

29th August 2019

Manager - DCS
BSE Limited
P. J. Towers, Ground Floor
Dalal Street, Fort
Mumbai – 400 001

Ref : **Scrip Code 500192**

Sub: Submission of Notice & Annual Accounts for F.Y. 2018-2019

Respected Sir or Madam,

With reference to the above captioned matter and pursuant to clause 34(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 we are enclosing along with this letter, soft copy of Annual Report 2019 containing Notice & Annual Accounts for the financial year ended on 31st March 2019 which will be dispatched/sent to the Members of the Company through permitted mode(s).

The said Annual Report is also available under Investor Relations>Annual Reports section of Company's website viz. www.pragbosimi.com

Kindly acknowledge the receipt of the same & oblige.

Thanking You,

Yours faithfully,

For PRAG BOSIMI SYNTHETICS LTD.



Madhu P. Dharewa
Company Secretary

Encl: as above



PRAG BOSIMI SYNTHETICS LIMITED

**27th Annual Report
2018 - 2019**

Prag Bosimi Synthetics Limited

BOARD OF DIRECTORS

Chairman & Nominee AIDC

Shri. Virendra Mittal, IAS
w.e.f. 13.06.2019

Shri Puru Gupta
13.02.2019 to 13.06.2019

Shri K. K. Dwivedi, IAS
02.06.2018 to 13.02.2019

Shri Vinod Seshan, IAS
14.02.2018 to 02.06.2018

Shri. Hemant B. Vyas
Managing Director

Shri. Devang H. Vyas
(Non – Executive Director)

Shri. Prasanta Bora
(Nominee, AIDC)

INDEPENDENT DIRECTORS

Shri. Girindra Mohan Das

Shri. Rohit P. Doshi

Shri. Mukund Trivedi

Smt. Deepali Pathak

CHIEF FINANCIAL OFFICER

Shri Raktim Das (CFO)

CHIEF EXECUTIVE OFFICER

Shri Ramesh Pokhriyal

COMPANY SECRETARY

Ms. Madhu Dharewa

AUDITORS

M/s M. H. Dalal & Associates.

Chartered Accountants

Mumbai

M/s A M D & Associates

Chartered Accountants

Guwahati

BANKERS

Dena Bank

IndusInd Bank Ltd

IDBI Bank

HDFC Bank Ltd

The Vysya Bank Ltd.

REGISTERED OFFICE

House No.4, Nilgiri Path,
R.G.Barua Road,
Near Doordarshan,
Guwahati - 781 024 Assam.

PLANT

Bijulibari Village, Khandajan, Via Sipajhar,
Dist. Darrang 784 145 Assam

CORPORATE OFFICE

R-79/83, Laxmi Insurance Building,
5th Floor, Sir P.M. Road, Mumbai- 400001

REGISTRAR & SHARE TRANSFER AGENT

Sharex Dynamic (India) Private Limited
Unit- 1, Luthra Ind Premises,
Andheri Kurla Road, Safed Pool,
Andheri (East), Mumbai - 400072.

SUBSIDIARIES

Prag Bosimi Texurising Private Limited

R.G.Barua Road, House No.4, Nilgiri Path,
Near Doordarshan, Guwahati - 781 024, Assam.

Prag Bosimi Packaging Private Limited

R.G.Barua Road, House No.4, Nilgiri Path,
Near Doordarshan, Guwahati - 781 024 Assam.

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NOTICE

Notice is hereby given that the 27th Annual General Meeting of Prag Bosimi Synthetics Limited will be held on Thursday, 26th September, 2019 at 11.30 A.M. at House No.4, Nilgiri Path, R.G.Barua Road, Near Doordarshan, Guwahati- 781024, Assam to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the audited financial statements including the consolidated financial statements of the Company for the financial year ended 31st March, 2019 together with the reports of the Board of Directors and the Auditors thereon.
- To appoint Director in place of Mr. Devang Vyas (DIN: 00076459), who retires by rotation and being eligible offers himself for re-appointment.

Special Business

- Re-appointment of Shri Rohit P. Doshi (DIN 00424996) as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 (the Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations), Mr Rohit P. Doshi (DIN: 00424996), whose present term of office as an Independent Director expired on May 15, 2019, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the SEBI Listing Regulations and is eligible for re-appointment, his re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years with effect from May 15, 2019 and is not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

- Appointment of Ms. Beena Vasdev Advani (DIN 0008534761) as an Independent Director of the Company**

To consider and if thought fit, pass the following resolution as a Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 (the Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations), Ms. Bina Vasdev Advani (DIN: 0008534761), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from August 14, 2019, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of Five years from the date of this Annual General Meeting.”

- Reclassification of Authorised share capital and Amendment to the Memorandum of Association:**

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and subject to such approvals, consents, sanctions and permissions as may be necessary, the Authorised Share Capital of the Company of Rs. 250,00,00,000 (Rupees Two Hundred Fifty Crores only) divided into 15,00,00,000 (Fifteen Crores Only) Equity Shares of Rs.10/- each (Rupees Ten only) and 10,00,000 (Ten Lac Only) Cumulative Preference Shares of Rs. 100/- each (Rupees One Hundred only) and 90,00,000 (Ninety Lac Only) Redeemable Cumulative Convertible Preference Shares of Rs. 100/- each (Rupees One Hundred Only) be reclassified in to 150,000,000 (Fifteen Crores Only) Equity Shares of Rs. 10/- each (Rupees Ten only) and 1,00,00,000 (1 Crore Only) Preference Shares of Rs. 100/- each with the power the Board to decide on the extent of variation in such rights and to classify and re-classify, from time to time, such shares into any class of shares.

RESOLVED FURTHER THAT Clause V Of the Memorandum Of Association of the Company be altered by substituting the existing Clause V thereof with the following Clause V:

- The Authorised Share Capital of the Company is Rs. 2,500,000,000 (Rupees Two Hundred Fifty Crores only) divided into 150,000,000 (Fifteen Crores Only) Equity Shares of Rs. 10/- each (Rupees Ten only) and 1,00,00,000 (1 Crore Only) Preference Shares of Rs. 100/- and with power to increase, consolidate, decrease, or divide the shares for the time being into several classes as may be permissible in law and attach thereto respectively, such preferential, qualified or special rights privileges or conditions as may be determined by or be in accordance with the Articles of

Prag Bosimi Synthetics Limited

Association of Company for the time being in force and to vary, modify, enlarge, abrogate, any such rights privileges or conditions in such manner as may be permitted by law or provided by the Articles Of Association of the Company for the time being in force.

RESOLVED FURTHER THAT for the purpose of giving the effect to this resolution, the Board of Directors or Committee thereof be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and settle any question that may arise in this regard.

6. **Change in the Authorised Share Capital and consequent alteration of the Capital Clause in the Articles of Association of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company be and is hereby amended by deleting the existing Article III and substituting with following new Article III:

The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving the effect to this resolution, the Board of Directors or Committee thereof be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and settle any question that may arise in this regard.

Note:

Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017, which came into effect from 7th May 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditor has been withdrawn from the Statute. In view of the above, ratification of the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and have not been disqualified in any manner from continuing as Statutory Auditor. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

**By order of the Board of Directors
For Prag Bosimi Synthetics Limited**

Madhu P. Dharewa
Company Secretary & Compliance Officer

Date: 9th August, 2019
Place: MUMBAI

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy, in order to be effective, must be received at the Company's Registered Office not less than forty-eight hours before the Meeting.

Pursuant to Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total Share capital of those carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any person or shareholder.
3. The Register of Members and the Share Transfer Books of the Company will be closed from 19th September, 2019 to 26th September, 2019 (both days inclusive).
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
5. A brief resume of each of the Directors proposed to be re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership / chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in Annexure 1.
6. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id secretarial@bosimi.com for quick and prompt redressal of their grievances.
7. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
8. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
9. Members are requested to intimate change in their address immediately to M/s Sharex Dynamic (India) Pvt. Limited, the Company's Registrar and Share Transfer Agents, at their office at No. C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai – 400083.
10. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by appropriate authorities to the Annual General Meeting.
11. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
12. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. In any correspondences with the Company, members are requested to quote their account/ folio numbers and in case their shares are held in the dematerialized form, they must quote their Client ID Number and their DP ID Number.
14. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility by filing Form 2B. Members holding shares in the dematerialized form may contact their Depository Participant for recording nomination in respect of their shares.
15. Members/ Proxies attending the meeting are requested to bring their Attendance Slip, sent herewith, duly filled in.
16. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of Companies Act, 2013 are requested to send to the Company a certified copy of relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
17. Shareholders are requested to register their e-mail addresses, in respect of electronic holding with the Depository Participants or alternatively they may register by sending an e-mail at bosimigogreen@sharexindia.com. Members who hold shares in physical form are requested to register their e-mail addresses by sending an e-mail at bosimigogreen@sharexindia.com.
18. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

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19. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
20. The members who have cast their vote by remote e-voting prior to the AGM/ EGM/ EOGM may also attend the AGM) but shall not be entitled to cast their vote again.

The details for voting electronically are as under -

 - 1) Date and time of commencement of voting through electronic means: Monday 23rd September, 2019 (9:00 am)
 - 2) Date and time of end of voting through electronic means beyond which voting will not be allowed: Wednesday, September 25, 2019 at 5.00 p. m.
 - 3) During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.
 - 4) Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - 5) Details of Scrutinizer: Amit Mundra, Practising Company Secretary (FCS No. 7933), Proprietor of M/s. Amit Mundra & Associates, Mumbai. E-mail: amitmundra.cs@gmail.com
21. **The instructions for shareholders voting electronically are as under:**
 - 1) The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
 4. Your User ID details will be as per details given below :
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
 5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
9. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of AGM) [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM):

EVEN (Remote e-voting Event Number) USER ID
PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

22. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be

disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

23. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

24. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th Sept, 2018.

25. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18th Sept, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

26. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

27. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

28. Mr.Amit Mundra, Practising Company Secretary (Membership No. F7933) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

29. The Chairman shall, at the AGM), at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM) but have not cast their votes by availing the remote e-voting facility.

30. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

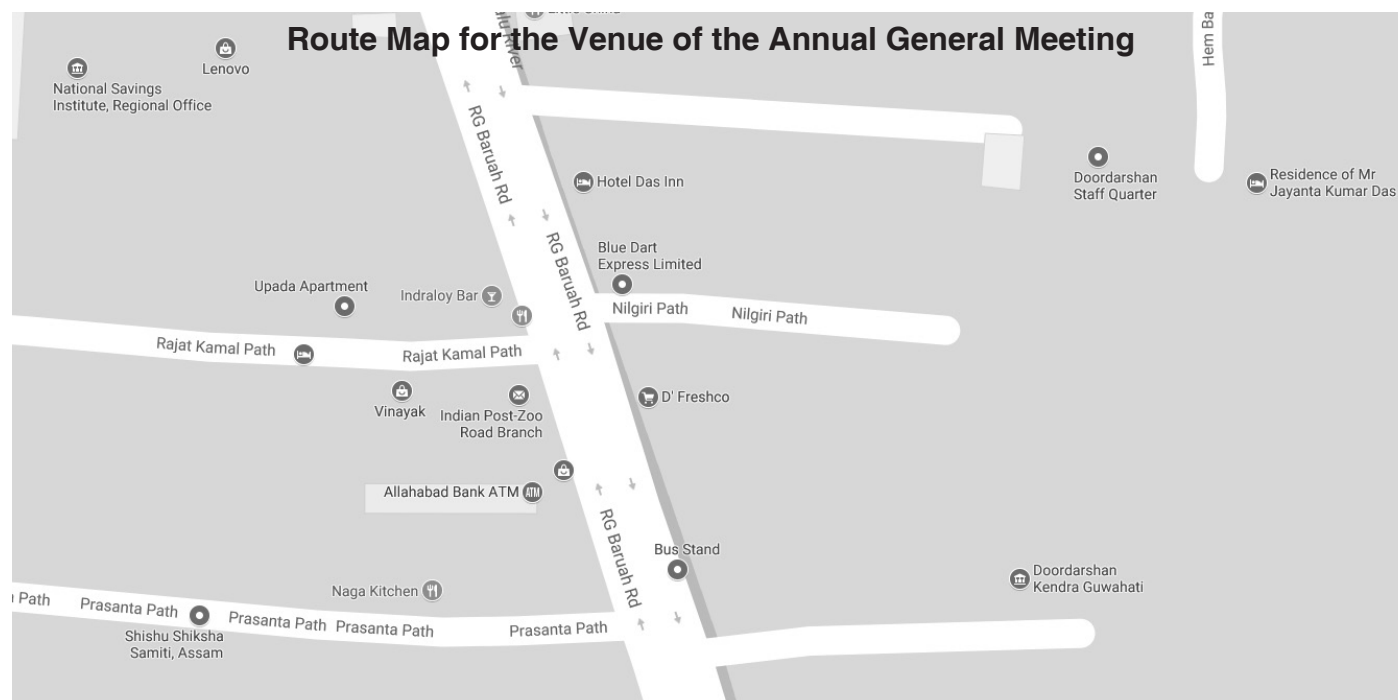
Prag Bosimi Synthetics Limited

31. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.pragbosimi.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
32. Members are requested to note that the venue of the 27th Annual General Meeting at House No.4, Nilgiri Path, R.G.Barua Road, Near Doordarshan, Guwahati- 781024 and the route map containing the complete particulars of the venue is attached to this Notice.

Details of Directors seeking appointment or reappointment in the Annual General Meeting fixed on Thursday, **26th September, 2019**
(In pursuance to Clause 49 to the Listing Agreement)

Name of the Director	Shri Devang H. Vyas	Shri. Rohit P. Doshi	Ms. Bina Vasdev Advani
Din no.	00076289	00424996	0008534761
Date of Birth	12th May, 1969	8 th April 1955	05 TH May 1961
Date of appointment	15th May, 2014	15 th May 2019	14 th August 2019
Qualification	B. Chem Engineer, MIE, M.B.A.	Graduation	Graduation
Expertise in specific functional area	Management, Administration and Finance in Yarn industry and financial industry	Business	Business
List of Outside Directorships held	1	0	0
Chairman or members of the Committee of the Board of Directors of other Companies*	Nil	0	0
Number of shares in the Company	113860	0	0
Details of Remuneration	Nil (Only sitting fees for attending Board/Committee meetings)	Nil (Only sitting fees for attending Board/Committee meetings)	Nil
Inter se Relationship with other Directors & KMP	Mr. Devang Vyas is the son of Mr. Hemant B Vyas (Managing Director)	NA	NA
Number of Meetings of the Board attended during theyear	4	4	0

***Note:** Excludes Chairmanship/Directorship in Private Limited Companies, Foreign Companies, Companies under Section 8 of the Companies Act, 2013 and excludes Committees formed by such Companies.



Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 3

Shri Rohit P. Doshi was appointed in the Board meeting held on 27th May 2019. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members for its regularization. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have proposed that Shri. Rohit P. Doshi be regularized for the second term of five years.

As the above named Independent Director shall be completing their first term of appointment, he is eligible for re-appointment for another term of five consecutive years subject to approval of the Members by Special Resolution. Above named Independent Director has consented to his re-appointment and confirmed that he is not disqualified from being appointed as an Independent Director in terms of Section

164 of the Act. The Company has also received the declaration from the said Director stating that he meets all the criteria of Independence, as prescribed under Section 149(6) of the Act and under Regulation 16 (b) of SEBI (LODR) Regulations, 2015 and he is not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad.

The appointment of Shri Rohit P. Doshi shall be effective upon approval by the members in the Meeting.

A copy of the draft letter for re-appointment of the Independent Director setting out the terms and conditions of their reappointment is available for inspection by the Members at the Registered Office of the Company between 11 A.M. to 1 P.M. on all days except Saturdays, Sundays and Public Holidays, till the conclusion of the ensuing General Meeting.

Above named Director has not completed the age of 75 years and hence compliance with Regulation 17(1A) of SEBI (LODR) (Amendment) Regulations, 2018 does not apply to this appointment.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions, as set out at Item No. 4 of the Notice.

Your directors recommend passing of this Special Resolutions in the interest of the Company.

ITEM NO. 4

Ms Bina Vasdev Advani was appointed in the Board meeting held on 9th August 2019 w.e.f. 14th August 2019. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members for its regularization. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have proposed that Ms Bina Vasdev Advani be regularized for a term of Five years.

The appointment of Ms Bina Vasdev Advani shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms Bina Vasdev Advani for the office of Director of the Company.

Ms Bina Vasdev Advani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Ms Bina Vasdev Advani that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. In the opinion of the Board, Ms Bina Vasdev Advani fulfills the conditions for his appointment as an Independent Director as specified in the Act and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Ms Bina Vasdev Advani is independent of the management and has 20 years of rich experience and knowledge in the field of Finance, Real Estate and Printing.

Item 5 and 6:**Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association & Articles of Association.**

The present authorised capital of the Company is 250,00,00,000 (Rupees Two Hundred Fifty Crores only) divided into 15,00,00,000 (Fifteen Crores Only) Equity Shares of Rs.10/- each (Rupees Ten only) and 10,00,000 (Ten Lac Only) Cumulative Preference Shares of Rs. 100/- each (Rupees One Hundred only) and 90,00,000 (Ninety Lac Only) Redeemable Cumulative Convertible Preference Shares of Rs. 100/- each (Rupees One Hundred Only)

As per the provisions of Sections 13 of the Companies Act, 2013, a Company may alter the Share Capital Clause of its Memorandum of Association and Articles of Association with the consent of Shareholders. On reclassification of authorised capital, it would be necessary to amend Clause V of the Memorandum of Association and Article III of Articles of Association. The Resolution seeks approval of Members to reclassify the Share Capital and to amend the said Clauses. The present authorised capital of the Company is sought to be reclassified as Rs. 250,00,00,000 (Rupees Two Hundred Fifty Crores only) divided into 15,00,00,000 (Fifteen Crores Only) Equity Shares of Rs.10/- each (Rupees Ten only) and 1,00,00,000 (1 Crore Only) Preference Shares of Rs. 100 each (Rupees One Hundred Only).

In view of above, the Board of Directors recommends the passing of these Resolutions by special resolutions. None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution.

**By order of the Board of Directors
For Prag Bosimi Synthetics Limited**

Madhu P. Dharewa
Company Secretary &
Compliance Officer

Date: 9th August, 2019
Place: MUMBAI

Prag Bosimi Synthetics Limited

DIRECTORS' REPORT

To,

The Members,

Prag Bosimi Synthetics Limited (PBSL).

Your Directors have pleasure in presenting the 27th Annual Report together with audited accounts of the Company for the 12 months period ended on 31st March, 2019.

1) SUMMARISED FINANCIAL RESULTS:

The financial results of your Company for the period under review are summarized below:

Particulars	(Rupees in Lakhs)	
	12 month ended 31st March, 2019	12 months ended 31st March, 2018
Gross Turnover	5795.15	2320.36
Profit / (Loss) before Depreciation, Interest and Taxation	(509.26)	(1185.24)
(Add)/ Less: Interest	191.04	585.78
(Add)/ Less: Depreciation	427.51	355.20
Profit / (Loss) for the year	(1127.81)	(2126.21)
Add/ (Less) Loss brought forward from the previous period	(22336.94)	(20210.73)
Total Loss carried forward to next period/ year	(23464.75)	(22336.94)

2) COMPANY ACTIVITIES

During the year efforts were put to enhance the production of value added products. We could attain an average production of 160 tons /month

The production of higher value product like dyed yarn were instrumental in generating higher contribution which is evident from the facts that almost 50% reduction in losses before depreciation and taxation.

As commented in last year report our consistent yield has been reflected in the above result. We can say that above was possible because of active support of AIDC and Govt of Assam.

But from 13th May 2019 due to heavy storm, rainfall and flood our factory power lines have been disrupted and factory is fully on a standstill situation causing a substantial loss to the company's production and revenue. For factory power we have got 2 Power lines one of 132KVA and other one 11KVA. 132 KVA is our main production line. Due to storm on 13th May 2019 there has been heavy damage in the 132 KVA line and power supply from this line has totally stopped resulting to production halt. Efforts are being made to restore the supply of power. Restoration has been delayed due to heavy rain in the factory region. However we expect that power supply will be restored by 1st week of September 2019.

3) DIVIDEND:

Due to losses your director have not recommended any dividend for the current period in respect of Equity Shares capital.

4) TRANSFER TO RESERVES

In view of loss incurred during the period under review, the Board of Directors has not recommended transfer of any amount to reserves.

5) SHARE CAPITAL:

The Authorised Share Capital of the Company is Rs 250/- Cr (Rupees Two Fifty Crore. The authorized capital is divided into 150 Lacs of Equity share capital and 100 Lacs of Preference shares Capital. The paid up Equity Share Capital of the Company as at March 31, 2019 stood at 90.153 Cr divided into 74382960 Equity Shares of Rs 10/- each, 15.77 Lacs redeemable Preference share of of Rs 100/- each. During the year under review, the Company has neither issued shares with differential voting rights nor granted any stock options or sweat equity. As on 31st March, 2019, Hemant B. Vyas (M.D.) is holding 5.14 lacs Redeemable Preference Shares of the Company.

As on March 31, 2019, none of the Directors and/or Key Managerial Person of the Company holds instruments convertible in to Equity Shares of the Company.

6) PUBLIC DEPOSITS:

The Company has not accepted any Public Deposits during the period under review.

7) DEBENTURES:

The Unsecured Optionally Cumulative Convertible Debentures (OCCD) issued by the Company stands at its original issue value of Rs. 54.37 Crores as on March 31, 2019. The said OCCD were issued on a private placement basis in October 2017 for a period of Twenty years. The payment of interest will be effective from 1st April 2019.

8) CHANGE IN NATURE OF BUSINESS, IF ANY.

There are no changes in the nature of business in the financial year 2018-19.

9) FINANCE AND ACCOUNTS

Your Company prepares its financial statements in compliance with the requirements the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The financial statements have been prepared on the new accounting Principle i.e IND AS. The estimates and judgments relating to the financial statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits/(loss) and cash flows for the year ended 31st March 2019.

