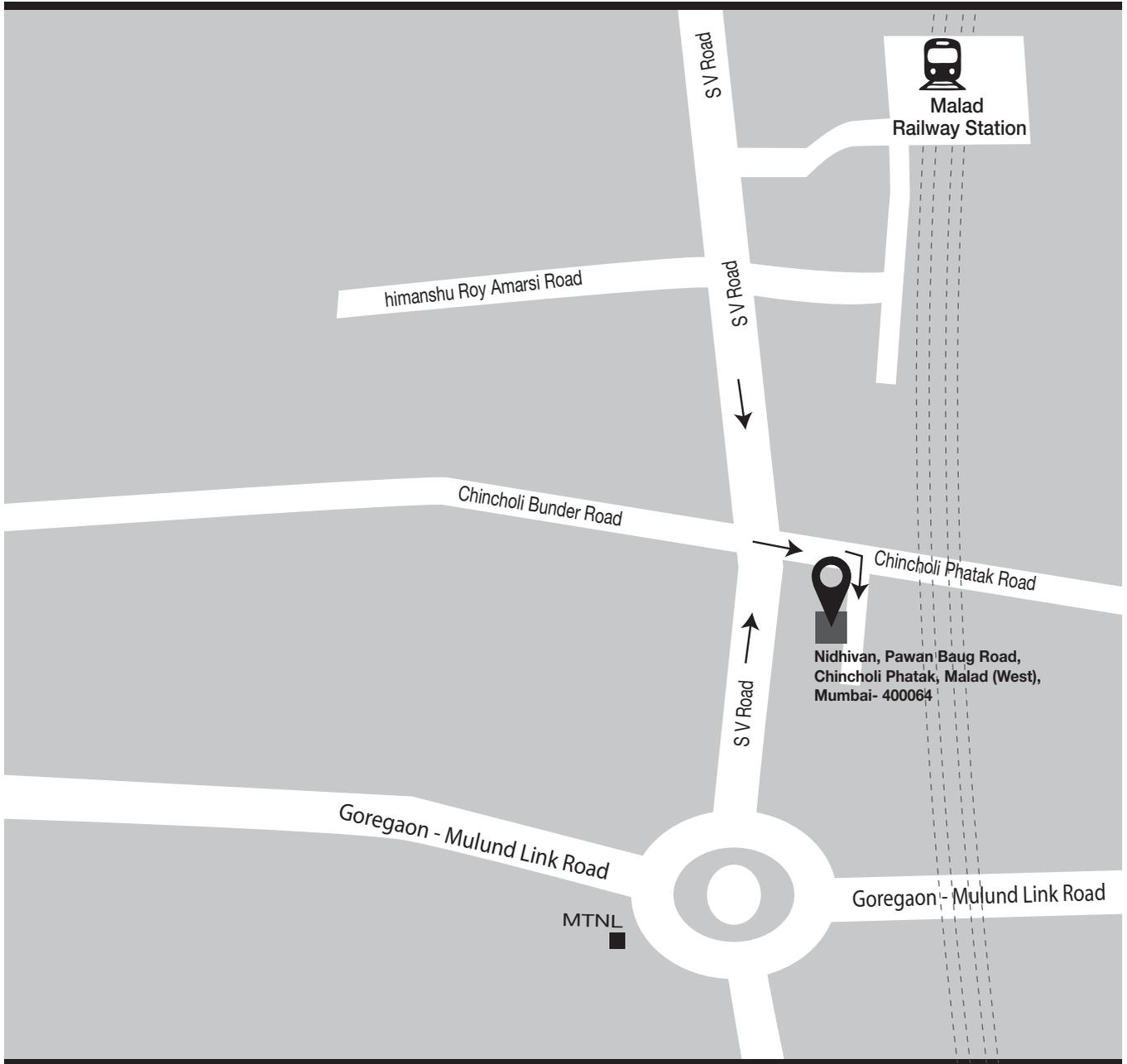
ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	User ID	Default PAN#
160825018		

Only Members who have not updated their PAN with the Company/Depository Participant shall use default PAN mentioned in the address sticker.

Note: Please read the Instructions for e-voting given along with notice of the Annual General Meeting. The voting period starts from Tuesday, September 27, 2016 (9.00 a.m.) and ends on Thursday, September 29, 2016 (5.00 p.m.). The voting module shall be disabled by CDSL for voting thereafter.

Route Map to the Venue of the AGM



**Nidhivan, Pawan Baug Road,
Chincholi Phatak, Malad (West), Mumbai- 400064**



COURIER/REGISTERED POST/BOOK-POST

If undelivered please return to:

First Winner Industries Limited
606, Business Classic,
Chincholi Bunder Road,
Malad (W), Mumbai - 400064