The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

There is no audit qualification in the standalone financial statements by the statutory auditors for the year under review.

10) EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial period ended 31st March 2019 made under the provisions of Section 92(3) of the Act is attached as **Annexure I** which forms part of this Report.

11) LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:

Details of Loans, Guarantees and Investments, if any, covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

12) SUBSIDIARIES & ASSOCIATES:

The Company has 2 subsidiary companies and One Associate Company. Pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiaries/ Associate Companies is given as **Annexure II** in Form AOC-1 which forms an integral part of this Report

Our associate Prag Jyoti Textile Park Pvt Ltd has been duly approved by Ministry of Textiles (MOT) (Govt of India) during Sept 2014. In financial terms the progress of the park can be seen from following facts

Total project cost is Rs. 47.25 Cr

Funds employed till date

Ministry of Textile – Rs. 10.00 Cr (25% of total grant)

SVP contribution – Rs. 3.63 Cr (50% of SVP contribution)

Application for release of Second Grant of Rs. 10.00 crores is already been placed before Ministry of Textile, Govt. of India during Feb 2019. We were informed that the funds shall be release only after the union budget 2019-20. We still await the response of Ministry of Textiles. Already 6 months have been passed without any activities in constructional work at site. This will adversely affect the completion of the textile park.

The Textile Park shall be operational by 2021.

Our subsidiaries namely Prag Bosimi Texuring Private Limited and Prag Bosimi Packaging Private Limited will also commence commercial operations shortly.

13) ONE TIME SETTLEMENT WITH BANKS AND FINANCIAL INSTITUTIONS

We would like to inform that Optionally Cumulative Convertible debentures issued in the year 2012 pursuant to CDR settlement are in process of settlement, Out of Rs 57.52 Cr of OCCD's, Rs 55.05 Cr OCCD has been settled and only Rs 2.47 Cr is pending. The pending OCCD are expected to be settled shortly.

14) CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

There are no transactions/contracts/arrangements entered by the Company with related party (ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review.

Details of contracts and arrangements with related parties in form AOC-2 is annexed as **ANNEXURE III** to this report.

15) MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis on the operations of the Company as prescribed under Part B of Schedule V read with regulation 34(3) of the Listing Regulations, 2015 is provided in a separate section and forms part of the Directors' Report. It gives a reflection of the current state of business. It also deals with opportunities, challenges and the outlook of the Company.

16) DIRECTORS AND KEY MANAGERIAL PERSONS:

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Devang Vyas (DIN 00086459) retires by rotation as Director at the ensuing Annual General Meeting and being eligible, offers herself for the re-appointment. The Board recommends his re-appointment.

DETAILS OF DIRECTORS / KMP APPOINTED AND RESIGNED DURING THE YEAR

Sr. No.	Name	Designation	Date of Appointment	Date of Resignation
1	Puru Gupta	Chairman & Nominee Director	13.02.2019	
2.	K. K. Dwivedi	Chairman & Nominee Director	04.06.2018	13.02.2019
3.	Vinod Seshan	Chairman & Nominee Director		04.06.2018

17) BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Board has carried out an annual performance evaluation of its own performance, of the Directors individually, as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees of the Board.

At the meeting of the Board, all the relevant factors that are material for evaluating the performance of individual Directors, the Board and its various Committees, were discussed in detail. A structured questionnaire each in line with circular issued by SEBI, for evaluation of the Board, its various Committees and individual Directors, was prepared and recommended to the Board by the Nomination & Remuneration Committee, for doing the required evaluation, after taking into consideration the inputs received from the Directors, covering various aspects of the Board's functioning, such as adequacy of the composition of the Board and its Committees, execution and performance of specific duties, obligations and governance, etc.

A separate exercise was carried out to evaluate the performance of individual Directors, including the Chairman

of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority Shareholders, etc. The performance evaluation of the independent Directors was carried out by the entire Board excluding the Director being evaluated. The performance evaluation of the Chairman and non-independent Directors was also carried out by the Independent Directors at their separate meeting. The Directors expressed their satisfaction with the evaluation process.

18) BOARD MEETINGS:

The details of the Board Meetings and other Committee Meetings held during the financial year 2018-19 are given in the separate section of Corporate Governance Report.

19) BOARD COMMITTEES

All Committees of the Board of Directors are constituted in line with the provisions of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

20) DECLARATIONS BY INDEPENDENT DIRECTORS:

The Company has received declarations from all the Independent Directors under Section 149(6) of the Companies Act, 2013 confirming their independence vis-à-vis the Company.

21) MATERIAL CHANGES AND COMMITMENTS

For factory power we have got 2 Power lines one of 132KVA and other one 11KVA. 132 KVA is our main production line. Due to storm on 13th May 2019 there has been heavy damage in the 132 KVA line and power supply from this line has totally stopped resulting to production halt. Efforts are being made to restore the supply of power. Restoration has been delayed due to heavy rain in the factory region. However we expect that power supply will be restored by 1st week of September 2019.

22) DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors of your Company confirm that:

- a. in the preparation of the accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and the Directors 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 31st March, 2019 and of the loss of the Company for that period;
- c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d. the accounts of the Company have been prepared on a going concern basis;
- e. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

23) RISK MANAGEMENT POLICY:

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/ strategic business plans and in periodic management reviews.

However, provision of Regulation 21 of Listing Regulations for constitution of Risk Management Committee is not applicable to the Company.

24) VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:

The Company has put in place a Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The detail of the policy is available on the Company's website www.pragbosimi.com.

No complaint was received by the Company during the year ended 31st March, 2019.

25) DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:

As shareholders are aware that due to various reasons company's project was delayed substantially which had resulted into huge debt burden on the company. As this huge debts was not sustainable, IDBI the lead institution took our case for restructuring our debt under CDR mechanism. One of the consortium member erstwhile ICICI now ICICI Bank has sold its entire portfolio of Prag Bosimi to Standard Chartered Bank. According to CDR settlement entire interest converted CCP/RCCP were cancelled as interest was waived by CDR settlement. IFCI another consortium member who had been allotted RCCP/CCP along with ICICI Bank had converted their unpaid interest into CCP/RCCP. Rest of the lenders did not convert and shown as unpaid interest. Under CDR, all unpaid interest was waived. Lenders who had not converted the interest into instrument, their account books were shown as interest waived as per CDR decision. ICICI's unpaid interest converted into instrument was supposed to cancel and return the instrument to company like IFCI who has converted the unpaid interest into instrument and same were cancelled and returned to company after the CDR decision. As per CDR settlement total amount of Rs.81.46 Cr worth various instruments of CCP/RCCP shares stand cancelled because it was the interest which was waived during CDR

settlement. Finally as per CDR approval the company went for reduction of capital. Accordingly preference shares issued in favour of lenders stood cancelled and reduced in balance sheet. Company has duly complied with all the requirements of the Companies Act 1956 and got the order from the Honorable High Court of Guwahati on 18.12.2012 and ROC, Shillong dated 12.01.2013. The company proceeded with the instruction and wrote off the entire RCCP and CCP including Rs 30 Cr of ICICI bank in the financial year 2012-13 in the balance sheet.

One of the two lenders IFCI/ICICI who had converted the interest into CCP/RCCP, ICICI seemed to have sold this Rs.30 Cr CCP/RCCP to 3A Capital Services Ltd., for which company has not been notified by ICICI Bank. As per the CDR instruction these shares were to be cancelled and ICICI should have returned the original shares to the company as they were already cancelled and does not carry any value. It may not be out of place to mention here that IFCI who was also another consortium member who has been given the RCCP and CCP (for unpaid Interest) had cancelled and returned the above instruments to us. Similarly ICICI also should have cancelled and returned the shares to company.

As per the CDR settlement the company paid the settlement amount to all the lenders including Standard Chartered bank (whom ICICI sold its exposure) thus there was no amount due to ICICI bank. IDBI, the lead institution has also issued letter to us confirming that company has made all the payment as per CDR settlement and there were no dues after that to any lender.

It was surprising that the ICICI bank transferred these Rs.30 Cr shares without intimation to company to 3A Capital. When the company's reduction of capital matter was at hearing stage in Guwahati High Court, 3A Capital (who was not a debtor/creditor of Company) intervened in our reduction of capital petition, Guwahati High Court allowed them to intervene, heard their submission but did not agree with their submission and rejected their application objecting reduction of capital and allowed our application for reduction of capital (total RCCP and CCP amount) vide its order dated 18.12.2012. However Honorable High Court at Guwahati expressed their surprise and passed a remark against the deal of ICICI bank and 3A capital where 3A capital shown to have purchased Rs 30 Cr value of shares at just a payment of Rs 3.90Lacs. 3A Capital went to Supreme Court against the order of Guwahati High Court order where Supreme Court dismissed their plea and allowed Guwahati High Court order to continue.

However the 3A Capital did not stop here and continue to pursue with Kolkata CLB for instructing the company under section 111 of Companies Act 1956 for registration of shares in their favour. The Company had received an order from Company Law board Kolkata Bench on 27th May 2016 for transferring of Rs 30 Cr preference shares in the name of 3A Capital Services Limited despite of the facts that these shares were cancelled vide order of Honorable High Court order dated 18.12.2012. The Company have also filed a petition against 3A Capital in Bombay High Court as Appeal no. 1839/2018 on 1st August 2018

3A Capital has filed petition to NCLT for contempt of Kolkata CLB order for not registering the shares in the name of 3A Capital and the same was recognized by High court of Guwahati, company is contesting against it.

Further to mention that NCLT Guwahati have called for the personal appearance of all the Directors in the month of April 2019. Company's Directors have complied with the order. The company have filed written statement clarifying the position.

This matter is sub-judice as on date.

26) CORPORATE GOVERNANCE:

Your Company affirms its commitment to Corporate Governance and is fully compliant with the conditions of Corporate Governance stipulated in Regulation 27(2) of the Listing Agreement with Stock Exchanges. A separate section on compliance of Corporate Governance and a Certificate from the Auditor's firm and practising Company Secretary dated 27th May, 2019 in this regard are annexed hereto and forms a part of the Report.

27) DISCLOSURE OF INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the period under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

28) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in **Annexure IV** which forms part of this Report..

29) DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013 READ WITH RULES

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

"Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013".

30) ANNUAL EVALUATION OF DIRECTORS, COMMITTEE AND BOARD:

Attendance at the meetings, Participation and contribution, Responsibility towards stakeholders, Contribution in Strategic Planning, Compliance and Governance, Participation, Performance Evaluation and Updation of Knowledge are the criteria's for Performance Evaluation of Directors, Committee and Board.

31) PARTICULARS OF EMPLOYEES & DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

None of the employees of the Company is in receipt of remuneration exceeding the limit prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosure pursuant to Section 197(12) of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **ANNEXURE V** to this report.

32) STATUTORY AUDITORS

M/s M. H Dalal & Associates, Chartered Accountants, Mumbai; and M/s. A M D & Associates, Chartered Accountants, Guwahati are Auditors of the Company.

The observations made by the Statutory Auditors in their report for the financial period ended 31st March 2019 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

33) SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Amit Mundra & Associates, Practicing Company Secretary had been appointed to undertake the Secretarial Audit of the Company. Secretarial Audit Report issued by Mr. Amit Mundra, Company Secretary in Form MR-3 for the financial year 2018-19 forms part to this report annexed as **ANNEXURE VI**. The said report does not contain any observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

34) INTERNAL AUDITOR:

M/s. Dhawan Pandey & Associates, Chartered Accountants, are re-appointed as Internal Auditors of the Company.

35) INTERNAL CONTROL SYSTEMS:

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place has been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

36) CORPORATE SUSTAINABILITY AND SOCIAL RESPONSIBILITY:

The provision of the Section 135 and Schedule VII of the Companies Act, 2013 as well as the provisions of the Companies (Corporate Social Responsibility Policy) Rules, 2014 effective from April 1, 2014 relating to CSR Initiatives are not applicable to the Company.

37) GREEN INITIATIVES

In line with the 'Green initiative', the Company has affected electronic delivery of the Annual Report 2018-19, are sent to all members whose email addresses are registered with the Company/ Depository Participant(s). For members who have not registered their email addresses, physical copies are sent.

38) REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

39) INDUSTRIAL RELATIONS/ HUMAN RESOURCES:

Your Company maintained healthy, cordial and harmonious industrial relations at all levels during the period under review. Your Company firmly believes that a dedicated workforce constitute the primary source of sustainable competitive advantage. Accordingly, human resource development continues to receive focused attention. Your Directors wish to place on record their appreciation for the dedicated and commendable services rendered by the staff and workforce of your Company.

40) CAUTIONARY STATEMENT

Statements in this Directors' Report and Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include raw material availability and its prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, Tax regimes, economic developments within India and the countries in which the Company conducts business and other ancillary factor.

41) APPRECIATION:

Your Directors take this opportunity to offer their sincere thanks to the Government of India, State Government of Assam, AIDC, Investors, and Bankers for their continued support and co-operation, have helped in your Company's progress. Also Your Directors wish to place on record their appreciation, and for the contribution made by the employees at all levels whose hard work, and support, without which Company's achievements would not have been possible. Your Directors also wish to thank its customers, dealers, agents, suppliers, for their continued support and faith reposed in the Company.

By order of the Board of Directors

Date: 9th August, 2019	Hemant B. Vyas	Devang Vyas
Place: MUMBAI	Managing Director	Non-Executive Director
	Din no.: 00076289	Din No. 00076459

MANAGEMENT DISCUSSION AND ANALYSIS

DISCLAIMER STATEMENT

Certain statements in this report on Management Discussion and Analysis may be forward looking statements and have been issued in terms of the applicable laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however differ materially from those expressed in the statements or implied due to the influence of external and internal factors, which are beyond the control of the Company. The Company assumes no responsibility in respect of forward-looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

INDUSTRY OUTLOOK

The domestic demand for polyester filament yarn for apparel and non-apparel sector is on rise due to healthy growth in GDP and newer application of polyester. This is a prime material for textiles. The raw material for polyester yarn is PTA/MEG which falls under petrochemical industry. Introduction of GST has improved the movement of goods from one market to another market.

OPPORTUNITIES

The perceptible shift to manmade fibers in the international textile market is already having a similar effect in the Indian textile markets. With the right government policies for encouraging higher consumption of fabrics made from manmade fibers present an opportunity to your company in the years to come.

PBSL being the only polyester filament yarn spinner and manufacturer of value added yarn in North eastern region, it almost enjoys monopolistic position in entire North Eastern and surround states. This is in addition to steady growth in the conventional uses of polyester. Kolkata and Bangladesh are the major consumer centre of Company's products.

RISKS AND CONCERNS

The nature and the magnitude of the risks associated with the Company are reviewed and placed before the Board periodically. Various measures for modernization have been introduced to reduce the dependency of labour, which also ensures optimum capacity utilization & quality outputs.

HEALTH, SAFETY AND SECURITY ENVIRONMENT

Our Company has always been adopting all possible safety measures concerning the health and safety of the Workers and staffs at all levels. This has improved the morale among the workers and staffs and also the working environment at large.

HUMAN RESOURCES/INDUSTRIAL RELATIONS

Employer-Employee relations continued to remain cordial during the year at all the units of the Company. Necessary measures are being adopted to improve the life, work culture, productivity, efficiency and effectiveness of the workers and staff at all levels. Even under the situation of Non availability of skilled manpower, the costs of recruiting, training and deploying trained labour still remains a major constraint to the Company. The Company has 178 permanent employees on roll as on 31st March 2019.

CHALLENGES

PTA/MEG/POY are the principle raw material for our product whose prices are linked with international market thus apart from normal fluctuation due to demand and supply currency fluctuation may also affect the prices.

By order of the Board of Directors

Date: 9th August, 2019
Place: MUMBAI

Hemant B. Vyas
Managing Director
Din no.: 00076289

Devang Vyas
Non-Executive Director
Din No. 00076459

Prag Bosimi Synthetics Limited

ANNEXURE - I

EXTRACT OF ANNUAL RETURN

As on financial year ended 31-03-2019

[Pursuant to Section 92(3) of the Companies act, 2013 read with The Companies (Management and Administration) Rules, 2014]

FORM NO. MGT-9

A. REGISTRATION AND OTHER DETAILS:

CIN	L17124AS1987PLC002758
Registration Date	31 July 1987
Name of the Company	PRAG BOSIMI SYNTHETICS LTD
Category / Sub-Category of the Company	INDIAN NON GOVERNEMNT COMPANY
Address of the Registered office and contact details:	HOUSE NO 4, NILGIRI PATH, R.G.BARUA ROAD, NEAR DOORDARSHAN, GUWAHATI, ASSAM-781024
Whether listed company	YES
Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharex Dynamic (India) Private Limited, Unit- 1, and Transfer Agent, if any: Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai 400072.

B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service% to total turnover of the company	% to total turnover of the company
a.	Polyester Filament Yarn (PFY)	540242	100
b.			
c.			
d.			

C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held
A	PRAG BOSIMI PACKAGING PRIVATE LIMITED R. G. Barua Road, House No.4, Nilgiri Path, Near Doordarshan, Guwahati- 781 024 Assam.	U21022AS2011PTC010357	Subsidiary	100
B	PRAG BOSIMI TEXURISING PRIVATE LIMITED R.G.Barua Road, House No.4, Nilgiri Path, Near Doordarshan, Guwahati- 781 024 Assam	U17290AS2010PTC010340	Subsidiary	100
C	PRAG JYOTI TEXTILE PARK PRIVATE LIMITED R.G.Barua Road, House No.4, Nilgiri Path, Near Doordarshan, Guwahati - 781 024 Assam.	U17290AS2010PTC010321	Associate	16.08

D. SHARE HOLDING PATTERN**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2018				No. of Shares held at the end of the year 31-03-2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER'S									
(1) INDIAN									
(a) Individual	3593250	260650	3853900	5.181	3634732	273960	3908692	5.255	0.074
(b) Central/State Govt.	18377980	0	18377980	24.707	18377980	0	18377980	24.707	0
(c) FIINS / BANKS.		0				0			0
(d) Any Other									
Bodies Corporate	6428109	7295400	13723509	18.450	6518109	7205400	13723509	18.450	0
Sub-total (A) (1):-	28399339	7556050	35955389	48.338	28530821	7479360	36010181	48.412	0.074
(2) FOREIGN									
(a) Individual NRI / For Ind	0	29450	29450	0.040	0	29450	29450	0.040	0
(b) Government		0	0			0			0
(c) Institutions		0	0			0			0
(d) Foreign Portfolio Investors		0	0			0			0
(e) Any Other Specify		0				0			0
Sub-total (A) (2):-	0	29450	29450	0.040	0	29450	29450	0.040	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	28399339	7585500	35984839	48.378	28530821	7508810	36039631	48.451	0.074
(B) PUBLIC SHAREHOLDING									
(1) Institutions									
(a) Mutual Funds	0	98900	98900	0.133	0	98900	98900	0.133	0.000
(b) Venture Capital Funds		0				0			0.000
(c) Alternate Investments Funds		0				0			0.000
(d) Foreign Venture Capital Funds		0				0			0.000
(e) Foreign Portfolio Investors		0				0			0.000
(f) Financial Institutions / Banks	1000	0	1000	0.001	1000	0	1000	0.000	-0.001
(g) Insurance Companies		0				0			0.000
(h) Central / State Government / President Of India		0				0			0.000
(i) Provident Funds / Pension Funds		0				0			0.000
(j) Others (specify)									
Sub-total (B)(1):-	1000	98900	99900	0.134	1000	98900	99900	0.134	0
(2) Non-Institutions									
(a) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	6823771	10584041	17407812	23.403	5698945	10438191	16137136	21.695	-1.708
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	10738325	0	10738325	14.437	12010643	87400	12098043	16.265	1.828
(b) NBFCs registered with RBI	0	0	0	0.000	2350	0	2350	0.003	0.003
(c) Employee Trusts	0	0	0.000						
(d) Overseas depositories	0	0	0.000						
(c) Other (specify)									
Clearing Members	223136	0	223136	0.300	215847	0	215847	0.290	-0.010
HUF	0	0	0	0.000	0	0	0	0.000	0.000
Non-Resident Indian (NRI)	497176	1438260	1935436	2.602	431676	1436760	1868436	2.512	-0.090
Bodies Corporate	2302992	5690520	7993512	10.746	2231097	5690520	7921617	10.650	-0.097
Sub-total (B)(2):-	20585400	10584041	38298221	51.488	20590558	10525591	38243429	51.414	-0.074
Total Public Shareholding (B)=(B)(1)+(B)(2)	20586400	10682941	38398121	51.622	20591558	10624491	38343329	51.549	-0.074
C. Shares held by Custodian for GDRs & ADRs	0	0	0.000						
Grand Total (A+B+C)	48985739	18268441	74382960	100.00	49122379	18133301	74382960	100.00	0

Prag Bosimi Synthetics Limited

SHAREHOLDING OF PROMOTERS

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			ShareHolding at the end of the Year			% changes in share holding 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	ASSAM INDUSTRIAL DEVELOPMENT CORPOR	18377980	24.707	0	18377980	24.707	0	0
2	AKHILESH MERCANTILE PVT LTD	6428109	8.642	0	6428109	8.642	0	0
3	DEVSAI INVSTS AND FINANCES P LTD	4250000	5.714	0	4250000	5.714	0	0
4	KAUSHALYA MARKETING P LTD	1485400	1.997	0	1485400	1.997	0	0
5	RAMYA MARKETING P LTD	1470000	1.976	0	1470000	1.976	0	0
6	DEVILA HEMANT VYAS	1289461	1.734	0	1308361	1.759	0	0.025
7	HEMANT B VYAS	770475	1.036	0	806367	1.084	0	0.048
8	VAISHALI VYAS	701297	0.943	0	701297	0.943	0	0
9	DEVENDRA PANNALAL BACHKANIWALA	261300	0.351	0	261300	0.351	0	0
10	RAJESH AMRATLAL DOSHI	195317	0.263	0	195317	0.263	0	0
11	LEENA KAMLESH BACHKANIWALA	160000	0.215	0	160000	0.215	0	0
12	VASUMATI B BACHKANIWALA	154000	0.207	0	154000	0.207	0	0
13	DEVANG VYAS	113860	0.153	0	113860	0.153	0	0
14	DEVANG H VYAS HUF	103740	0.139	0	103740	0.139	0	0
15	SWAYAMBHU LEASING & FINANCE LTD	90000	0.121	0	90000	0.121	0	0
16	KAMLESH B BACHKANIWALA	79500	0.107	0	79500	0.107	0	0
17	MANI SETHI	16950	0.023	0	16950	0.023	0	0
18	GURMUKH SING SETHI	12500	0.017	0	12500	0.017	0	0
19	DHRUV R BACHKANIWALA	4700	0.006	0	4700	0.006	0	0
20	PRANAV BHARATKUMAR PANDYA	3800	0.005	0	3800	0.005	0	0
21	UNNATI D BACHKANIWALA	3000	0.004	0	3000	0.004	0	0
22	DHRUMAN JAGDISHCHANDRA VYAS	2500	0.003	0	2500	0.003	0	0
23	ASHOK BHANUSHANKER VYAS	1500	0.002	0	1500	0.002	0	0
24	DEEPIKA ASHOK KUMAR VYAS	1500	0.002	0	1500	0.002	0	0
25	USHMA VYAS	1250	0.002	0	1250	0.002	0	0
26	ARJUN VYAS	1250	0.002	0	1250	0.002	0	0
27	SMEETA VYAS	1250	0.002	0	1250	0.002	0	0
28	KRISHNA P BACHKANIWALA	1000	0.001	0	1000	0.001	0	0
29	LOKESH ASHOK KUMAR VYAS	1000	0.001	0	1000	0.001	0	0
30	NOMITA VYAS	1000	0.001	0	1000	0.001	0	0
31	RAJEN SHAH	800	0.001	0	800	0.001	0	0
32	HASIT PANDYA	300	0	0	300	0	0	0
33	HARILAXMI BHANUSHANKER VYAS	100	0	0	100	0	0	0

CHANGE IN PROMOTER'S SHAREHOLDING(PLEASE SPECIFY, IF THERE IS NO CHANGE)

Sr. No	Shareholder's Name	Shareholding at the Beginning of the Year			Shareholding at the end of the Year			
		No.of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. of shares	
1	DEVILA HEMANT VYAS	1289461	1.734	01-04-2018	1300	Buy	1290761	1.734
				06-04-2018	2450	Buy	1293211	1.735
				13-04-2018	1150	Buy	1294361	1.739
				20-04-2018	14000	Buy	1308361	1.740
				12-10-2018			1308361	1.759
	-Closing Balance			31-03-2019				
2	HEMANT B VYAS							
		770475	1.036	01-04-2018	25000	Buy	795475	1.069
				12-10-2018	502	Buy	795977	1.070
				19-10-2018	1300	Buy	797277	1.072
				26-10-2018	1850	Buy	799127	1.074
				02-11-2018	100	Buy	799227	1.074
				09-11-2018	7140	Buy	806367	1.084
				16-11-2018			806367	1.084
	-Closing Balance			31-03-2019				

Prag Bosimi Synthetics Limited

SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS,PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sr. No	Name	No.of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. of shares	% of total Shares of the company
1	BOMBAY SILK MILLS LTD -Closing Balance	2571870	3.458	01-04-2018 31-03-2019		No Change	2571870	3.458
2	SUBHASH BHAVANISHANKAR RAJGURU	1619229	2.177	01-04-2018				
				13-04-2018	1951	Buy	1621180	2.180
				20-04-2018	15557	Buy	1636737	2.200
				27-04-2018	3815	Buy	1640552	2.206
				04-05-2018	1953	Buy	1642505	2.208
				11-05-2018	13854	Buy	1656359	2.227
				18-05-2018	12000	Buy	1668359	2.243
				25-05-2018	6000	Buy	1674359	2.251
				05-10-2018	8100	Buy	1682459	2.262
				12-10-2018	55700	Buy	1738159	2.337
				19-10-2018	3400	Buy	1741559	2.341
				30-11-2018	13170	Buy	1754729	2.359
				07-12-2018	3110	Buy	1757839	2.363
				14-12-2018	500	Buy	1758339	2.364
				21-12-2018	2300	Buy	1760639	2.367
				28-12-2018	4896	Buy	1765535	2.374
				31-12-2018	100	Buy	1765635	2.374
				04-01-2019	448	Buy	1766083	2.374
				11-01-2019	1501	Buy	1767584	2.376
				18-01-2019	5001	Buy	1772585	2.383
				25-01-2019	10080	Buy	1782665	2.397
				01-02-2019	10000	Buy	1792665	2.410
				08-02-2019	15204	Buy	1807869	2.430
				15-02-2019	1200	Buy	1809069	2.432
				22-02-2019	4067	Buy	1813136	2.438
				01-03-2019	22227	Buy	1835363	2.467
				08-03-2019	6000	Buy	1841363	2.476
				15-03-2019	5306	Buy	1846669	2.483
				22-03-2019	-205	Sold	1846464	2.482
				29-03-2019	5111	Buy	1851575	2.489
				31-03-2019			1851575	2.489
3	SHRICHAKRA MARKETING P LTD -Closing Balance	1505000	2.023	01-04-2018				
4	SUHASINI MARKETING P LTD -Closing Balance			31-03-2019		No Change	1505000	2.023
5	HIMSON TEXTILE ENGINEERING INDUSTIR -Closing Balance	1470950	1.978	01-04-2018 31-03-2019		No Change	1470950	1.978
6	SUNDEEP LALIT SAIGAL -Closing Balance	903376	1.214	01-04-2018				
7	JINMATI M SHAH -Closing Balance			31-03-2019		No Change	903376	1.214
8	SAVITA LALIT SAIGAL -Closing Balance	762001	1.024	01-04-2018 31-03-2019		No Change	762001	1.024
9	ANKIT PRADIP CHOPRA -Closing Balance	643807	0.866	01-04-2018 31-03-2019		No Change	643807	0.866
10	MATHEW VARGHESE -Closing Balance	612500	0.823	01-04-2018 31-03-2019		No Change	612500	0.823
		480599	0.646	01-04-2018				
				16-11-2018	-337	Sold	480262	0.646
				31-03-2019			480262	0.646
		363500	0.489	01-04-2018 31-03-2019		No Change	363500	0.489

SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.	Name	Shareholding at the beginning of the year			Cumulative Shareholding at the end of the year			% of total Shares of the company
		No. of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. of shares	
1	ROHIT PARMANANDDAS DOSHI	26500	0.036	01-04-2018				
	-Closing Balance			31-03-2019		No Change	26500	0.036
2	MUKUND PRADYUMANRAI TRIVEDI	3000	0.004	01-04-2018				
	-Closing Balance			31-03-2019		No Change	3000	0.004
3	RAKTIM KUMAR DAS	23874	0.032	01-04-2018				
				21-12-2018		Buy	500	0.001
				28-12-2018		Buy	500	0.001
				04-01-2019		Buy	800	0.001
				11-01-2019		Buy	1600	0.002
				25-01-2019		Buy	950	0.001
	-Closing Balance			31-03-2019			28224	0.038

INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
Principal amount	33,21,00,730	1,24,40,75,256	-	1,57,61,75,986
Interest due but not paid	-	1,38,66,674	-	1,38,66,674
Interest accrued but not due	15,54,473	-	-	15,54,473
Total (i+ii+iii)	33,36,55,203	1,25,79,41,930	-	1,59,15,97,132
Change in Indebtedness during the financial year				
Addition	-	35,58,24,000	-	35,58,24,000
Reduction	(23,33,62,974)	(1,01,03,186)	-	(24,34,66,160)
Net Change	(23,33,62,974)	34,57,20,814	-	11,23,57,840
Indebtedness at the end of the financial year				
Principal amount	10,02,92,229	1,58,78,22,070	-	1,68,81,14,299
Interest due but not paid	-	1,58,40,674	-	1,58,40,674
Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	10,02,92,229	1,60,36,62,744	-	1,70,39,54,973

Prag Bosimi Synthetics Limited

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Hemant B Vyas (MD)	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,49,980	6,49,980.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1,31,250	1,31,250.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit	-	-
	- others, specify...	-	-
5	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act	-	-

B. REMUNERATION TO OTHER DIRECTORS:

Sr. No.	Particulars of Remuneration	Devang Vyas	Rohit P. Doshi	Mukund Trivedi	Deepali Pathak	G. M. Das	Prasanta Bora	Total Amount
1.	Independent Directors							
	• Fee for attending board / committee meetings		15,000.00	20,000.00	20,000.00	5,000.00	5,000.00	65,000.00
	• Commission							0.00
	• Others, please specify							0.00
	Total (1)							0.00
2.	Other Non-Executive Directors							0.00
	• Fee for attending board / committee meetings	10000.00						10,000.00
	• Commission							0.00
	• Others, please specify							0.00
	Total (2)							0.00
	Total (B)=(1+2)							0.00
	Total Managerial Remuneration							0.00
	Overall Ceiling as per the Act							0.00

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
		Ramesh Pokhriyal	Madhu Dharewa	Raktim Das	
1	Gross salary(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	21,00,000	6,00,000	15,60,000	42,60,000
2	Stock Option				
3	Sweat Equity				
4	Commission- as % of profit- others, specify... Others, please specify				
	Total	2100000	600000	1560000	4260000

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Authority [RD / NCLT/ COURT]
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

ANNEXURE II TO THE DIRECTORS' REPORT

Form AOC – 1

Part A: Subsidiaries

{Pursuant to first proviso to Sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules 2014}

Statement containing salient features of the financial statement of subsidiaries

1. Name of subsidiaries which are yet to commence operations:	1. Prag Bosimi Texurising Private Limited 2. Prag Bosimi Packaging Private Limited
Name of subsidiaries which have been liquidated or sold during period:	NIL

ANNEXURE III TO THE DIRECTORS' REPORT

Form No. AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

- 1) Details of contracts or arrangements or transactions not at arm's length basis:** There are no transactions or arrangements or contracts with Related Parties which were not at arm's length basis during the period under review.
- 2) Details of material contracts or arrangement or transactions at arm's length basis**

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any [Rs.]	Date(s) of approval by the Board	Amount paid as advances, if any:
Hemant Vyas	Loan Received	On Going	35,38,50,000	30.05.2018	Nil

Annexure IV

ANNEXURE TO THE DIRECTORS' REPORT**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS/ OUT GO:****(A) POWER AND FUEL CONSUMPTION**

Particulars	CURRENT PERIOD	PREVIOUS PERIOD
1. Electricity:		
Purchased:		
(a) No of Units	3156671	3703104
(b) Total Amount (Rs.)	26863345	31963623
(c) Rate/Unit (Rs.)	8.51	8.63
Own Generation:	Nil	Nil
Through Diesel generators	Nil	Nil
(a) No. Of Units:	9000	7682
(b) Unit per litre of Diesel	3.00	3.00
(c) Cost/Unit (Rs.)	24.14	19.22
Through steam turbine generation	Nil	Nil
No. of Units:	N.A	N.A
Unit per litre of Fuel oil/Gas	N.A	N.A
Cost/Unit	N.A	N.A
2. Coal:		
Quantity in tons	370.60	N.A
Total cost	3040194	N.A
Average Rate per ton	8203.4	N.A
3. Furnace Oil:		
Quantity (KL)	N.A	N.A
Total Amount (Rs.)	N.A	N.A
Average Rate (Rs.)	N.A	N.A
4. Steam:		
Quantity in Tons:	2594.00	N.A
Total Cost: (Rs.)	2505023	N.A
Rate per Ton (Rs.)	965.70	N.A
Consumption per unit of production	4.56	N.A
Electricity per K.G. Yarn in No of Units	0.40	N.A
Steam in K. G. per K. G. of Yarn	4.56	N.A
B. FOREIGN EXCHANGE EARNINGS/OUTGO:		
Foreign Exchange Earnings (Rs)	924000	Nil
Foreign Exchange Outgo	Nil	Nil
Capital Goods	Nil	Nil
Stores, spares and consumable	Nil	Nil
Others (Rs)	3501941	Nil

By order of the Board of Directors

Date: 9th August 2019
Place: Mumbai**Hemant B. Vyas**
Managing Director
Din No.: 00076289**Devang Vyas**
Non – Executive Director
Din No.: 00076459

ANNEXURE V

- i. Disclosure for Ratio of Remuneration of Each Director to the Median Employee's Remuneration And Other Details As Per Rule 5 Of The Companies (Appointment & Remuneration) Rules, 2014:

Median Remuneration		Rs.1,27,052
Shri Hemant B. Vyas	Remuneration	: Rs. 8,31,210
	Ratio	: 6.54:1

- ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial period : None
- iii. The percentage increase in the median remuneration of employees in the financial period : Nil
- iv. The number of permanent employees on the rolls of the Company :178
- v. Explanation on the relationship between average increase in remuneration and the Company's performance: Not Applicable as per Notification dated 30th June, 2016
- vi. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company: Not Applicable as per Notification dated 30th June, 2016
- vii. Variations in the market capitalization of the Company, price earning ratio as at the closing date of the current financial period and previous financial period and 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 in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial period and previous financial period: Not Applicable as per Notification dated 30th June, 2016
- 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: Not applicable
- ix. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company: Not Applicable as per Notification dated 30th June, 2016
- x. The key parameters for variable component of remuneration availed by the directors are as follows: Not Applicable as per Notification dated 30th June, 2016
- xi. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the period : Not Applicable as per Notification dated 30th June, 2016
- xii. It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Annexure – VI
FORM NO. MR.3
SECRETARIAL AUDIT REPORT
For The Financial Year Ended 31st March, 2019
[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
M/s PRAG BOSIMI SYNTHETICS LTD. House No.4, Nilgiri Path,
R.G.Barua Road, Near Doordarshan, Guwahati, Assam - 781 024

I have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PRAG BOSIMI SYNTHETICS LTD. (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our 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, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 ('Audit Period') 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:

We 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, 2019 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to Foreign Direct Investment, Overseas direct Investment and External Commercial Borrowings. - Not applicable to the Company
- 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 during the audit period**
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 - **Not Applicable during the audit period**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable 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 during the audit period**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not Applicable during the audit period;**

We 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 stock exchanges.

Prag Bosimi Synthetics Limited

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

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We 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.

Place: Mumbai
Date: 27.05.2019

For CS Amit Mundra
Practising Company Secretary

Sole Proprietor
FCS No. 7933
CP No. 16182

REPORT ON CORPORATE GOVERNANCE

The Directors of the Company present the Report on Corporate Governance for the year ended 31st March, 2019, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation"). is set out as below:

Company's Philosophy on Code of Governance:

Corporate Governance is an integral part of the Company's value system, management ethics and business practices. The Company is committed to creating long term value for all its shareholders, employees, customers, associates and the wider community. The Company is committed to and continues to practice good Corporate Governance. The Corporate Governance Code incorporates several practices aimed at a level of business ethics, effective supervision and enhancement of value for all stakeholders. PBSL conforms to all regulatory and legal requirements. The basic philosophy behind and endeavor towards better corporate governance is to enrich the value of stake holders by achieving business excellence.

The company has complied with all the requirements of Corporate Governance as prescribed in Schedule V of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 .

The following codes and policies have been adopted by the Company.

- Code of Conduct
- Code of Internal Procedure and Conduct for Insider Trading
- Whistle Blower Policy
- Related Party Transactions Policy
- Sexual Harassment Policy
- Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees
- Board Performance Evaluation Policy
- Risk Management Policy
- Policy for determination of materiality of any event/ information
- Policy on Preservation of Documents
- Archival Policy for any Material Event/ Information disclosed to the Stock Exchange.

Board of Directors:

(A) Composition of the Board

The Board of Directors comprises of experts drawn from diverse fields/profession. The Board has an optimum combination of Executive, Non-Executive and Independent Directors. As on 31st March, 2019 the Company's Board comprises of 8 directors. The Board has One Executive Director, the Managing Director is the Promoter Director. In addition, the Board has six Non-Executive Directors, consisting of four Independent Directors. The details of the Directors during the year ended 31st March, 2019 are given below:

Sr. No.	Name of the Director	Category	Board Meetings attended during the year	Whether attended the last AGM	Directorships held in other Indian Public Companies
1	Shri Puru Gupta **	Chairman, Nominee of AIDC, Non Executive Director	0	NA	0
2	Shri. Hemant B. Vyas	Managing Director, Promoter Director	4	Yes	0
3	Shri. Devang H. Vyas	Non - Executive Director	4	No	0
4	Shri. Prasanta Bora	Nominee of AIDC, Non-Executive	1	Yes	0
5	Shri. G.M. Das	Independent Director Non- Executive	2	Yes	0
6	Shri Rohit P. Doshi	Independent Director Non- Executive	3	Yes	0
7	Smt. Deepali Phatak	Independent Director Non- Executive	4	No	0
8	Shri Mukund Trivedi	Independent Director Non- Executive	4	No	0

*The number of directorship excludes directorship of private companies, foreign companies, companies incorporated under Section 8 of the Companies Act, 2013 and alternate directorship.

Prag Bosimi Synthetics Limited

Note:

**** On 13th February 2019 Mr. Puru Gupta was appointed as Chairman of the Company in place of K. K. Dwivedi vide letter dated 21st February 2019 from Govt of Assam.**

Shri. Hemant B. Vyas and Shri. Devang H. Vyas are related to each other, no other Director is related to each other.

Directors' Profile

Details of the Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting, as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been given along with the annexure to the Notice of the Annual General Meeting.

(B) Number of Board Meetings

Corporate Governance policy requires the Board to meet at least 4 times in a year with a maximum gap of 120 days between any two meetings. The Board of Directors met 4 times during the period under review. The details of Board Meetings held during the year are as under:

Sr. No.	Date of the Board Meeting	Board Strength	No. of Directors present
1	May 30, 2018	8	5
2	August 14, 2018	8	5
3	November 14, 2018	8	5
4	February 12, 2019	8	5

Board's Process

It has always been the Company's policy and practice that apart from matters requiring the Board's approval by statute, all major decisions including quarterly results of the Company as a whole and debt restructuring, capital expenditure, collaborations, material investment proposals, sale and acquisition of assets of material nature, mortgages, guarantees and donations are placed before the Board. This is in addition to information with regard to actual operations, major litigation feedback reports and minutes of Committee Meetings.

The Board of PBSL is regularly presented with all information under the above heads, whenever/ wherever applicable. These are submitted either as part of the agenda papers in advance of the Board meetings or are tabled in the course of the Board meetings.

C) Roles, Responsibilities and Duties of the board

The duties of Board of Directors have been enumerated in Listing Regulations, Section 166 of the Companies Act, 2013 and Schedule IV of the said Act (Schedule IV is specifically for Independent Directors). There is a clear demarcation of responsibility and authority amongst the Board of Directors

(D) Code of conduct

The Company has adopted Code of Conduct for all the Directors and Senior Management of the Company. All the Directors and the Senior Management have affirmed compliance with respective code of conduct. The Code of conduct for Directors and Senior management personnel are posted on the Company's website "www.pragbosimi.com".

E) Familiarisation programme for independent directors

The Independent Directors have been familiarized with the Company, their roles and responsibilities in the Company, nature of the industry in which Company operates. The details of the familiarization programs imparted to the Independent Directors during 2018-2019 are put up on the website of the Company and can be accessed at http://www.pragbosimi.com/companypolicies_procedures.php

F) Formal letter of appointment to the independent directors

The Company has issued formal letter of appointment to all the Independent Directors on their appointment explaining inter-alia their roles, responsibilities, code of conduct, functions and duties as Independent Director of the Company. The terms and conditions of appointment of independent directors have been hosted on the website of the Company and can be accessed at http://www.pragbosimi.com/companypolicies_procedures.php

G) Key Board qualifications, expertise and attributes:

The Board of Directors comprises of experts who bring in the necessary skills and competence that allow them to make effective decisions or contributions to the Board, its committees and the management.

The list of core skills/ expertise/ competencies pertaining to the business, as identified and available with the Board of Directors is as follows:

- Behavioural - The Board members effectively participate and contribute in the Board meetings and maintain board confidentiality. The Board possesses key attributes and competencies on the whole enabling them to function well as a team.
- Governance - The essential governance, legal and compliance knowledge is possessed by all the directors which aids in protecting the shareholders interest.
- Technical - The Directors possesses required skills and specialist knowledge to assist the management in the key areas. All the directors have the ability to understand the financial statements.
- Industry - The Directors have necessary experience and knowledge in the textile industry which enables them to guide the management.

H) Confirmation on the fulfillment of the conditions of independence:

Based on the declarations received from the Independent Directors, the Board of Directors are of the opinion that the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and are independent of the management.

I) Resignation of Independent Directors before expiry of tenure:

Subject to the above, none of the Independent Directors has resigned before the expiry of the tenure during the year under review.

GOVERNANCE CODES**1) Code of business Conduct & Ethics**

The Company has adopted Code of Business Conduct & Ethics ("the Code") which is applicable to the Board of Directors and all Employees of the Company. The Board of Directors and the members of Senior Management Team of the Company are required to affirm semi-annual Compliance of this Code. A declaration signed by the Chairman and Managing Director of the Company to this effect is placed at the end of this report. The Code requires Directors and Employees to act honestly, fairly, ethically, and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company's website viz. www.pragbosimi.com

2) Conflict of Interests

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

3) Insider Trading Code

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons' ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations).

The Code is applicable to Promoters, Member of Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT Regulations.

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with the PIT Regulations. This Code is displayed on the Company's website viz. www.pragbosimi.com. The Company has also formulated "Policy on Inquiry" in case of leak of UPSI.

Committees of the Board:

The Board of Directors has constituted three permanent committees of the Board - the Audit Committee, the Stakeholders Relationship Committee and the Nomination and Remuneration Committee. The functions of various committees their mode of operation and membership details is given below.

(A) Audit Committee

The Board of Directors has constituted an Audit Committee of Directors to exercise powers and discharge functions as stipulated in Section 177 of the Companies Act, 2013, Clause 49 of the Listing Agreements with Stock Exchanges up to 1st December, 2015 and thereafter as per the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 and other relevant statutory / regulatory provisions. The Committee, in addition to other business reviews the quarterly (unaudited) financial results, annual accounts and cost audit reports before submitting to the Board of Directors.

The constitution of the Audit Committee meets with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements), 2015. The Committee consists of the following members:

Sr. No.	Name of the Members	Category
1	Shri G. M. Das	Non-Executive Independent Director
3	Shri Rohit Doshi	Non-Executive Independent Director
4	Shri Smt. Deepali Pathak	Non-Executive Independent Director
5	Shri Mukund Trivedi	Non-Executive Independent Director
6	Shri Prasanta Bora	Non-Executive Independent Director

The objective of the Audit Committee is to assist the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors, the performance of internal auditors and the Company's risk management policies.

The terms of reference of the Audit Committee are broadly as under:

- Reviewing the financial reports and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed in the reports.
- Recommending the appointment and removal of external auditors, fixation of audit fee and other payments.
- Reviewing the financial statements and draft audit report, including quarterly/half yearly financial information.
- Reviewing with the management and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, including the audit charter, approval of the audit plan and its execution, coverage and frequency of internal audit and discussions with internal auditors of any significant findings and follow-up thereon.
- Reviewing with management the quarterly and annual financial statements before submission to the Board focusing primarily on:

Prag Bosimi Synthetics Limited

- any changes in accounting policies and practices;
- major accounting entries based on exercise of judgment by management;
- qualifications in draft audit report;
- significant adjustments arising out of audit;
- the going concern assumption;
- compliance with accounting standards;
- compliance with stock exchange and legal requirements concerning financial statements;
- related party transactions as per Accounting Standard 18;
- reviewing the Company's financial and risk management policies;
- disclosure of contingent liabilities.

The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis, the Un-audited Financial Results as required by the Regulation 33 of the Listing Regulations. The Company's quarterly Un-audited Standalone Financial Results are made available on the website www.pragbosimi.com and are also sent to the Stock Exchanges where the Company's equity shares are listed for display at their respective websites.

The Audit Committee also oversees and reviews the functioning of a vigil mechanism (implemented in the Company as a Whistle Blower Policy) and reviews the finding of investigation into cases of material nature and the actions taken in respect thereof.

The Committee has powers similar to those stated in the listing agreements and exercises most of the functions in line with the requirements of the code of Corporate Governance. The details of the Audit Committee meeting held during the year ended on 31st March, 2019 are as under:

Audit Committee Meetings

The members of Audit Committee met four times on dated 30th May, 14th August and 14th November in year 2018 and on 12th February in the year 2019 during the financial year ended on 31st March 2019.

Sr. No.	Name of the Members	Number of Meetings Held	No. of Meetings attended
1	Shri G. M. Das	4	2
3	Shri Rohit Doshi	4	3
4	Shri Smt. Deepali Pathak	4	4
5	Shri Mukund Trivedi	4	4
6	Shri Prasanta Bora	4	1

B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of Directors as constituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Act.

The composition of the committee is as under:

1. Mr. Rohit Doshi Chairman, Independent Director
2. Mr. G. M. Das, Independent Director
3. Mr. Mukund Trivedi Director and

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

The broad in terms of reference of the Nomination and Remuneration Committee are as under:

- 1) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- 2) To formulate the criteria for determining qualifications, positive attributes and independence of a director
- 3) To recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

The Company has a Nomination and Remuneration Committee to review and recommend payment of annual salaries, commission, service agreements and other employment conditions of the Executives. The Committee met 2 times 30th May and 14th August in the year 2018 and all the members were present.

Sr. No.	Name of the Members	Number of Meetings Held	No. of Meetings attended
1	Shri G. M. Das	4	2
3	Shri Rohit Doshi	4	3
5	Shri Mukund Trivedi	4	4

The Committee comprises of Shri Rohit Doshi, Chairman, Shri G.M. Das and Shri Mukund Trivedi. The Committee periodically reviews and recommends suitable revision in the remuneration package of Executive Directors to the Board, if reqd.

Details of Remuneration, sitting fees paid/ accrued/credited to the Directors during the year ended March 31, 2019

Sr. No	Name of the Director	Salary	Perquisites & other benefits*	Performance/Bonus/ Commission	Sitting Fee	Total
1	Shri. Hemant B. Vyas	649980	131250	-	-	781230
2	Shri. Devang H. Vyas	-	-	-	10000	10000
3	Shri. Rohit P. Doshi	-	-	-	15000	15000
4	Smt. Deepali Pathak	-	-	-	20000	20000
5	Shri Mukund Trivedi	-	-	-	20000	20000
6	Shri G. M. Das	-	-	-	5000	5000
7	Shri Prasanta Bora	-	-	-	5000	5000

C. Stakeholders Relationship Committee:

A Stakeholders Relationship Committee has been constituted by the Board of Directors to monitor the redressal of the shareholders / investors grievances. The Committee met 4 times 30th May, 14th August, 14th November in the year 2018 and on 12th February, in the year 2019 and all the members were present.

The broad terms of reference of the Stakeholders Relationship Committee are as under:

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

The Board has delegated the power of approving transfer of shares/issue of duplicate share certificates, etc., to the Stakeholders' Relationship Committee. Ms. Madhu Dharewa, Company Secretary is designated as Compliance Officer for complying with the requirements of SEBI regulations and with the Stock Exchanges in India and overseeing the investors' grievances.

The Committee comprises of the following Directors/ Secretary:-

1. Shri. Rohit P. Doshi (Non-Executive Director) Chairman
2. Shri. H. B. Vyas
3. Shri. Devang Vyas
4. Ms Madhu P. Dharewa (Company Secretary)

Sr. No.		Number of Meetings Held	No. of Meetings attended
1	* Shri Rohit Doshi	4	3
2	Shri Hemant B Vyas	4	4
3	Shri Devang Vyas	4	4

There has been no complaints pending as on 31st March 2019. Company Secretary also acts as a Secretary to the Committee and is the Compliance Officer of the Company

D) Separate Meeting of the Independent Directors

During the financial year 2018-2019, the independent directors met separately without the presence of non-independent directors on 12th February 2019 in compliance with Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Independent Directors at their meeting inter-alia discussed the following:

- i. Reviewed the performance of non-independent directors and the Board as a whole
- ii. Reviewed the performance of the chairperson of the company
- iii. Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Based on the declarations received from the Independent Directors, the Board of Directors are of the opinion that the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and are independent of the management.

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General Body Meetings

The last three General body meetings of the Members of the Company were held as per the following details: -

Year	Location	Whether any special resolutions passed	Date & Time	Time
2017-2018	House No.4, Nilgiri Path, R.G.Barua Road, Near Doordarshan, Guwahati- 781 024	Yes (1)	25 th Sept 2018 11:30 a.m	<ul style="list-style-type: none"> ❖ Alteration of the object clause of the Memorandum of Association of the Company ❖ Change of Registrar and Share Transfer Agent of the Company
2016-2017	House No.4, Nilgiri Path, R.G.Barua Road, Near Doordarshan, Guwahati- 781 024	Yes (2)	29 th Sept 2017 11:30 a.m	<ul style="list-style-type: none"> ❖ To Issue Preference Shares by converting Borrowings on direction of Govt. of Assam on preferential basis ❖ To Issue OCCD by converting Borrowings on direction of Govt of Assam on preferential basis
2015-2016	House No.4, Nilgiri Path, R.G.Barua Road, Near Doordarshan, Guwahati- 781 024	No	29 th Sept 2016 11:30 a.m	-

Disclosures

- There was related party transactions during the year , the details of which has been mentioned in the Notes to Accounts no. 32 as per AS-18 in Notes forming part of the Standalone Financial Statements for the year ended 31st March 2019
- There are no pecuniary relationships or transactions with the non - executive independent directors.
- The Company has complied with all the mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and erstwhile Clause 49 of the Listing Agreement and the Company has not adopted any non- mandatory requirements of Clause 49 of the Listing Agreement.

Means of communication

- A. **Quarterly Results**
- B. **Newspapers wherein results normally published:** The North East Times (English) and Dainik Assami (Regional)
- C. **Any website, wherein displayed :** www.pragbosimi.com
- D. **Whether it also displays official news releases :** Yes
- E. **Presentations made to Institutional Investors or to the Analysts :** NA
- F. **SEBI Complaints Redress System (SCORES)**
The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies/ RTA and online viewing by investors of actions taken on the complaint and its current status.
- G. **BSE Corporate Compliance & Listing Centre (the 'Listing Centre')**
BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding

GENERAL SHAREHOLDER'S INFORMATION**1. Annual General Meeting:-**

The information regarding 27th Annual General Meeting for the financial year ended on 31st March 2019 is as follows :-

Date : 26th September, 2019

Time: 11:30 a.m.

Venue: House No.4, Nilgiri Path, R.G.Barua Road, Near Doordarshan, Guwahati- 781 024

2. Financial Calender : 1st April to 31st March.**3. Future Calendar for next financial year :**

Financial Reporting of 1st Quarter ended on 30th June 2018	Mid of August, 2019
Financial Reporting of 2nd Quarter ended on 30th September 2018	Mid of November, 2019
Financial Reporting of 3rd Quarter ended on 31st December 2018	Mid of February 2019
Financial Reporting of 4th Quarter ended on 31st March 2019	During May 2020
Date of Annual General Meeting	During September 2020

4. Dividend Payment Date: No Dividend has been recommended for the year.**5. Book Closure Date:** September 19 to September 26, 2019. (Both days inclusive)**6. Dividend History:** The Company has not paid any Dividend during last 10 years**7. Unclaimed Dividend / Share Certificates**

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125. The details of unclaimed/unpaid dividend will be available on the website of the Company viz. www.pragbosimi.com, if any

Section 124(6) of the Companies Act, 2013 mandates transfer of all those shares, in respect of which Unpaid or Unclaimed dividend has been transferred by the Company to the IEPF.

Details of Unclaimed Dividend and Due Dates for transfer are as follows as on March 31, 2019:

Sr. No.	Year of Declaration of Dividend	Date of Declaration of Dividend	Unclaimed Amount ₹	Due Date for transfer to IEPF Account
1.	N.A.	N.A.	N.A.	N.A.

Further, as required to be disclosed under Regulation 34(3) read with Schedule V of Listing Regulations, Nil Shares are lying at

the beginning or at the close of financial year in the Suspense Account. Further the Company did not moved in/out any Equity Share in said Suspense Account during the current financial year.

8. Listing on Stock Exchange: BSE Limited**9. Listing Fees :** Annual Listing Fees for Financial year 2019-2020 has been paid.**10. Stock Code & ISIN :** Scrip Code 500192 on BSE. ISIN INE962B01011 on NSDL & CDSL**11. Market Price Data (Equity Shares of Face Value of Rs. 10/-) :**

Month	Price on BSE (₹) & Volume			S&P BSE Sensex	
	High	Low	Volume	High	Low
April, 2018	4.94	2.88	65421	35213	32973
May, 2018	5.00	3.70	55123	35994	34303
June, 2018	4.10	4.00	56612	35877	34785
July, 2018	4.63	3.29	155759	37645	34785
August, 2018	3.77	2.68	32329	38990	37129
September, 2018	3.45	3.45	69457	38934	35986
October, 2018	2.89	2.50	135068	36617	33292
November, 2018	2.70	2.70	56243	36389	34303
December, 2018	3.22	2.80	99414	36555	34426
January, 2019	3.41	2.85	46288	36701	35376
February, 2019	3.24	2.70	99145	37172	35287
March, 2019	3.37	2.96	79682	38749	35927

12. Registrar & Share Transfer Agent

M/s. Sharex Dynamic (India) Pvt. Ltd. has been appointed as Registrar & Share Transfer Agent for all work relating to share registry in terms of both physical mode. All transfer, transmission, request related to correspondence/queries, intimation of change of address etc. should be addressed to our RTA directly at the following Address:

Sharex Dynamic (India) Private Limited

C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai – 400083..

13. Share Transfer Systems

Share transfer in physical form are registered by the Share Transfer Agent and returned to the respective transferee within a period ranging from fifteen days provided the documents lodged with the Share Transfer Agent/ Company are clear in all respects

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14. Shareholding pattern of the Company

	Category	No. of Equity shares held	Percentage of shareholding
A	Promoters		
1	Indian Promoters (Individuals/HUF)	3908692	5.25
2	Foreign Promoters	NIL	NIL
3	Bodies Corporate	13723509	18.45
4	Central/State Govt. Institutions (Assam Industrial Development Corporation Limited)	1,83,77,980	24.71
5	NRIs / Foreign Individuals	29450	.040
B	Non-Promoters Holding		
1	Institutional Investors		
A	Mutual Funds and UTI	98,900	0.13
B	Banks, Financial Institutions, Insurance Companies, /Non-Govt. Institutions)	1,000	0.00
2	Others – Non Institutions		
A	Others including Bodies Corporate	10498128	14.12
B	Individuals holding nominal share capital up to Rs.2 lakh	17012480	22.87
C	Individuals holding nominal share capital more than Rs.2 lakh	10732821	14.43
	TOTAL	7,43,82,960	100.00

15. Distribution Schedule on number of shares as on 31st March, 2019

NO OF SHARES			SHAREHOLDERS		SHARES	
			NUMBER	% TO TOTAL HOLDERS	NUMBER	% TO TOTAL CAPITAL
1	-	5000	85278	95.65	111296350	14.96
5001	-	10000	2152	2.41	18292070	2.50
10001	-	20000	815	0.91	12781450	1.72
20001	-	30000	264	0.30	6853470	0.92
30001	-	40000	116	0.13	4127190	0.55
40001	-	50000	132	0.15	6350700	0.86
50001	-	100000	152	0.17	11460680	1.54
100001	-	ABOVE	249	0.28	572667690	76.95
TOTAL			89158	100.00	743829600	100.00

16. Investors Correspondence

All queries of investors regarding the Company's shares in Physical/ Demat form may be sent to Registrar and Share Transfer Agent of the Company or at Company's corporate office at the following address or at the Registered Office of the Company.

Registrar and Share Transfer Agents:

Sharex Dynamic (India) Private Limited

Unit No. 1, Luthra Industrial Premises,
Andheri Kurla Road, Safed Pool, Andheri (East),
Mumbai 400072.

Corporate Office:

The Company Secretary
Prag Bosimi Synthetics Ltd,
R-79/83, Lakshmi Insurance Bldg
Fifth Floor, Sir P.M. Road, Mumbai 400001.

Registered Office:

Prag Bosimi Synthetics Ltd.
House No.4, Niligiri Path,
R. G. Barua Road, Near Doordarshan,
Guwahati 781024, Assam.

17. Dematerialization of Equity Shares and Liquidity

As per notification issued by the Securities and Exchange Board of India (SEBI), the trading in Company's shares is permitted only in dematerialized form w.e.f September, 2000. In order to enable the shareholders to hold their shares in electronic form and to facilitate scripless trading, the company has enlisted its shares with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL).

The Company's Equity Shares are in Physical/Demat trading segment and the Company had established connectivity with both NSDL & CDSL by signing the necessary agreements.

Procedures for dematerialization / rematerialization of Equity Shares:-

Shareholders seeking demat / remat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to Registrar and Share Transfer Agents of the Company. Upon receipt of the request and share certificates, the Registrar will verify the same. Upon verification, the Registrar will request NSDL/CDSL to confirm the demat request. The demat account of the respective share holder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

In case of remat, upon receipt of the request from the shareholder, the DP generates a request and verification of the same is done by the Registrar. The Registrar then requests NSDL or CDSL to confirm the same. Approval of the Company is being sought and

equivalent numbers of shares are issued in physical form to the shareholder. The share certificates are dispatched within 15 days from the date of issue of Shares.

No. of Shares Dematerialized		No. of Shares in Physical Form	
No. of Shares	Percentage	No. of Shares	Percentage
49,122,379	66.04%	25260581	33.96%

18. Plant Location of the Company:

Bijulibari Village, P. O. Khandajan, Via Sipajhar, Dist. Darrang
784 145

19. Bank Details of the Shareholders:

Shareholders holding shares in physical form are requested to notify/send the following to the Company to facilitate better service:-

- any change in their address/bank details, and
- particulars of their bank account, in case the same have not been sent earlier.

20. Depository Services

For guidance on depository services, Shareholders may write to the Company or to the respective Depositories: -

a) **National Securities Depository Ltd.**

Trade World, A Wing, 4th & 5th Floor,
Kamala Mills Compound,
Lower Parel, Mumbai 400013
Telephone: (022) 24994200
Fax: (022) 24976351
E-mail: info@nsdl.co.in
Website: www.nsdl.co.in

- b) **Central Depository Services (India) Ltd.**
Marathon Futurex, A Wing, 25th Floor,
Mafatlal Mills Compound, N. M. Joshi Marg,
Lower Parel, Mumbai - 400 013.
Telephone: (022) 23023333
E-mail : helpdesk@cdslindia.com
Website: www.cdslindia.com

21. Nomination Facility

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the byelaws and business rules applicable to NSDL and CDSL. Nomination form SH-13 ([Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on Public domain.

By order of the Board of Directors

Date: 9 th August, 2019	Hemant B. Vyas Managing Director	Devang Vyas Non-Executive Director
Place: MUMBAI	Din no.: 00076289	Din No. 00076459

Prag Bosimi Synthetics Limited

PRACTISING COMPANY SECRETARY'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members of
M/s. Prag Bosimi Synthetics Limited, House No.4, Nilgiri Path,
R.G.Barua Road, Near Doordarshan,
Guwahati, Assam - 781 024

We have examined the compliance of conditions of Corporate Governance by M/s Prag Bosimi Synthetics Ltd. for the period ended 31st March, 2019 as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 accordingly the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.

Based on our verification of the books, papers, minute books, forms and returns filed, MCA website and other records maintained by Prag Bosimi Synthetics Limited, having its Registered office at House No 4, Nilgiri Path, R.G.Barua Road, Near Doordarshan Guwahati AS 781024 and also the information provided by the Company, its officers, agents and authorized representatives, we hereby report that during the Financial Year ended on March 31, 2019, in our opinion, none of the director on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of Company by the Board/Ministry of Corporate Affairs or any such Statutory authority.

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

For CS Amit Mundra
Practising Company Secretary

Place: Mumbai
Date: 27-05-2019

Sole Proprietor
FCS No. 7933
CP No. 16182

DECLARATION OF THE MANAGING DIRECTOR & CEO

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Prag Bosimi Synthetics Limited ("the Company") to the best of our knowledge and belief certify that:

- a. We have reviewed financial statements for the year ended March 31, 2019 and that to the best of our knowledge and belief, we state that:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We further state that to the best of our knowledge and belief, no transactions are entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We are responsible for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of internal control systems pertaining to financial reporting of the Company and 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 the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - i. significant changes, if any, in internal control over financial reporting during the year;
 - ii. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we 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 over financial reporting.

This is to certify that the Company has laid down Code of Conduct for all Board Members and Senior Management of the Company and the copies of the same are uploaded on the website of the Company.

Place: Mumbai
Date: 27th May 2019

HEMANT B VYAS
Managing Director
Din No.: 00076289

RAMESH POKHRIYAL
Chief Executive Officer
Pan No. AHFPP4020P

Prag Bosimi Synthetics Limited

ANNUAL CERTIFICATE UNDER REGULATION 26(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with M/s. Prag Bosimi Synthetics Limited Code of Business Conduct and Ethics for the year ended March 31, 2019.

For Prag Bosimi Synthetics Limited

Place: Mumbai
Date: 27th May 2019

HEMANT B VYAS
Managing Director
Din No.: 00076289

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of Prag Bosimi Synthetics Limited.

We have examined the compliance of conditions of Corporate governance by Prag Bosimi Synthetics Ltd. for the period from 1st April 2018 to 31st March, 2019 as stipulated in erstwhile Clause 49 of the Listing Agreement and Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015") of the said Company with Stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 accordingly the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the erstwhile Listing Agreement and SEBI Listing Regulations, 2015.

We state that no investor grievance is pending for period exceeding one month against the Company as per the records maintained by the R & T Agents/ Company.

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

For M.H. Dalal & Associates.

Chartered Accountants
(Firm Reg. No. 112449W)

Devang M. Dalal

Partner
(Membership No. 109049)

Place: Mumbai

Date: 27th May, 2019

For AMD & Associates

Chartered Accountants
(Firm Regn.No.318191E)

Debashish Bordoloi

Partner
(Membership No. 068018)

INDEPENDENT AUDITORS' REPORT

To the Members of **Prag Bosimi Synthetics Limited**
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of Prag Bosimi Synthetics Limited ("the Company"), which comprise the balance sheet as at March 31, 2019, the Statement of Profit and Loss (including the Statement of Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

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 Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its loss including other comprehensive income, its Cash Flows and the Changes in Equity for the year ended on that date.

Basis for opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matters to be communicated in our report.

Key Audit Matter (KAMs)	How the KAMs were addressed in our audit
Revenue Recognition	
We have identified this as an area of importance because the Company's revenue is a material item in view of adoption of Ind AS 115 "Revenue from Contracts with Customers". The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue.	Our audit procedures include the following: <ul style="list-style-type: none">• Evaluation of the Company's accounting principles in relation to implementation of the new revenue accounting standard;• Created an understanding of the Company's routines and internal controls associated with revenue recognition;• Examination of a selection of transactions to ensure that they have been reported correctly according to agreements and in the correct periods;
Litigation	
The Company is involved in legal proceeding as described in Note 21 of the Standalone Financial Statements.	Our audit procedures include the following: <ul style="list-style-type: none">• Evaluation of the design and testing the operating effectiveness of controls in respect of the identification, evaluation of litigations, the recording / re-assessment of the related liabilities, provisions and disclosures.

<p>The Company assesses the need to make provision or to disclose a contingent liability on a case-to-case basis considering the underlying facts of each litigation.</p> <p>The eventual outcome of the litigation is uncertain and estimation at balance sheet date involves extensive judgement of Management including input from legal counsel due to complexity of each litigation. Adverse outcomes could impact the Company's reported profit and balance sheet position.</p>	<ul style="list-style-type: none"> • Obtained a list of litigations from the management; and performed inquiries with the management of the Company; obtained and read the underlying documents to assess the assumptions used by management in arriving at the conclusions. • Read the disclosures related to provisions and contingent liabilities in the standalone Financial Statements to assess consistency with underlying documents.
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Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's information, but does not include the Standalone Financial Statements and our Auditor's Report thereon. Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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 Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient

Prag Bosimi Synthetics Limited

and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit 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, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act, read with Schedule V to the Act; and
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There has not been an occasion in case of the Company during the year ended March 31, 2019 to transfer any sums to the Investor Education and Protection Fund. Hence, the question of delay in transferring such sums does not arise.

For M.H Dalal & Associates
Chartered Accountants
Firm Registration No.: 112449W

For AMD & Associates
Chartered Accountants
Firm Registration No.: 318191E

Devang M. Dalal
Partner
Membership No.: 109049

Debashish Bardoloi
Partner
Membership No.: 068018

Place : Mumbai
Date : May 27, 2019

ANNEXURE – A TO THE INDEPENDENT AUDITORS’ REPORT

With reference to the Annexure referred to in the Independent Auditor’s Report on the Standalone Ind AS financial statements for the year ended 31st March, 2019, we report the following:

- i. In respect of its Fixed Assets:
- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The assets have been physically verified by the management in accordance with the phased programmed of verification adopted by the Company. In our opinion, the frequency of the verification is reasonable having regard to the size of the Company and nature of fixed assets. No material discrepancies have been noticed in respect of the assets physically verified during the year.
 - (c) Title Deeds of immovable properties are held in the name of the company.

ii. In respect of its Inventories:

As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals. Inventory lying with the third parties and in transit have been verified by the management with reference to the confirmation received from them and/or subsequent receipt of goods.

- iii. In our opinion and according to information and explanations given to us, the Company has not granted any 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. Accordingly, paragraph 3(iii) of the Order is not applicable to the company.
- iv. According to the information and explanations given to us and on the basis of examination of the records of the Company, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013, with respect to the loans and investments made, and guarantees and security provided by it.
- v. The Company has not accepted any deposits from the public in accordance with the provisions of Sections 73 to 76 of the Companies Act, 2013 and the Rules framed there under.
- vi. The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the Company.
- vii. a) According to the information and explanations given to us and on the basis of examination of the records of the Company, there is following undisputed amounts payable in respect of aforesaid dues for a period exceeding six months from the date of becoming due as on 31st March, 2019:

The Act applicable	Details of outstanding Amount	Amount (₹ in Lakhs)
The Assam Professions, Trades, Callings and Employments Taxation Act, 1947	Professional Tax	17.23

- b) According to the information and explanations given to us and on the basis of examination of the records of the Company, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax, which have not been deposited on account of any dispute..
- viii. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans and borrowings to a financial institution, banks, government or dues to debenture holders.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and not obtained term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees have been noticed or reported during the course of our audit.
- xi. The managerial remuneration has been paid or provided in accordance with the provisions of Section 197 read with Schedule V of the Act. The provision of Section 197 read with schedule 5 to the Companies Act, 2013 is not applicable to the Company. Accordingly, paragraph 3(xi) of the Order is not applicable.

- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, there are no transactions with the related parties. Accordingly, paragraph 3(xiii) of the Order is not applicable to the Company.
- 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 its directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- xvi. 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 M.H Dalal & Associates
Chartered Accountants
Firm Registration No.: 112449W

For AMD & Associates
Chartered Accountants
Firm Registration No.: 318191E

Devang M. Dalal
Partner
Membership No.: 109049

Debashish Bardoloi
Partner
Membership No.: 068018

Place : Mumbai
Date : May 27, 2019

ANNEXURE – B TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 **PRAG BOSIMI SYNTHETICS LIMITED** (“the Company”) as of 31st March, 2019 in conjunction with our audit of the standalone Ind AS 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. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, 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 M.H Dalal & Associates

Chartered Accountants

Firm Registration No.: 112449W

For AMD & Associates

Chartered Accountants

Firm Registration No.: 318191E

Devang M. Dalal

Partner

Membership No.: 109049

Debashish Bardoloi

Partner

Membership No.: 068018

Place : Mumbai

Date : May 27, 2019

Prag Bosimi Synthetics Limited

STANDALONE BALANCE SHEET AS ON MARCH 31, 2019

Particulars	Notes	As on March 31, 2019 ₹	As on March 31, 2018 ₹
Assets			
Non-current Assets			
(a) Property, Plant and Equipment	3A	2,063,925,918	2,091,284,574
(b) Capital work-in-progress	3B	9,948,651	8,263,879
(c) Financial Assets	4		
(i) Investments	4.1	6,190,630	2,447,660
(ii) Trade Receivables	4.2	10,800,443	41,797,186
(iii) Loans	4.3	190,841,012	186,758,340
(d) Deferred Tax Assets (Net)		-	-
(e) Other Non-Current Assets	5	11,931,998	12,490,327
		<u>2,293,638,653</u>	<u>2,343,041,966</u>
Current Assets			
(a) Inventories	6	112,472,404	116,341,632
(b) Financial Assets	7		
(i) Investments	7.1	110,184,439	113,254,422
(ii) Trade Receivables	7.2	94,876,903	131,138,099
(iii) Cash and Cash Equivalents	7.3	3,869,180	3,828,080
(iv) Loans	7.4	43,285,016	32,465,768
(c) Other Current Assets	8	7,442,535	2,005,028
		<u>372,130,477</u>	<u>399,033,029</u>
Total Assets		<u>2,665,769,130</u>	<u>2,742,074,995</u>
Equity & Liabilities			
Equity			
(a) Equity Share capital	9.1	898,405,800	898,403,300
(b) Other Equity	9.2	(101,384,379)	11,397,160
		<u>797,021,421</u>	<u>909,800,460</u>
Liabilities			
Non-current liabilities			
(a) Financial Liabilities	10		
(i) Borrowings	10.1	1,587,822,070	1,244,075,256
(ii) Trade Payables	10.2	46,206,300	37,798,954
(b) Provisions	11	17,796,862	12,300,438
(c) Other Non-Current Liabilities	12	38,503,466	62,816,792
		<u>1,690,328,698</u>	<u>1,356,991,439</u>
Current Liabilities			
(a) Financial Liabilities	13		
(i) Borrowings	13.1	100,292,229	322,279,848
(ii) Trade Payables	13.2	60,931,501	114,891,820
(b) Provisions	14	8,081,524	18,404,674
(c) Other Current Liabilities	15	9,113,757	19,706,754
		<u>178,419,010</u>	<u>475,283,095</u>
Total Equity and Liabilities		<u>2,665,769,130</u>	<u>2,742,074,995</u>
Significant accounting policies	2		
Notes to the financial statements	3-34		

The accompanying notes are integral part of these financial statements

For M.H. Dalal & Associates
Chartered Accountants
Firm Registration No: 112449W

For AMD & Associates
Chartered Accountants
Firm Registration No: 318191E

For and on behalf of Board of Directors of Prag Bosimi Synthetics Limited
CIN: L17124AS1987PLC002758

Devang M. Dalal
Partner
Membership No: 109049

Debashish Bardoloi
Partner
Membership No: 068018

Hemant B. Vyas
Managing Director
DIN: 00076289

Devang H. Vyas
Non Executive Director
DIN: 00076459

Rohit Doshi
Director
DIN: 00424996

Mukund P. Trivedi
Director
DIN: 07179964

Mumbai
May 27, 2019

G. M. Das
Director
DIN: 00144978

Deepali R. Pathak
Director
DIN: 05217417

Raktim Kumar Das
Chief Financial Officer

Madhu Dharewa
Company Secretary

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

Particulars	Notes	Year ended March 31, 2019	Year ended March 31, 2018
		₹	₹
Income			
Revenue From Operations	16	579,515,131	232,036,194
Other Income	17	8,716,232	8,393,456
Total Revenue		588,231,363	240,429,650
Expenses			
Cost of Materials Consumed	18.1	244,564,862	107,285,122
Purchases of Stock in Trade	18.2	247,377,591	91,489,920
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	18.3	3,156,405	1,686,197
Employee Benefits Expense	18.4	54,389,842	56,335,260
Finance Cost	18.5	19,104,290	58,577,657
Depreciation and Amortisation Expenses	18.6	42,751,352	35,519,581
Other Expenses	18.7	89,668,559	102,157,059
Total Expenses		701,012,902	453,050,795
Profit/(Loss) before Exceptional and Extraordinary Items and Tax		(112,781,539)	(212,621,145)
Exceptional Items		-	-
Profit/(Loss) before Tax		(112,781,539)	(212,621,145)
Tax Expense		-	-
Profit/(Loss) for the year		(112,781,539)	(212,621,145)
Other Comprehensive income			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total comprehensive income		(112,781,539)	(212,621,145)
Earnings per equity share : (Face value of Rs 10 each)			
Basic and Diluted (Rupees)		(1.52)	(2.86)
Significant accounting policies	2		
Notes to the financial statements	3-34		

The accompanying notes are integral part of these financial statements

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Prag Bosimi Synthetics Limited

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

A Equity share capital

Particulars	Amount ₹
As at April 1, 2017	740,703,300
Changes in equity share capital during the year	157,700,000
As at March 31, 2018	898,403,300
Changes in equity share capital during the year	2,500
As at March 31, 2019	898,405,800

B Other Equity

Particulars	Reserve and surplus				Total ₹
	Capital Reserve	Capital Redemption Reserve	General Reserve	Retained earnings	
Balance as at April 1, 2017	16,700,000	814,625,000	1,375,220,077	(2,021,072,697)	185,472,380
Profit/(loss) for the year	-	-	-	(212,621,145)	(212,621,145)
Transferred during the year	-	-	38,545,925	-	38,545,925
Other comprehensive income for the period	-	-	-	-	-
Total comprehensive income for the year	-	-	38,545,925	(212,621,145)	(174,075,220)
Balance as at March 31, 2018	16,700,000	814,625,000	1,413,766,002	(2,233,693,842)	11,397,160
Profit/(loss) for the year	-	-	-	(112,781,539)	(112,781,539)
Transferred during the year	-	-	-	-	-
Other comprehensive income for the period	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(112,781,539)	(112,781,539)
Balance as at March 31, 2019	16,700,000	814,625,000	1,413,766,002	(2,346,475,381)	(101,384,379)
Significant accounting policies	2				
Notes to the financial statements	3-34				

The accompanying notes are integral part of these financial statements

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STATEMENT OF STANDALONE CASH FLOW FOR THE YEAR APRIL 1, 2018 TO MARCH 31, 2019

Particulars	Year ended March 31, 2019 ₹	Year ended March 31, 2018 ₹
A Cash flow from operating activities:		
Loss before tax	(112,781,539)	(212,621,145)
Adjustments for:		
Gain on redemption of mutual fund investment measured at FVPL	-	(14,031)
Interest Income	(5,681,842)	(6,107,395)
Dividend Income	-	(801,345)
Exchange Gain	(36,047)	-
Interest Expense	19,104,290	58,577,657
Depreciation and Amortization Expense	42,751,352	35,519,581
Operating profit/(loss) before working capital changes	(56,643,785)	(125,446,678)
Adjustments for:		
(Increase) / decrease in Inventories	3,869,228	(668,395)
(Increase) / decrease in Trade Receivables	67,257,939	(155,773,584)
(Increase) / decrease in Other Current Assets	(5,437,507)	1,104,992
(Increase) / decrease in Other Non-current Assets	558,329	455,301
(Increase) / decrease in Current and Non-current Loans and Advances	(14,901,920)	(2,108,689)
Increase / (decrease) in Trade Payables	(45,552,972)	71,622,531
Increase / (decrease) in Other Current Liabilities	(10,592,998)	9,298,906
Increase / (decrease) in Other Non-Current Liabilities	(24,313,326)	13,536,153
Increase / (decrease) in Provisions	(4,826,726)	16,008,771
Cash generated from operations	(90,583,738)	(171,970,692)
Taxes paid	-	-
Net cash flows from operating activities	(90,583,738)	(171,970,692)
B Cash flow from investing activities		
Purchase of Property, Plant and Equipment including Capital Work-in-progress (Net)	(17,029,622)	(56,025,877)
Sale/(Purchase) of Investments (Net)	(672,987)	151,631,688
Interest received	5,869,906	6,147,066
Net cash flows from / (used in) investing activities	(11,832,703)	101,752,877
C Financing Activities		
Calls in arrears received	2,500	-
Proceed/(Repayment) of Long-term Borrowings (Net)	340,451,358	143,026,000
Repayment of Short-term Borrowings (Net)	(224,903,796)	(45,805,691)
Interest paid	(13,092,521)	(44,453,124)
Net cash flow from / (used in) financing activities	102,457,541	52,767,185
Net increase /(decrease) in cash and cash equivalents	41,100	(17,450,629)
Cash and cash equivalents at the beginning of the year	3,828,080	21,278,709
Cash and cash equivalents at the end of the year	3,869,180	3,828,080
Net increase /(decrease) in cash and cash equivalents	41,100	(17,450,629)
Components of cash and cash equivalents		
Cash in hand	483,015	394,665
Foreign currency in hand	-	-
Balances with banks in current account	2,082,206	2,129,456
Others - Margin Money Deposit	1,303,959	1,303,959
Total cash and cash equivalents	3,869,180	3,828,080
Significant accounting policies	2	
Notes to the financial statements	3-34	

The accompanying notes are integral part of these financial statements

For M.H. Dalal & Associates
Chartered Accountants
Firm Registration No: 112449W

For AMD & Associates
Chartered Accountants
Firm Registration No: 318191E

For and on behalf of Board of Directors of Prag Bosimi Synthetics Limited
CIN: L17124AS1987PLC002758

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Raktim Kumar Das
Chief Financial Officer

Madhu Dharewa
Company Secretary

Prag Bosimi Synthetics Limited

Notes to and forming part of the Standalone Financial Statement as on and for the year ended March 31, 2019

1. **COMPANY INFORMATION**

Prag Bosimi Synthetics Limited (“the company”) is a domestic public limited company with registered office situated at House No.4, Nilgiri Path, R. G. Barua Road, Near Doordarshan, Guwahati – 781 024. It is engaged primarily in manufacturing of Polyester Yarn.

The Company has started manufacturing factory operations with effect from 28/03/2017. The company continued its activities in separate division Bosimi Apparel.

2. **SIGNIFICANT ACCOUNTING POLICIES:**

i. **Statement of Compliance:**

These financial statements are prepared and presented in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 notified under section 133 of the Companies Act, 2013, the relevant provisions of the Companies Act, 2013 (“the Act”) and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

ii. **Property, Plant and Equipment (PPE):**

Property, plant and equipment are stated at acquisition or construction cost less accumulated depreciation and impairment loss. Cost comprises the purchase price and any attributable cost of bringing the asset to its location and working condition for its intended use, including relevant borrowing costs and any expected costs of decommissioning.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

The cost of an item of PPE is recognized as an asset if, and only if, it is probable that the economic benefits associated with the item will flow to the Company in future periods and the cost of the item can be measured reliably. Expenditure incurred after the PPE have been put into operations, such as repairs and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred.

Items such as spare parts, standby equipment and servicing equipment are recognized as PPE when it is held for use in the production or supply of goods or services, or for administrative purpose, and are expected to be used for more than one year. Otherwise such items are classified as inventory.

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

iii. **Depreciation on Property, Plant and Equipment:**

- a. Depreciation on fixed assets other than lease-hold land is provided on straight-line method in the manner specified in Schedule II of Companies Act, 2013.
- b. Leasehold Land is amortized over the remaining period of lease.
- c. Depreciation on additions/deductions during the year has been provided on pro-rata basis with reference to the month of addition/deduction.

iv. **Treatment of Expenditure during Construction Period:**

As per the consistent accounting policy all expenditure related to the project construction/implementation and income arising out of project activities and funds related to the project are capitalized and allocated to the respective fixed assets.

v. **Investments:**

Temporary in nature Investments other than long term investments being current investments are Investments which are intended to be held for more than a year from the date of acquisition are classified as long term investments and are valued at cost subject to reduction made for diminution in value that is other than valued at cost or fair market value whichever is lower.

Notes to and forming part of the Standalone Financial Statement as on and for the year ended March 31, 2019 (Contd.)**vi. Inventories:**

Inventories are valued at lower of cost or net realizable value after providing for obsolescence, if any. Cost includes purchase price, duties, transport & handling costs and other costs directly attributable to the acquisition and bringing the inventories to their present location and condition.

- a) Raw materials, stores, spares, consumables and construction materials: At lower of cost or net realizable value.
- b) Work in process: At lower of cost or net realizable value.
- c) Finished Goods: At lower of cost or net realizable value

vii. Retirement Benefits:**a. Defined Contribution Plan:**

The Company's liability towards Employee's Provident Fund scheme administered by the Employees Provident Fund Scheme, Govt. of India is considered as Defined Contribution Plan. The Company's contributions paid towards these defined contribution plans is recognized as expense in the Profit and Loss Account during the year in which the employees rendered the related service.

b. Defined Benefit Plan:

Company's liabilities towards gratuity and leave encashment if any are considered as Defined Benefit Plans. The present value of the obligations towards gratuity is determined based on actuarial valuation using the projected unit credit method. As regards the Leave encashment, it is calculated on the actual balance leave of each employee on the year-end. This is done on the same basis as in the last accounting year.

viii. Transactions of foreign currency items:

Transactions in foreign currency are recorded at the rate of exchange in force at the date of transaction. Foreign currency assets and other liabilities other than for financing fixed assets are stated at the rate of exchange prevailing at the year-end and resultant gains/losses are recognized in the capital work in progress. Foreign currency loans for financing fixed assets (other than those where the company is protected against exchange fluctuations) are accounted for at the rate of exchange prevailing at the year end and the resultant exchange difference is adjusted to the cost of assets.

ix. Government Grants and Subsidies:

Government Grants are recognized when there is a reasonable assurance that the same will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized in the Statement of Profit and Loss by way of a deduction to the related expense on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income on a systematic basis over the expected useful life of the related asset.

Government grants, that are receivable towards capital investments under State Investment Promotion Scheme, are recognized in the Statement of Profit and Loss in the period in which they become receivable.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates and is being recognized in the Statement of Profit and Loss.

x. Taxes on Income:

No provision for taxation is made as the company has incurred losses during the year and has also brought forward unabsorbed losses.

No provision for deferred taxation is made in accounts as the company has been incurring losses year after year.

xi. Provisions and Contingent Liabilities:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Notes to and forming part of the Standalone Financial Statement as on and for the year ended March 31, 2019 (Contd.)

A present obligation that arises from past events, where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability.

Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company, where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and is recognized.

xii. There were no events occurring after the Balance Sheet date which require reporting.

xiii. Revenue Recognition:

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

- a) Sales are recognized on transfer of significant risks and rewards of ownership of the goods to the buyer as per the terms of contract and no uncertainty exists regarding the amount of consideration that will be derived from sales of goods. It also includes excise duty (as it is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not) and price variation based on the contractual agreement. It is measured at fair value of the consideration received net of sales tax/value added tax and discounts. Sales exclude self-consumption of finished goods.
- b) Income from services is recognized (net of service tax/GST as applicable) as they are rendered, based on agreement/arrangement with the concerned customers.
- c) Dividend income is accounted for when the right to receive the income is established.
- d) For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset.
- e) Interest income for all financial instruments measured at fair value through other comprehensive income is recognized in the Statement of Profit and Loss.
- f) Export incentives, insurance, railway and other claims, where quantum of accruals cannot be ascertained with reasonable certainty, are accounted on acceptance basis.

xiv. Earnings Per Share:

Basic Earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

Notes to and forming part of the Standalone Financial Statement as on and for the year ended March 31, 2019 (Contd.)

3A. Property, Plant and Equipment

	Land Freehold	Land Leasehold	Building Owned	Plant & Machinery	Furniture & Fixtures	Vehicles	Office Equipment	TOTAL
Balance as at 31st March, 2017	578,617	229,730	291,021,158	1,864,879,811	3,671,370	1,616,108	1,117,306	2,163,114,101
Exchange Difference	-	-	-	-	-	-	-	-
Additions	-	-	323,515	61,681,550	220,758	-	-	62,225,823
Reclassification as held for sale	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
Balance as at 31st March, 2018	578,617	229,730	291,344,673	1,926,561,361	3,892,128	1,616,108	1,117,306	2,225,339,923
Exchange Difference	-	-	-	-	-	-	-	-
Additions	-	-	-	15,028,335	364,362	-	-	15,392,697
Reclassification as held for sale	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
Balance as at 31st March, 2019	578,617	229,730	291,344,673	1,941,589,696	4,256,490	1,616,108	1,117,306	2,240,732,620
Accumulated Depreciation								
Balance as at 31st March, 2017	-	19,992	17,027,207	80,867,092	418,540	202,938	-	98,535,769
Additions	-	19,992	15,785,967	19,103,326	447,828	162,467	-	35,519,581
Disposals	-	-	-	-	-	-	-	-
Reclassification as held for sale	-	-	-	-	-	-	-	-
Balance as at 31st March, 2018	-	39,984	32,813,174	99,970,418	866,368	365,406	-	134,055,350
Additions	-	19,992	17,444,209	24,234,556	793,187	259,408	-	42,751,352
Disposals	-	-	-	-	-	-	-	-
Reclassification as held for sale	-	-	-	-	-	-	-	-
Balance as at 31st March, 2019	-	59,976	50,257,383	124,204,974	1,659,555	624,814	-	176,806,702
Net carrying amount								
Balance as at 31st March, 2018	578,617	189,746	258,531,500	1,826,590,943	3,025,760	1,250,702	1,117,306	2,091,284,574
Balance as at 31st March, 2019	578,617	169,754	241,087,291	1,817,384,722	2,596,935	991,294	1,117,306	2,063,925,918

3B Capital Work in Progress

31st March, 2018	8,263,879
31st March, 2019	9,948,651

Prag Bosimi Synthetics Limited

Notes to and forming part of the Standalone Financial Statement as on and for the year ended March 31, 2019 (Contd.)

Particulars	As on 31st March, 2019	As on 31st March, 2018
4 Non-Current Financial Assets		
4.1 Non Current Investments		
Investment in Equity Instruments (Unquoted)		
Investment in Subsidiaries in fully paid Equity Instruments (unquoted)		
a) Prag Bosimi Packaging Private Limited 10,000 Shares of ₹ 10/- each fully paid up	100,000	100,000
b) Prag Bosimi Texturising Private Limited 10,000 Shares of ₹ 10/- each fully paid up	100,000	100,000
Investment in Associate company in fully paid Equity Instruments (unquoted)		
a) Prag Jyoti Textile Park Private Limited 5,99,063 Shares of ₹ 10/- each fully paid up (2,24,766 Shares for the year ended 31st March, 2018)	5,990,630	2,247,660
	<u>6,190,630</u>	<u>2,447,660</u>
4.2 Non-Current Trade Receivables Unsecured, Considered Good		
Trade Receivables	10,800,443	41,797,186
	<u>10,800,443</u>	<u>41,797,186</u>
4.3 Non-Current Long Term Loans Unsecured, Considered Good		
Advances to Suppliers	6,645,930	2,761,792
Advances receivable in Cash/Kind	184,195,082	183,996,548
	<u>190,841,012</u>	<u>186,758,340</u>
5 Other Non-Current Assets		
Security Deposits	9,121,796	9,706,796
Other Non-Current Assets	2,810,202	2,783,531
	<u>11,931,998</u>	<u>12,490,327</u>
6 Inventories		
Raw Materials	21,398,752	16,765,864
Work-in-Progress	21,784,791	7,783,547
Finished Goods	24,254,320	41,411,969
Stores and Spares	45,034,541	50,380,251
	<u>112,472,404</u>	<u>116,341,632</u>

Notes to and forming part of the Standalone Financial Statement as on and for the year ended March 31, 2019 (Contd.)

Particulars	As on 31st March, 2019 ₹	As on 31st March, 2018 ₹
7 Current Financial Assets		
7.1 Current Investments		
Fixed Deposits with Bank	<u>110,184,439</u>	<u>113,254,422</u>
	<u>110,184,439</u>	<u>113,254,422</u>
7.2 Current Trade Receivables Unsecured, Considered Good		
Trade Receivables	<u>94,876,903</u>	<u>131,138,099</u>
	<u>94,876,903</u>	<u>131,138,099</u>
7.3 Cash & Cash Equivalent		
Balances with Bank	2,082,206	2,129,456
Cash on hand	483,015	394,665
Others - Margin Money Deposit	<u>1,303,959</u>	<u>1,303,959</u>
	<u>3,869,180</u>	<u>3,828,080</u>
7.4 Current Loans and Advances Unsecured, Considered Good		
Loans and Advances to Related Parties	15,935,323	2,003,562
Loans and Advances to Employees	2,932,598	3,165,650
Advances to Suppliers	5,699,680	6,949,587
Balance with Government Authorities	<u>18,717,415</u>	<u>20,346,969</u>
	<u>43,285,016</u>	<u>32,465,768</u>
8 Other Current Assets		
Interest Accrued but not Due on Fixed Deposits	-	200,742
Income Accrued but not Due	5,630,289	-
Prepaid Expenses	<u>1,812,246</u>	<u>1,804,286</u>
	<u>7,442,535</u>	<u>2,005,028</u>

Prag Bosimi Synthetics Limited

Notes to and forming part of the Standalone Financial Statement as on and for the year ended March 31, 2019 (Contd.)

Particulars	As on	
	31st March, 2019 ₹	31st March, 2018 ₹
9.1 Equity Share Capital		
Authorised shares :		
12,00,00,000 Equity Shares of ₹ 10/- each with voting rights	1,200,000,000	1,200,000,000
300,00,000 Equity Shares (Unclassified) of ₹ 10/- each with voting rights	300,000,000	300,000,000
90,00,000 Redeemable Preference Shares of ₹ 100/- each	900,000,000	900,000,000
10,00,000 Optionally Convertible Redeemable Preference Shares of ₹ 100/- each	100,000,000	100,000,000
	2,500,000,000	2,500,000,000
Issued, subscribed and fully paid up capital :		
Equity Shares of ₹ 10/- each with voting rights	743,829,600	743,829,600
Calls in Arrears	(3,123,800)	(3,126,300)
15,77,000 Redeemable Cumulative Preference Shares of ₹ 100/- each	157,700,000	157,700,000
	898,405,800	898,403,300

Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting period

Particulars	As on 31st March, 2019		As on 31st March, 2018	
	Number	Amount	Number	Amount
At the beginning of the period	74,382,960	743,829,600	74,382,960	743,829,600
Share issued during the period	-	-	-	-
Outstanding at the end of the period	74,382,960	743,829,600	74,382,960	743,829,600

Details of shareholders holding more than 5% shares in the Company

Particulars	As on March 31, 2019		As on March 31, 2018	
	Number of Shares Held	% of holding	Number of Shares Held	% of holding
Assam Industrial Development Corporation Limited	18,377,980	24.71%	18,377,980	24.71%
Akhilesh Merchantile Private Limited	6,423,909	8.64%	6,423,909	8.64%
Devsai Investments and Finances Private Limited	4,250,000	5.71%	4,250,000	5.71%

Terms / rights attached to equity shares

The company has only one Class of Equity Shares having a par value of ₹ 10/- per share. Each Holder of Equity Share is entitled to one vote per share. The shareholders are entitled to dividend in the proportion of their shareholding. In the event of Liquidation of the company the Holders of Equity Shares will be entitled to receive remaining assets of the Company, after payment of all external liabilities. The Distribution will be in proportionate to the number of Equity Shares.

9.2 Other Equity

Reserves & Surplus

Particulars	As on	
	31st March, 2019 ₹	31st March, 2018 ₹
Capital Reserve	16,700,000	16,700,000
Capital Redemption Reserve	814,625,000	814,625,000
General Reserve	1,413,766,002	1,413,766,002
Retained Earnings	(2,346,475,381)	(2,233,693,842)
	(101,384,379)	11,397,160

Notes to and forming part of the Standalone Financial Statement as on and for the year ended March 31, 2019 (Contd.)

Particulars	As on 31st March, 2019 ₹	As on 31st March, 2018 ₹
10 Non-Current Financial Liabilities		
10.1 Non-Current Borrowings		
Unsecured		
Debentures		
Optionally Cumulative Convertible Debentures (OCCD)	568,375,000	568,375,000
Loans		
From Government	28,000,000	28,000,000
From Related Parties	991,447,070	647,700,256
	<u>1,587,822,070</u>	<u>1,244,075,256</u>
10.2 Non-Current Trade Payables		
Trade Payables	46,206,300	37,798,954
11 Non-Current Provisions		
Provisions for Employee Benefits		
(i) Gratuity	10,320,712	11,047,964
(ii) Leave Encashment	6,257,778	-
(iii) Leave Travel Allowance	1,054,348	1,088,450
(iv) Other Defined Benefit Plan - Insurance	164,024	164,024
	<u>17,796,862</u>	<u>12,300,438</u>
12 Other Non-Current Liabilities		
Interest Accrued on Borrowings	15,840,674	13,866,674
Advances from Customers	3,459,181	37,220,850
Salary Payable	6,557,347	6,080,837
Other Expenses Payable	2,264,441	2,264,441
Security Deposits	50,610	50,610
Unpaid Dividend	2,315,813	738,813
Statutory Liabilities	8,015,400	2,594,567
	<u>38,503,466</u>	<u>62,816,792</u>
13 Financial Liabilities		
13.1 Current Borrowings		
Secured		
Term Loans		
From Financial Institution	-	15,000,000
Unsecured Loans		
From Related Parties	-	205,179,118
Others		
Bank Overdraft	100,292,229	102,100,730
	<u>100,292,229</u>	<u>322,279,848</u>

Prag Bosimi Synthetics Limited

Notes to and forming part of the Standalone Financial Statement as on and for the year ended March 31, 2019 (Contd.)

Particulars	As on 31st March, 2019 ₹	As on 31st March, 2018 ₹
13.2 Current Trade Payables		
Trade Payables	60,931,501	114,891,820
	60,931,501	114,891,820
14 Current Provisions		
Provisions for Employee Benefits		
(i) Gratuity	3,016,895	2,820,668
(ii) Leave Encashment	1,310,180	6,257,778
Provision for Expenses	3,754,449	9,326,228
	8,081,524	18,404,674
15 Current Liabilities		
Interest Accrued on Borrowings	-	1,554,473
Advances from Customers	206,297	2,872,532
Salary Payable	7,115,128	6,889,490
Statutory Liabilities	1,772,788	8,345,829
Others	19,543	44,430
	9,113,757	19,706,754
16 Revenue from Operations		
Sale of Products (Including Excise Duty)	518,471,672	211,963,429
Other Operating Revenue		
- Sale of Scrap	4,540,556	7,015,278
- Brokerage and Commission	56,502,903	13,057,487
	579,515,131	232,036,194
Sale of Products (GROSS)	518,471,672	211,963,429
Less: Excise Duty	-	193,131
Sale of Products (NET)	518,471,672	211,770,298
17 Other Income		
Interest Income	5,681,842	6,107,395
Dividend Income	-	801,345
Gain/(Loss) on sale/redemption of Investments	-	14,031
Other Non-operating Income	3,034,390	1,470,686
	8,716,232	8,393,456

Notes to and forming part of the Standalone Financial Statement as on and for the year ended March 31, 2019 (Contd.)

Particulars	As on 31st March, 2019 ₹	As on 31st March, 2018 ₹
18.1 Cost of Materials Consumed		
Raw Materials at the Beginning of the year	16,765,864	17,144,312
Add: Purchases	249,197,750	106,906,675
	265,963,614	124,050,987
Less: Raw Materials at the End of the year	21,398,752	16,765,864
Total Cost of Materials Consumed	244,564,862	107,285,122
18.2 Purchases of Stock in Trade		
Readymade Garments	34,107,205	8,943,174
Fabrics	213,270,385	82,546,746
	247,377,591	91,489,920
18.3 Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade		
Closing Inventories		
Finished Goods	24,254,320	41,411,969
Work-in-Progress	21,784,791	7,783,547
	46,039,111	49,195,516
Opening Inventories		
Finished Goods	41,411,969	43,176,014
Work-in-Progress	7,783,547	7,705,699
	49,195,516	50,881,713
	3,156,405	1,686,197
18.4 Employee Benefits Expense		
Salaries, Wages and Bonus	53,558,613	53,603,094
Contributions to Provident and Other Funds	311,331	1,946,792
Staff Welfare Expenses	519,898	785,374
	54,389,842	56,335,260
18.5 Finance Cost		
Interest Expenses	19,104,290	58,577,657
	19,104,290	58,577,657
18.6 Depreciation and Amortisation expenses		
Depreciation on Plant, Property and Equipment	42,731,360	35,499,589
Amortiation of Intangible Assets	19,992	19,992
	42,751,352	35,519,581

Prag Bosimi Synthetics Limited

Notes to and forming part of the Standalone Financial Statement as on and for the year ended March 31, 2019 (Contd.)

Particulars	As on 31st March, 2019 ₹	As on 31st March, 2018 ₹
18.7 Other Expenses		
Consumption of Stores and Spares	816,396	1,009,432
Power and fuel	28,950,325	33,641,178
Labour Charges	11,098,982	12,000,919
Freight and forwarding	5,798,064	2,068,920
Advertisement expenses	102,937	131,021
Rent including lease rentals	4,552,560	3,682,444
Repairs and maintenance - Buildings	52,093	12,220
Repairs and maintenance - Machinery	1,255,602	2,255,902
Repairs and maintenance - Others	989,266	2,463,588
Insurance Expenses	1,428,868	2,178,337
Interest on delayed payment	(53,131)	498,013
Rates and taxes	251,703	82,072
Communication	362,013	558,818
Vehicle Expenses	2,006,055	1,831,355
Travelling and conveyance	5,396,938	3,934,726
Printing and stationery	1,663,594	1,444,273
Commission Expenses	1,047,460	108,644
Donations and contributions	472,872	66,402
Legal and professional	2,541,773	4,749,884
Auditors' Remuneration (See details below)	121,356	374,500
Prior Period Expenses	14,848,518	23,864,753
Miscellaneous expenses	5,964,315	5,199,659
	<u>89,668,559</u>	<u>102,157,059</u>
Payments made to Auditors		
Statutory Audit Fees	121,356	270,750
Tax Audit Fees	-	103,750
	<u>121,356</u>	<u>374,500</u>

Notes to and forming part of the Standalone Financial Statement as on and for the year ended March 31, 2019 (Contd.)**19. Contingent liabilities not provided for:**

Sr. No.	Particulars	As at March 31, 2019 ₹	As at March 31, 2018 ₹
a)	Counter Guarantees for Sales tax	5,000	5,000
b)	Claims against the Group not acknowledged as debts	33,58,22,000	26,42,08,000
c)	Letter of undertaking executed in favor of Joint Director General of foreign trade under Duty Exemption Entitlement Scheme (Advance License Scheme) for custom duty	1,30,40,682	1,30,40,682
d)	Letters of credit and Bank Guarantees given by bankers on behalf of the Company.	52,50,000	52,50,000

20. The Company had received an order from Company Law Board Kolkata Bench for transferring of 30,00,000 Preference Shares in the Name of 3A Capital Services Limited, against which the company has preferred an Appeal in Bombay High Court.

21. The Board is contemplating taking steps for recovering the calls-in-arrears from defaulting applicants, including forfeiture of the shares as a last resort after exhausting all other avenues for recovery in a spirit of maintaining shareholder friendly environment. The Board therefore considers it prudent not to provide for the interest on calls-in-arrears.

22. Estimated amount of contracts remaining to be executed on capital account net of advances is ₹ Nil (Previous Year ₹ Nil).

23. Provision for Depreciation on Property, Plant and Equipment:

a) The Company has provided depreciation in its books of accounts on its Plant and Equipment only to the extent of 10% of the value as on 1st April, 2018. This is based on the expert view that depreciation is linked to the actual user for an asset. The Company has barely used 10% of its Plant and Machinery and hence the treatment to the depreciation as permitted under Ind AS 16.

b) Depreciation has not been provided on new addition to Plant and Equipment installed during the year amounting to ₹ 34,84,880/- as the same have not been put to use on 31.03.2019.

24. During the year, the Company invested in Associate Company ₹ 37,42,980/- (3,74,298 Equity Shares of ₹ 10/- each) (Previous Year ₹ 11,97,750/- being 1,19,775 Equity Shares of ₹ 10/- each) which is reflected as Non-Current Investment in the Financial Statement.

25. Loans and Advances include ₹ 91,21,796/- (Previous Year ₹ 97,06,796/-) overdue from various parties on account of accommodation deposits, security deposits, ex-employees, etc.

26. Compensation for delayed payment, if any, will be accounted in the books of account, if and when realized.

27. There is no amount overdue and remaining unpaid to small scale/or ancillary Industrial Suppliers on principal and/or interest as at the close of the year.

28. In the opinion of the Board of Directors, in the ordinary course of business the value on realization of current assets, loans and advances, including security Deposits are at least equal to the amount at which they are stated in the Balance Sheet.

29. Amounts appearing in Trade Receivables & Payables are realized and paid as on date of signing. Balances of Banks, Sundry Debtors, Sundry Creditors, Loans & Advance, and Deposits are subject to confirmation.

30. Prag Bosimi Synthetics Ltd (Holding Company) has two subsidiary companies viz Prag Bosimi Texurising Private Limited and Prag Bosimi Packaging Private Limited which are non-operating and non revenue generating. Therefore, operating expenditure incurred by the company are absorbed by the holding Company.

31. Disclosure under IND AS – 108 : Segment Report:Operating Segments:

Textile Manufacturing	Yarn
Packaging	Corrugated Box
Garment	Readymade Garment
Knitted Fabrics	Knitted Fabrics
Others	Fabric & others

Prag Bosimi Synthetics Limited

Notes to and forming part of the Standalone Financial Statement as on and for the year ended March 31, 2019 (Contd.)

The chief operational decision maker (CODM) monitors the operating results of its business for the purpose of making decisions about resource allocation and performance assessment. Operating segments have been identified on the basis of the nature of products.

Revenue and Expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of associated revenue of the segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

Assets & Liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets & Liabilities are disclosed as unallocable.

(Figures are indicated in ₹ '000) in Thousands

Particulars	Yarn	Packaging	Garment/ Fabrics	Knitted Fabrics	Others	Total
REVENUE						
External Revenue	1,93,417	17,178	289,693	18,184	69,760	588,231
Previous Year	87,296	12,287	112,381	–	28,466	240,430
RESULTS						
Total Segment Results	(76,523)	(297)	39,151	(209)	69,760	31,882
Previous Year	(87,760)	(139)	16,187	–	28,466	(43,246)
Finance Cost						19,104
Previous Year						58,578
Unallocable Expenses Net of Unallocable Income						125,561
Previous Year						110,798
Net Profit						(112,784)
Previous Year						(212,621)

*Previous Year's figures are regrouped.

32. Related Party Transactions:

As per Indian Accounting Standard 24 "Related Party Transactions" as prescribed by the Companies (Indian Accounting Standards) Rules, 2015 the Company's Related Parties, Transactions during the year and their Closing Balances (if Any) are disclosed below:

• Relationships

a. Related Parties where control exists:

- | | |
|--|---------------------------------|
| 1. Prag Bosimi Texurising Private Limited | Wholly Owned Subsidiary |
| 2. Prag Bosimi Packaging Private Limited | Wholly Owned Subsidiary |
| 3. Prag Jyoti Textile Park Private Limited | 16.08% ShareHolding (Associate) |

b. Other Related Parties in transactions with the company:

- | | |
|--------------------------------|--|
| Key Managerial Personnel | 1. Mr. Hemant B. Vyas (MD) |
| | 2. Mr. Ramesh C. Pokhriyal (CEO) |
| | 3. Mr. Raktim Kumar Das (CFO) |
| | 4. Ms. Madhu Dharewa (CS) |
| Directors | 1. Ms. Deepali Pathak |
| | 2. Mr. Mukund Trivedi |
| | 3. Mr. Devang H. Vyas |
| | 4. Mr. Rohit Doshi |
| | 5. Mr. Girindra M. Das |
| | 6. Mr. Prasanta Bora |
| Entities with Common Directors | 1. Ayodhya Vintrade Private Limited |
| | 2. Interlink Suppliers Private Limited |

Notes to and forming part of the Standalone Financial Statement as on and for the year ended March 31, 2019 (Contd.)

- Details of Transactions and closing Balances

- a. Transactions during the year

Particulars	For the year ended March 31, 2019 ₹	For the year ended March 31, 2018 ₹
1. Remuneration Paid to Key Managerial Personnel		
Mr. Hemant B. Vyas	7,81,230	7,81,230
Mr. Ramesh C. Pokhriyal	21,00,000	21,00,000
Mr. Raktimkumar Das	15,60,000	15,60,000
Ms. Madhu Dharewa	6,00,000	6,00,000
2. Directors Sitting Fees		
Ms. Deepali Pathak	20,000	—
Mr. Mukund Trivedi	20,000	—
Mr. Devang H. Vyas	10,000	—
Mr. Rohit Doshi	15,000	—
Mr. Girindra M. Das	5,000	—
Mr. Prasanta Bora	5,000	—
3. Loans Received (Net)		
Mr. Hemant B. Vyas	35,38,50,000	9,67,50,000
4. Loans/Advance Given (Net)		
Prag Bosimi Texurising Private Limited	(4,709)	18,97,972
Prag Bosimi Packaging Private Limited	1,91,653	(5,02,297)
Prag Jyoti Textile Park Private Limited	21,51,80,964	44,11,572
5. Investment in Shares		
Investment in Shares of Prag Jyoti Textile Park Private Limited	37,42,970	11,97,750

- b. Closing Balances

Particulars	As on March 31, 2019 ₹	As on March 31, 2018 ₹
1. Remuneration Payable to Key Managerial Personnel		
Mr. Hemant B. Vyas	53,71,939	48,95,429
Mr. Ramesh C. Pokhriyal	1,01,400	3,48,300
Mr. Raktimkumar Das	1,23,000	2,30,900
Ms. Madhu Dharewa	49,800	49,050
2. Unsecured Loans Payable		
Mr. Hemant B. Vyas	79,89,51,614	44,51,01,614
Ayodhya Vintrade Private Limited	7,99,50,000	7,99,50,000
Interlink Suppliers Private Limited	8,92,50,000	8,92,50,000
3. Loans/Advance Receivable		
Prag Bosimi Texurising Private Limited	19,98,853	20,03,562
Prag Bosimi Packaging Private Limited	1,70,142	(21,511)
Prag Jyoti Textile Park Private Limited	1,37,66,327	(20,51,57,607)

Prag Bosimi Synthetics Limited

Notes to and forming part of the Standalone Financial Statement as on and for the year ended March 31, 2019 (Contd.)

Particulars	As on March 31, 2019 ₹	As on March 31, 2018 ₹
4. Investment in Shares		
Prag Bosimi Texurising Private Limited	100,000	100,000
Prag Bosimi Packaging Private Limited	100,000	100,000
Prag Jyoti Textile Park Private Limited	5,990,630	2,247,660

33. Earnings per Share:

Earnings Per Share	For the year ended March 31, 2019 ₹	For the year ended March 31, 2018 ₹
Net Loss as per Statement of Profit & Loss	(112,781,539)	(212,621,145)
Weighted Average Equity Shares Outstanding (Numbers)	74,382,960	74,382,960
Basic and Diluted Earnings Per Share (Face Value ₹ 10/- per Share)	(1.52)	(2.86)

34. Previous Year Comparatives:

Previous Year's figures of the Company have been regrouped / reclassified / rearranged wherever necessary, to conform to this year's classification.

The accompanying notes are integral part of these financial statements

For M.H. Dalal & Associates
Chartered Accountants
Firm Registration No: 112449W

For AMD & Associates
Chartered Accountants
Firm Registration No: 318191E

For and on behalf of Board of Directors of Prag Bosimi Synthetics Limited
CIN: L17124AS1987PLC002758

Devang M. Dalal
Partner
Membership No: 109049

Debashish Bardoloi
Partner
Membership No: 068018

Hemant B. Vyas
Managing Director
DIN: 00076289

Devang H. Vyas
Non Executive Director
DIN: 00076459

Rohit Doshi
Director
DIN: 00424996

Mukund P. Trivedi
Director
DIN: 07179964

Mumbai
May 27, 2019

G. M. Das
Director
DIN: 00144978

Deepali R. Pathak
Director
DIN: 05217417

Raktim Kumar Das
Chief Financial Officer

Madhu Dharewa
Company Secretary

ANNEXURE-I

A. DETAILS OF OPENING STOCK, PURCHASES, SALES & CLOSING STOCK OF FINISHED GOODS ARE AS UNDER

	Unit	For the twelve months period ended 31.03.2019		For the twelve months period ended 31.03.2018	
		Quantity	Amount	Quantity	Amount
a. Opening Stock			₹		₹
Yarn	MT	141.16	19,947,651	122.97	9,539,143
Readymade Garment	Pcs	13736	3,118,341	30694.00	10,060,393
Others					
b. Purchases					
Fabric	MTRS	1420365.20	213,270,385	2242309.24	82,546,746
Readymade Garment	Pcs	82672	34,107,205	28626.00	8,943,174
Knitted Fabric		7.64	1,556,786		
c. Actual Production/Processed					
Transfer from Raw Material		-		153.85	
Yarn (net of captive consumption)	MT	1621.03		733.53	
Knitted Fabric		135.25		-	
Garments	Pcs				
d. Sales					
Yarn	MT	1592.72	193,525,121	869.19	87,906,614
Fabric	MTRS	1420365.20	249,183,858	2242309.24	97,411,903
Readymade Garment	Pcs	88381	40,509,105	45584.00	14,899,257
Knitted Fabric		138.60	18,183,538		
Others			17,070,049		11,745,655
Transfer to Raw Material	MT	64.12	4,071,751		
e. Closing Stock					
Yarn	MT	105.36	12,638,997	141.16	19,947,651
Readymade Garment	Pcs	8027	2,981,780	13736.00	3,118,341
Knitted Fabric		4.29	497,400		-

B. (i) Details of Raw Materials Consumed

Polyester chips	MT			368	25,913,111
Yarn	MT	1712.32	185,925,883	571	51,982,344
Knitted Fabric	MT	142.89	15,003,448	-	-
Others			43,635,531		29,389,667
Total		-	244,564,862	-	107,285,122

(ii) Details of value of imported and indigenous Raw Material, Components consumed and percentage of each to the total consumption

	For the twelve months period ended 31.03.2019		For the twelve months period ended 31.03.2018	
	%	Amount	%	Amount
Raw Materials				
- imported	-	-	-	-
- indigenous	100	-	100	-
	100	-	100	-
Others				
- imported	-	-	-	-
- indigenous	100	-	100	-
	100	-	100	-

INDEPENDENT AUDITORS' REPORT

To the Members of **Prag Bosimi Synthetics Limited**
Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Prag Bosimi Synthetics Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate which comprise the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss (including the Statement of Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

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 Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at March 31, 2019, its consolidated loss including other comprehensive income, its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the audit of the Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries and associates, were of most significance in our audit of the Consolidated Financial Statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described below to be the key audit matters to be communicated in our report.

Description of Key Audit Matter	How we addressed the matter in our audit
<p>Revenue Recognition</p> <p>We have identified this as an area of importance because the Group's revenue is a material item in view of adoption of Ind AS 115 "Revenue from Contracts with Customers". The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue.</p>	<p>Our audit procedures include the following:</p> <ul style="list-style-type: none"> • Evaluation of the Group's accounting principles in relation to implementation of the new revenue accounting standard; • Created an understanding of the Group's routines and internal controls associated with revenue recognition; • Examination of a selection of transactions to ensure that they have been reported correctly according to agreements and in the correct periods;

Prag Bosimi Synthetics Limited

Litigation	Our audit procedures include the following:
<p>The Group is involved in legal proceeding as described in Note 20 of the Consolidated Financial Statements.</p> <p>The Group assesses the need to make provision or to disclose a contingent liability on a case-to-case basis considering the underlying facts of each litigation.</p> <p>The eventual outcome of the litigation is uncertain and estimation at balance sheet date involves extensive judgement of Management including input from legal counsel due to complexity of each litigation. Adverse outcomes could impact the Group's reported profit and balance sheet position.</p>	<ul style="list-style-type: none"> • Evaluation of the design and testing the operating effectiveness of controls in respect of the identification, evaluation of litigations, the recording / re-assessment of the related liabilities, provisions and disclosures. • Obtained a list of litigations from the management; and performed inquiries with the management of the Group company; obtained and read the underlying documents to assess the assumptions used by management in arriving at the conclusions. • Read the disclosures related to provisions and contingent liabilities in the Consolidated Financial Statements to assess consistency with underlying documents.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's information, but does not include the Consolidated Financial Statements and our Auditor's Report thereon. Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the 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. In preparing the Consolidated Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We have not audited the Financial Statements of the two (2) Indian Subsidiaries whose Financial Statements reflect total assets of Rs.24,55,448 at March 31, 2019, total revenue of Rs.Nil and Net Cash Outflows amounting to Rs.39,922 as considered in the Consolidated Financial Statements. The Consolidated Financial Statements also include the Group's Share of net loss of Rs.11,626 for the year ended March 31, 2019 in respect of one (1) associates, whose Financial Statements have not been audited by us. These Financial Statements and other financial information have been audited by other auditors, whose Financial Statements, other financial information and auditor's reports have been furnished to us by management. Our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associates, is based solely on the reports of such other auditors.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and associates, as noted in the 'Other matter' paragraph 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 of aforesaid Consolidated Financial Statements;
- b) In our opinion, proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books;
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and a associate company incorporated in India, none of the directors of the Group companies and its associate are disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of internal financial controls over financial reporting of the Group and its associate company and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries and associates, the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Holding Company, its subsidiaries and associates incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information

and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, associates and joint ventures, as noted in the 'Other matter' paragraph:

- i) The Group and its associates did not have any pending litigations which would impact its financial position.
- ii) The Group and its associates did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There has not been an occasion in case of the Group and its associates during the year ended March 31, 2019 to transfer any sums to the Investor Education and Protection Fund. Hence, the question of delay in transferring such sums does not arise.

For M.H Dalal & Associates

Chartered Accountants

Firm Registration No.: 112449W

For AMD & Associates

Chartered Accountants

Firm Registration No.: 318191E

Devang M. Dalal

Partner

Membership No.: 109049

Debashish Bardoloi

Partner

Membership No.: 068018

Place : Mumbai

Date : May 27, 2019

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 **PRAG BOSIMI SYNTHETICS LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") as at 31st March, 2019 in conjunction with our audit of the consolidated Ind AS financial statements of the Group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiaries companies and its associates, are 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 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 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. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Group and its associates have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the respective 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 M.H Dalal & Associates
Chartered Accountants
Firm Registration No.: 112449W

For AMD & Associates
Chartered Accountants
Firm Registration No.: 318191E

Devang M. Dalal
Partner
Membership No.: 109049

Debashish Bardoloi
Partner
Membership No.: 068018

Mumbai
May 27, 2019

Prag Bosimi Synthetics Limited

CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2019

Particulars	Notes	As on March 31, 2019 ₹	As on March 31, 2018 ₹
Assets			
Non-current Assets			
(a) Property, Plant and Equipment	3A	2,063,975,232	2,091,345,514
(b) Capital work-in-progress	3B	185,021,419	132,188,847
(c) Financial Assets	4		
(i) Trade Receivables	4.1	10,800,443	41,797,186
(ii) Loans	4.2	190,841,012	186,763,340
(d) Deferred Tax Assets (Net)		-	-
(e) Other Non-Current Assets	5	11,931,998	12,490,327
		<u>2,462,570,105</u>	<u>2,464,585,214</u>
Current Assets			
(a) Inventories	6	112,472,404	116,341,632
(b) Financial Assets	7		
(i) Investments	7.1	110,184,439	126,754,422
(ii) Trade Receivables	7.2	94,876,903	131,138,099
(iii) Cash and Cash Equivalents	7.3	4,425,115	6,847,325
(iv) Loans	7.4	44,490,624	45,985,088
(c) Other Current Assets	8	7,821,419	2,383,912
		<u>374,270,905</u>	<u>429,450,478</u>
Total Assets		<u><u>2,836,841,009</u></u>	<u><u>2,894,035,692</u></u>
Equity & Liabilities			
Equity			
(a) Equity Share capital	9.1	927,452,070	913,070,050
(b) Other Equity	9.2	(101,993,403)	10,799,762
		<u>825,458,667</u>	<u>923,869,812</u>
Liabilities			
Non-current liabilities			
(a) Financial Liabilities	10		
(i) Borrowings	10.1	1,599,613,018	1,471,366,204
(ii) Trade Payables	10.2	46,206,300	37,798,954
(b) Provisions	11	17,927,665	12,623,053
(c) Other Non-Current Liabilities	12	138,649,946	163,231,204
		<u>1,802,396,929</u>	<u>1,685,019,414</u>
Current Liabilities			
(a) Financial Liabilities	13		
(i) Borrowings	13.1	100,292,229	117,100,730
(ii) Trade Payables	13.2	78,518,578	121,450,538
(b) Provisions	14	8,458,145	18,459,552
(c) Other Current Liabilities	15	21,716,462	28,135,646
		<u>2,08,985,413</u>	<u>285,146,465</u>
Total Equity and Liabilities		<u><u>2,836,841,009</u></u>	<u><u>2,894,035,692</u></u>
Significant accounting policies	2		
Notes to the financial statements	3-36		

The accompanying notes are integral part of these financial statements

For M.H. Dalal & Associates
Chartered Accountants
Firm Registration No: 112449W

For AMD & Associates
Chartered Accountants
Firm Registration No: 318191E

For and on behalf of Board of Directors of Prag Bosimi Synthetics Limited
CIN: L17124AS1987PLC002758

Devang M. Dalal
Partner
Membership No: 109049

Debashish Bardoloi
Partner
Membership No: 068018

Hemant B. Vyas
Managing Director
DIN: 00076289

Devang H. Vyas
Non Executive Director
DIN: 00076459

Rohit Doshi
Director
DIN: 00424996

Mukund P. Trivedi
Director
DIN: 07179964

Mumbai
May 27, 2019

G. M. Das
Director
DIN: 00144978

Deepali R. Pathak
Director
DIN: 05217417

Raktim Kumar Das
Chief Financial Officer

Madhu Dharewa
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

Particulars	Notes	Year ended March 31, 2019 ₹	Year ended March 31, 2018 ₹
Income			
Revenue From Operations	16	579,515,131	232,036,194
Other Income	17	8,716,232	8,393,456
Total Revenue		<u>588,231,363</u>	<u>240,429,650</u>
Expenses			
Cost of Materials Consumed	18.1	244,564,862	107,285,122
Purchases of Stock in Trade	18.2	247,377,591	91,489,920
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	18.3	3,156,405	1,686,197
Employee Benefits Expense	18.4	54,389,842	56,335,260
Finance Cost	18.5	19,104,290	58,577,657
Depreciation and Amortisation Expenses	18.6	42,762,978	35,531,207
Other Expenses	18.7	89,668,559	102,175,509
Total Expenses		<u>701,024,528</u>	<u>453,080,871</u>
Profit/(Loss) before Exceptional and Extraordinary Items and Tax		<u>(112,793,165)</u>	<u>(212,651,221)</u>
Exceptional Items		-	-
Profit/(Loss) before Tax		<u>(112,793,165)</u>	<u>(212,651,221)</u>
Tax Expense		-	-
Profit/(Loss) for the year		<u>(112,793,165)</u>	<u>(212,651,221)</u>
Other Comprehensive income			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total comprehensive income		<u>(112,793,165)</u>	<u>(212,651,221)</u>
Earnings per equity share : (Face value of Rs 10 each)			
Basic and Diluted (Rupees)		(1.48)	(2.81)
Significant accounting policies	2		
Notes to the financial statements	3 -36		

The accompanying notes are integral part of these financial statements

For M.H. Dalal & Associates
Chartered Accountants
Firm Registration No: 112449W

For AMD & Associates
Chartered Accountants
Firm Registration No: 318191E

For and on behalf of Board of Directors of Prag Bosimi Synthetics Limited
CIN: L17124AS1987PLC002758

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Partner
Membership No: 109049

Debashish Bardoloi
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Membership No: 068018

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Managing Director
DIN: 00076289

Devang H. Vyas
Non Executive Director
DIN: 00076459

Rohit Doshi
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DIN: 00424996

Mukund P. Trivedi
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DIN: 07179964

Mumbai
May 27, 2019

G. M. Das
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DIN: 00144978

Deepali R. Pathak
Director
DIN: 05217417

Raktim Kumar Das
Chief Financial Officer

Madhu Dharewa
Company Secretary

Prag Bosimi Synthetics Limited

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

A Equity share capital

Particulars	Amount ₹
As at April 1, 2017	741,289,950
Changes in equity share capital during the year	171,780,100
As at March 31, 2018	913,070,050
Changes in equity share capital during the year	14,382,020
As at March 31, 2019	927,452,070

B Other Equity

Particulars	Reserve and surplus				Total
	Capital Reserve	Capital Redemption Reserve	General Reserve	Retained earnings	₹
Balance as at April 1, 2017	16,700,000	814,625,000	1,375,220,077	(2,021,640,019)	184,905,058
Profit/(loss) for the year	-	-	-	(212,651,221)	(212,651,221)
Transferred during the year	-	-	38,545,925	-	38,545,925
Other comprehensive income for the period	-	-	-	-	-
Total comprehensive income for the year	-	-	38,545,925	(212,651,221)	(174,105,296)
Balance as at March 31, 2018	16,700,000	814,625,000	1,413,766,002	(2,234,291,240)	10,799,762
Profit/(loss) for the year	-	-	-	(112,793,165)	(112,793,165)
Transferred during the year	-	-	-	-	-
Other comprehensive income for the period	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(112,793,165)	(112,793,165)
Balance as at March 31, 2019	16,700,000	814,625,000	1,413,766,002	(2,347,084,405)	(101,993,403)
Significant accounting policies	2				
Notes to the financial statements	3 -36				

The accompanying notes are integral part of these financial statements

For M.H. Dalal & Associates
Chartered Accountants
Firm Registration No: 112449W

For AMD & Associates
Chartered Accountants
Firm Registration No: 318191E

For and on behalf of Board of Directors of Prag Bosimi Synthetics Limited
CIN: L17124AS1987PLC002758

Devang M. Dalal
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May 27, 2019

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Director
DIN: 05217417

Raktim Kumar Das
Chief Financial Officer

Madhu Dharewa
Company Secretary

STATEMENT OF CONSOLIDATED CASH FLOWS FOR THE YEAR APRIL 1, 2018 TO MARCH 31, 2019

Particulars	Year ended March 31, 2019 ₹	Year ended March 31, 2018 ₹
A Cash flow from operating activities:		
Loss before tax	(112,793,165)	(212,651,221)
Adjustments for:		
Gain on redemption of mutual fund investment measured at FVPL	-	(14,031)
Interest Income	(5,681,842)	(6,107,395)
Dividend Income	-	(801,345)
Exchange Gain	(36,047)	-
Interest Expense	19,104,290	58,577,657
Depreciation and Amortization Expense	42,762,978	35,531,207
Operating profit/(loss) before working capital changes	(56,643,785)	(125,465,128)
Adjustments for:		
(Increase) / decrease in Inventories	3,869,228	(668,395)
(Increase) / decrease in Trade Receivables	67,257,939	(155,773,584)
(Increase) / decrease in Other Current Assets	(5,437,507)	668,771
(Increase) / decrease in Other Non-current Assets	558,329	455,301
(Increase) / decrease in Current and Non-current Loans and Advances	(2,583,208)	(4,569,337)
Increase / (decrease) in Trade Payables	(34,524,613)	68,814,116
Increase / (decrease) in Other Current Liabilities	(6,419,185)	9,919,353
Increase / (decrease) in Other Non-Current Liabilities	(24,581,258)	13,536,153
Increase / (decrease) in Provisions	(4,696,795)	16,267,925
Cash generated from operations	(63,200,856)	(176,814,825)
Taxes paid	-	-
Net cash flows from operating activities	(63,200,856)	(176,814,825)
B Cash flow from investing activities		
Purchase of Property, Plant and Equipment including Capital Work-in-progress (Net)	(86,593,599)	(119,292,117)
Sale of Current Investments (Net)	16,569,983	138,131,688
Interest received	5,869,906	6,147,066
Net cash flows from / (used in) investing activities	(64,153,710)	24,986,637
C Financing Activities		
Proceed from issue of share capital	14,382,020	15,277,840
Proceed/(Repayment) of Long-term Borrowings (Net)	125,451,358	150,243,921
Repayment of Short-term Borrowings (Net)	(1,808,501)	(46,286,477)
Received Government Grants	-	60,000,000
Interest paid	(13,092,521)	(44,453,124)
Net cash flow from / (used in) financing activities	124,932,356	134,782,160
Net increase /(decrease) in cash and cash equivalents	(2,422,210)	(17,046,028)
Cash and cash equivalents at the beginning of the year	6,847,325	23,893,353
Cash and cash equivalents at the end of the year	4,425,115	6,847,325
Net increase /(decrease) in cash and cash equivalents	(2,422,210)	(17,046,028)
Components of cash and cash equivalents		
Cash in hand	491,450	398,307
Foreign currency in hand	-	-
Balances with banks in current account	2,152,961	2,492,783
Balances with banks in Escrow account	476,746	2,652,276
Others - Margin Money Deposit	1,303,959	1,303,959
Total cash and cash equivalents	4,425,115	6,847,325
Significant accounting policies	2	
Notes to the financial statements	3-36	

The accompanying notes are integral part of these financial statements

For M.H. Dalal & Associates
Chartered Accountants
Firm Registration No: 112449W

For AMD & Associates
Chartered Accountants
Firm Registration No: 318191E

For and on behalf of Board of Directors of Prag Bosimi Synthetics Limited
CIN: L17124AS1987PLC002758

Devang M. Dalal
Partner
Membership No: 109049

Debashish Bardoloi
Partner
Membership No: 068018

Hemant B. Vyas
Managing Director
DIN: 00076289

Devang H. Vyas
Non Executive Director
DIN: 00076459

Rohit Doshi
Director
DIN: 00424996

Mukund P. Trivedi
Director
DIN: 07179964

Mumbai
May 27, 2019

G. M. Das
Director
DIN: 00144978

Deepali R. Pathak
Director
DIN: 05217417

Raktim Kumar Das
Chief Financial Officer

Madhu Dharewa
Company Secretary

Prag Bosimi Synthetics Limited

Notes to and forming part of the Consolidated Financial Statement as on and for the year ended March 31, 2019

1. COMPANY INFORMATION

Prag Bosimi Synthetics Limited (“the company”) is a domestic public limited company with registered office situated at House No.4, Nilgiri Path, R. G. Barua Road, Near Doordarshan, Guwahati – 781 024. It is engaged primarily in manufacturing of Polyester Yarn.

The Company has started manufacturing factory operations with effect from 28/03/2017. The company continued its activities in separate division Bosimi Apparel.

2. BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS:

The Consolidated Financial Statements (CFS) relates to parent company Prag Bosimi Synthetics Limited (PBSL) and its subsidiary companies (collectively referred to as the “Group”).

These financial statements are prepared and presented in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 notified under section 133 of the Companies Act, 2013, the relevant provisions of the Companies Act, 2013 (“the Act”) and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

PRINCIPLES OF CONSOLIDATION:

The CFS are prepared, as far as possible using uniform significant accounting policies for the transactions and other events in similar circumstances and are presented in the same manner as PBSL’s separate financial statements. The Financial statements of PBSL and its subsidiaries have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, the intra group balance and intra group transactions and unrealized profits or losses resulting from intra group transactions are fully eliminated.

COMPANIES INCLUDED IN CONSOLIDATION:

The CFS comprises the audited financial statements (except as mentioned otherwise) of PBSL and its subsidiaries for the year ended 31st March, 2019, which are as under:

Name of the Company	Country of Incorporation	PBSL’s Ownership Interest	
		As on March 31, 2019	As on March 31, 2018
Prag Jyoti Textile Park Private Limited	India	16.08%	11.75%
Prag Bosimi Texurising Private Limited	India	100%	100%
Prag Bosimi Packaging Private Limited	India	100%	100%

3. SIGNIFICANT ACCOUNTING POLICIES:

The Company follows the accrual system of accounting and recognizes income and expenditure on accrual basis. Accounting policies not referred to otherwise are consistent with the Generally Accepted Accounting Principles.

i. Statement of Compliance:

These financial statements are prepared and presented in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 notified under section 133 of the Companies Act, 2013, the relevant provisions of the Companies Act, 2013 (“the Act”) and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

ii. Property, Plant and Equipment (PPE):

Property, plant and equipment are stated at acquisition or construction cost less accumulated depreciation and impairment loss. Cost comprises the purchase price and any attributable cost of bringing the asset to its location and working condition for its intended use, including relevant borrowing costs and any expected costs of decommissioning.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

The cost of an item of PPE is recognized as an asset if, and only if, it is probable that the economic benefits associated with the item will flow to the Company in future periods and the cost of the item can be measured reliably. Expenditure incurred

Notes to and forming part of the Consolidated Financial Statement as on and for the year ended March 31, 2019 (Contd.)

after the PPE have been put into operations, such as repairs and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred.

Items such as spare parts, standby equipment and servicing equipment are recognized as PPE when it is held for use in the production or supply of goods or services, or for administrative purpose, and are expected to be used for more than one year. Otherwise such items are classified as inventory.

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

iii. Depreciation on Property, Plant and Equipment:

- a. Depreciation on fixed assets other than lease-hold land is provided on straight-line method in the manner specified in Schedule II of Companies Act, 2013.
- b. Leasehold Land is amortized over the remaining period of lease.
- c. Depreciation on additions/deductions during the year has been provided on pro-rata basis with reference to the month of addition/deduction.

iv. Treatment of Expenditure during Construction Period:

As per the consistent accounting policy all expenditure related to the project construction/implementation and income arising out of project activities and funds related to the project are capitalized and allocated to the respective fixed assets.

v. Investments:

Temporary in nature Investments other than long term investments being current investments are Investments which are intended to be held for more than a year from the date of acquisition are classified as long term investments and are valued at cost subject to reduction made for diminution in value that is other than valued at cost or fair market value whichever is lower.

vi. Inventories:

Inventories are valued at lower of cost or net realizable value after providing for obsolescence, if any. Cost includes purchase price, duties, transport & handling costs and other costs directly attributable to the acquisition and bringing the inventories to their present location and condition.

- a) Raw materials, stores, spares, consumables and construction materials: At lower of cost or net realizable value.
- b) Work in process: At lower of cost or net realizable value.
- c) Finished Goods: At lower of cost or net realizable value

vii. Retirement Benefits:**a. Defined Contribution Plan:**

The Company's liability towards Employee's Provident Fund scheme administered by the Employees Provident Fund Scheme, Govt. of India is considered as Defined Contribution Plan. The Company's contributions paid towards these defined contribution plans is recognized as expense in the Profit and Loss Account during the year in which the employees rendered the related service.

b. Defined Benefit Plan:

Company's liabilities towards gratuity and leave encashment if any are considered as Defined Benefit Plans. The present value of the obligations towards gratuity is determined based on actuarial valuation using the projected unit credit method. As regards the Leave encashment, it is calculated on the actual balance leave of each employee on the year-end. This is done on the same basis as in the last accounting year.

viii. Transactions of foreign currency items:

Transactions in foreign currency are recorded at the rate of exchange in force at the date of transaction. Foreign currency assets and other liabilities other than for financing fixed assets are stated at the rate of exchange prevailing at the year-end and resultant gains/losses are recognized in the capital work in progress. Foreign currency loans for financing fixed assets (other than those where the company is protected against exchange fluctuations) are accounted for at the rate of exchange prevailing at the year end and the resultant exchange difference is adjusted to the cost of assets.

Notes to and forming part of the Consolidated Financial Statement as on and for the year ended March 31, 2019 (Contd.)

ix. Government Grants and Subsidies:

Government Grants are recognized when there is a reasonable assurance that the same will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized in the Statement of Profit and Loss by way of a deduction to the related expense on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income on a systematic basis over the expected useful life of the related asset.

Government grants, that are receivable towards capital investments under State Investment Promotion Scheme, are recognized in the Statement of Profit and Loss in the period in which they become receivable.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates and is being recognized in the Statement of Profit and Loss.

x. Taxes on Income:

No provision for taxation is made as the company has incurred losses during the year and has also brought forward unabsorbed losses.

No provision for deferred taxation is made in accounts as the company has been incurring losses year after year.

xi. Provisions and Contingent Liabilities:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A present obligation that arises from past events, where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability.

Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company, where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and is recognized.

xii. There were no events occurring after the Balance Sheet date which require reporting.

xiii. Revenue Recognition:

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

- a) Sales are recognized on transfer of significant risks and rewards of ownership of the goods to the buyer as per the terms of contract and no uncertainty exists regarding the amount of consideration that will be derived from sales of goods. It also includes excise duty (as it is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not) and price variation based on the contractual agreement. It is measured at fair value of the consideration received net of sales tax/value added tax and discounts. Sales exclude self-consumption of finished goods.
- b) Income from services is recognized (net of service tax/GST as applicable) as they are rendered, based on agreement/arrangement with the concerned customers.
- c) Dividend income is accounted for when the right to receive the income is established.

Notes to and forming part of the Consolidated Financial Statement as on and for the year ended March 31, 2019 (Contd.)

- d) For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset.
- e) Interest income for all financial instruments measured at fair value through other comprehensive income is recognized in the Statement of Profit and Loss.
- f) Export incentives, insurance, railway and other claims, where quantum of accruals cannot be ascertained with reasonable certainty, are accounted on acceptance basis.

xiv. Earnings Per Share:

Basic Earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

Prag Bosimi Synthetics Limited

Notes to and forming part of the Consolidated Financial Statement as on and for the year ended March 31, 2019 (Contd.)

3A Property, Plant and Equipment

	Land Freehold	Land Leasehold	Building Owned	Plant & Machinery	Furniture & Fixtures	Vehicles	Office Equipment	TOTAL
Gross Carrying Amount								
Balance as at 31st March, 2017	578,617	229,730	291,021,158	1,864,879,811	3,722,255	1,616,108	1,150,613	2,163,198,293
Exchange Difference	-	-	-	-	-	-	-	-
Additions	-	-	323,515	61,681,550	220,758	-	-	62,225,823
Reclassification as held for sale	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
Balance as at 31st March, 2018	578,617	229,730	291,344,673	1,926,561,361	3,943,013	1,616,108	1,150,613	2,225,424,115
Exchange Difference	-	-	-	-	-	-	-	-
Additions	-	-	-	15,028,335	364,362	-	-	15,392,697
Reclassification as held for sale	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
Balance as at 31st March, 2019	578,617	229,730	291,344,673	1,941,589,696	4,307,375	1,616,108	1,150,613	2,240,816,812
Accumulated Depreciation								
Balance as at 31st March, 2017	-	19,992	17,027,207	80,867,092	423,510	202,938	6,656	98,547,395
Additions	-	19,992	15,785,967	19,103,326	452,798	162,467	6,656	35,531,207
Disposals								
Reclassification as held for sale								
Balance as at 31st March, 2018	-	39,984	32,813,174	99,970,418	876,308	365,406	13,312	134,078,602
Additions	-	19,992	17,444,209	24,234,556	798,157	259,408	6,656	42,762,978
Disposals								
Reclassification as held for sale								
Balance as at 31st March, 2019	-	59,976	50,257,383	124,204,974	1,674,465	624,814	19,968	176,841,580
Net carrying amount								
Balance as at 31st March, 2018	578,617	189,746	258,531,500	1,826,590,943	3,066,705	1,250,702	1,137,301	2,091,345,514
Balance as at 31st March, 2019	578,617	169,754	241,087,291	1,817,384,722	2,632,910	991,294	1,130,645	2,063,975,232

3B Capital Work in Progress

31st March, 2018								132,188,847
31st March, 2019								185,021,419

Notes to and forming part of the Consolidated Financial Statement as on and for the year ended March 31, 2019 (Contd.)

Particulars	As on 31st March, 2019	As on 31st March, 2018
4 Non-Current Financial Assets		
4.1 Non-Current Trade Receivables		
Unsecured, Considered Good		
Trade Receivables	10,800,443	41,797,186
	<u>10,800,443</u>	<u>41,797,186</u>
4.2 Non-Current Long Term Loans		
Unsecured, Considered Good		
Advances to Suppliers	6,645,930	2,761,792
Advances receivable in Cash/Kind	184,195,082	184,001,548
	<u>190,841,012</u>	<u>186,763,340</u>
5 Other Non-Current Assets		
Security Deposits	9,121,796	9,706,796
Other Non-Current Assets	2,810,202	2,783,531
	<u>11,931,998</u>	<u>12,490,327</u>
6 Inventories		
Raw Materials	21,398,752	16,765,864
Work-in-Progress	21,784,791	7,783,547
Finished Goods	24,254,320	41,411,969
Stores and Spares	45,034,541	50,380,251
	<u>112,472,404</u>	<u>116,341,632</u>
7.1 Current Investments		
Fixed Deposits with Bank	110,184,439	126,754,422
	<u>110,184,439</u>	<u>126,754,422</u>
7.2 Current Trade Receivables		
Unsecured, Considered Good		
Trade Receivables	94,876,903	131,138,099
	<u>94,876,903</u>	<u>131,138,099</u>
7.3 Cash & Cash Equivalent		
Balances with Bank	2,152,961	2,492,783
Balances in Escrow Account	476,746	2,652,276
Cash on hand	491,450	398,307
Others - Margin Money Deposit	1,303,959	1,303,959
	<u>4,425,115</u>	<u>6,847,325</u>
7.4 Current Loans and Advances		
Unsecured, Considered Good		
Loans and Advances to Employees	2,932,598	3,165,650
Advances to Suppliers	22,240,483	21,823,137
Balance with Government Authorities	19,317,544	20,996,301
	<u>44,490,624</u>	<u>45,985,088</u>

Prag Bosimi Synthetics Limited

Notes to and forming part of the Consolidated Financial Statement as on and for the year ended March 31, 2019 (Contd.)

Particulars	As on 31st March, 2019	As on 31st March, 2018
8 Other Current Assets		
Interest Accrued but not Due on Fixed Deposits	-	200,742
Income Accrued but not Due	5,630,289	-
Prepaid Expenses	1,812,246	1,804,286
Preliminary Expenditure (to the extent not written off or adjusted)	378,884	378,884
	<u>7,821,419</u>	<u>2,383,912</u>

9.1 Equity Share Capital

Authorised shares :

12,00,00,000 Equity Shares of ₹10/- each with voting rights	1,200,000,000	1,200,000,000
300,00,000 Equity Shares (Unclassified) of ₹10/- each with voting rights	300,000,000	300,000,000
90,00,000 Redeemable Preference Shares of ₹100/- each	900,000,000	900,000,000
10,00,000 Optionally Convertible Redeemable Preference Shares of ₹100/- each	100,000,000	100,000,000
	<u>2,500,000,000</u>	<u>2,500,000,000</u>

Issued, subscribed and fully paid up capital :

Equity Shares of ₹10/- each with voting rights	772,875,870	758,496,350
Calls in Arrears	(3,123,800)	(3,126,300)
15,77,000 Redeemable Cumulative Preference Shares of ₹100/- each	157,700,000	157,700,000
	<u>927,452,070</u>	<u>913,070,050</u>

Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting period

Particulars	As on 31st March, 2019		As on 31st March, 2018	
	Number	Amount	Number	Amount
At the beginning of the period	75,849,635	758,496,350	74,441,625	744,416,250
Share issued during the period	1,437,952	14,379,520	1,408,010	14,080,100
Outstanding at the end of the period	<u>77,287,587</u>	<u>772,875,870</u>	<u>75,849,635</u>	<u>758,496,350</u>

Details of shareholders holding more than 5% shares in the Company

Particulars	As on March 31, 2019		As on March 31, 2018	
	Number of Shares Held	% of holding	Number of Shares Held	% of holding
Assam Industrial Development Corporation Limited	18,377,980	24.69%	18,377,980	24.69%
Akhilesh Merchantile Private Limited	6,423,909	8.63%	6,423,909	8.63%
Devsai Investments and Finances Private Limited	4,250,000	5.71%	4,250,000	5.71%

Terms / rights attached to equity shares

The company has only one Class of Equity Shares having a par value of ₹10/- per share. Each Holder of Equity Share is entitled to one vote per share. The shareholders are entitled to dividend in the proportion of their shareholding. In the event of Liquidation of the company. The Holders of Equity Shares will be entitled to receive remaining assets of the Company, after payment of all external liabilities. The Distribution will be in proportionate to the number of Equity Shares.

Notes to and forming part of the Consolidated Financial Statement as on and for the year ended March 31, 2019 (Contd.)

Particulars	As on 31st March, 2019	As on 31st March, 2018
9.2 Other Equity		
Reserves & Surplus		
Capital Reserve	16,700,000	16,700,000
Capital Redemption Reserve	814,625,000	814,625,000
General Reserve	1,413,766,002	1,413,766,002
Retained Earnings	<u>(2,347,084,405)</u>	<u>(2,234,291,240)</u>
	<u>(101,993,403)</u>	<u>10,799,762</u>
10 Non-Current Financial Liabilities		
10.1 Non-Current Borrowings		
Secured		
Term Loans from Financial Institution	-	215,000,000
Unsecured		
Debentures		
Optionally Cumulative Convertible Debentures (OCCD)	568,375,000	568,375,000
Loans		
From Government	28,000,000	28,000,000
From Related Parties	<u>1,003,238,018</u>	<u>659,991,204</u>
	<u>1,599,613,018</u>	<u>1,471,366,204</u>
10.2 Non-Current Trade Payables		
Trade Payables	<u>46,206,300</u>	<u>37,798,954</u>
	<u>46,206,300</u>	<u>37,798,954</u>
11 Non-Current Provisions		
Provisions for Employee Benefits		
(i) Gratuity	10,451,515	11,148,926
(ii) Leave Encashment	6,257,778	-
(iii) Leave Travel Allowance	1,054,348	1,310,103
(iv) Other Defined Benefit Plan - Insurance	<u>164,024</u>	<u>164,024</u>
	<u>17,927,665</u>	<u>12,623,053</u>
12 Other Non-Current Liabilities		
Interest Accrued on Borrowings	15,840,674	13,866,674
Deffered Income - Government Grant	100,000,000	100,000,000
Advances from Customers	3,459,181	37,220,850
Salary Payable	6,672,231	6,449,938
Other Expenses Payable	2,264,441	2,286,392
Security Deposits	50,610	50,610
Unpaid Dividend	2,315,813	738,813
Statutory Liabilites	<u>8,046,996</u>	<u>2,617,927</u>
	<u>138,649,946</u>	<u>163,231,204</u>

Prag Bosimi Synthetics Limited

Notes to and forming part of the Consolidated Financial Statement as on and for the year ended March 31, 2019 (Contd.)

Particulars	As on 31st March, 2019	As on 31st March, 2018
13 Financial Liabilities		
13.1 Current Borrowings		
Secured		
Term Loans		
From Financial Institution	-	15,000,000
Unsecured		
Loans		
Others		
Bank Overdraft	100,292,229	102,100,730
	<u>100,292,229</u>	<u>117,100,730</u>
13.2 Current Trade Payables		
Trade Payables	78,518,578	121,450,538
	<u>78,518,578</u>	<u>121,450,538</u>
14 Current Provisions		
Provisions for Employee Benefits		
(i) Gratuity	3,055,130	2,820,668
(ii) Leave Encashment	1,473,566	6,257,778
Provision for Expenses	3,929,449	9,381,106
	<u>8,458,145</u>	<u>18,459,552</u>
15 Other Current Liabilities		
Earnest Money Deposit	100,000	100,000
Mobilization Advance	5,521,716	3,037,217
Retention Money	5,902,276	4,165,027
Interest Accrued on Borrowings	-	1,554,473
Advances from Customers	206,297	2,872,532
Salary Payable	7,304,128	7,159,740
Statutory Liabilities	2,542,791	9,082,527
Others	139,253	164,130
	<u>21,716,462</u>	<u>28,135,646</u>
16 Revenue from Operations		
Sale of Products	518,471,672	211,963,429
Other Operating Revenue		
- Sale of Scrap	4,540,556	7,015,278
- Brokerage and Commission	56,502,903	13,057,487
	<u>579,515,131</u>	<u>232,036,194</u>
Sale of Products (GROSS)	518,471,672	211,963,429
Less: Excise Duty	-	193,131
Sale of Products (NET)	<u>518,471,672</u>	<u>211,770,298</u>

Notes to and forming part of the Consolidated Financial Statement as on and for the year ended March 31, 2019 (Contd.)

Particulars	As on 31st March, 2019	As on 31st March, 2018
17 Other Income		
Interest Income	5,681,842	6,107,395
Dividend Income	-	801,345
Gain/(Loss) on sale/redemption of Investments	-	14,031
Other Non-operating Income	3,034,390	1,470,686
	8,716,232	8,393,456
18.1 Cost of Materials Consumed		
Raw Materials at the Beginning of the year	16,765,864	17,144,312
Add: Purchases	249,197,750	106,906,675
	265,963,614	124,050,987
Less: Raw Materials at the End of the year	21,398,752	16,765,864
Total Cost of Materials Consumed	244,564,862	107,285,122
18.2 Purchases of Stock in Trade		
Readymade Garments	34,107,205	8,943,174
Fabrics	213,270,385	82,546,746
	247,377,591	91,489,920
18.3 Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade		
Closing Inventories		
Finished Goods	24,254,320	41,411,969
Work-in-Progress	21,784,791	7,783,547
	46,039,111	49,195,516
Opening Inventories		
Finished Goods	41,411,969	43,176,014
Work-in-Progress	7,783,547	7,705,699
	49,195,516	50,881,713
	3,156,405	1,686,197
18.4 Employee Benefits Expense		
Salaries, Wages and Bonus	53,558,613	53,603,094
Contributions to Provident and Other Funds	311,331	1,946,792
Staff Welfare Expenses	519,898	785,374
	54,389,842	56,335,260

Prag Bosimi Synthetics Limited

Notes to and forming part of the Consolidated Financial Statement as on and for the year ended March 31, 2019 (Contd.)

Particulars	As on 31st March, 2019	As on 31st March, 2018
18.5 Finance Cost		
Interest Expenses	19,104,290	58,577,657
	19,104,290	58,577,657
18.6 Depreciation and Amortisation expenses		
Depreciation on Plant, Property and Equipment	42,742,986	35,511,215
Amortiation of Intangible Assets	19,992	19,992
	42,762,978	35,531,207
18.7 Other Expenses		
Consumption of Stores and Spares	816,396	1,009,432
Power and fuel	28,950,325	33,641,178
Labour Charges	11,098,982	12,000,919
Freight and forwarding	5,798,064	2,068,920
Advertisement expenses	102,937	131,021
Rent including lease rentals	4,552,560	3,682,444
Repairs and maintenance - Buildings	52,093	12,220
Repairs and maintenance - Machinery	1,255,602	2,255,902
Repairs and maintenance - Others	989,266	2,463,588
Insurance Expenses	1,428,868	2,178,337
Interest on delayed payment	(53,131)	498,013
Rates and taxes	251,703	82,072
Communication	362,013	558,818
Vehicle Expenses	2,006,055	1,831,355
Travelling and conveyance	5,396,938	3,934,726
Printing and stationery	1,663,594	1,444,273
Commission Expenses	1,047,460	108,644
Donations and contributions	472,872	66,402
Legal and professional	2,541,773	4,749,884
Auditors' Remuneration (See details below)	121,356	374,500
Prior Priod Expenses	14,848,518	23,864,753
Miscellaneous expenses	5,964,315	5,218,109
	89,668,559	102,175,509
Payments made to Auditors		
Statutory Audit Fees	121,356	270,750
Tax Audit Fees	-	103,750
	121,356	374,500

Notes to and forming part of the Consolidated Financial Statement as on and for the year ended March 31, 2019 (Contd.)**19. Contingent liabilities not provided for:**

Sr. No.	Particulars	As at March 31, 2019 ₹	As at March 31, 2018 ₹
a)	Counter Guarantees for Sales tax	5,000	5,000
b)	Claims against the Group not acknowledged as debts	335,822,000	264,208,000
c)	Letter of undertaking executed in favor of Joint Director General of foreign trade under Duty Exemption Entitlement Scheme (Advance License Scheme) for custom duty	13,040,682	13,040,682
d)	Letters of credit and Bank Guarantees given by bankers on behalf of the Company.	5,250,000	5,250,000

20. The Company had received an order from Company Law Board Kolkata Bench for transferring of 3,000,000 Preference Shares in the Name of 3A Capital Services Limited, against which the company has preferred an Appeal in Bombay High Court.

21. The Board is contemplating taking steps for recovering the calls-in-arrears from defaulting applicants, including forfeiture of the shares as a last resort after exhausting all other avenues for recovery in a spirit of maintaining shareholder friendly environment. The Board therefore considers it prudent not to provide for the interest on calls-in-arrears.

22. Estimated amount of contracts remaining to be executed on capital account net of advances is ₹ Nil (Previous Year ₹ Nil).

23. Provision for Depreciation on Property, Plant and Equipment:

i. The Company has provided depreciation in its books of accounts on its Plant and Equipment only to the extent of 10% of the value as on 1st April, 2018. This is based on the expert view that depreciation is linked to the actual user for an asset. The Company has barely used 10% of its Plant and Machinery and hence the treatment to the depreciation as permitted under Ind AS 16.

ii. Depreciation has not been provided on new addition to Plant and Equipment installed during the year amounting to ₹ 3,484,880/- as the same have not been put to use on 31.03.2019.

24. During the year, the Company invested in Associate Company ₹ 3,742,980/- (374,298 Equity Shares of ₹ 10/- each) (Previous Year ₹ 1,197,750/- being 119,775 Equity Shares of ₹ 10/- each) which is reflected as Non-Current Investment in the Financial Statement.

25. Loans and Advances include ₹ 91,21,796/- (Previous Year ₹ 97,06,796/-) overdue from various parties on account of accommodation deposits, security deposits, ex-employees, etc.

26. Compensation for delayed payment, if any, will be accounted in the books of account, if and when realized.

27. There is no amount overdue and remaining unpaid to small scale/or ancillary Industrial Suppliers on principal and/or interest as at the close of the year.

28. In the opinion of the Board of Directors, in the ordinary course of business the value on realization of current assets, loans and advances, including security Deposits are at least equal to the amount at which they are stated in the Balance Sheet.

29. Amounts appearing in Trade Receivables & Payables are realized and paid as on date of signing. Balances of Banks, Sundry Debtors, Sundry Creditors, Loans & Advance, and Deposits are subject to confirmation.

30. Prag Bosimi Synthetics Ltd (Holding Company) has two subsidiary companies viz Prag Bosimi Texurising Private Limited and Prag Bosimi Packaging Private Limited which are non-operating and non revenue generating. Therefore, operating expenditure incurred by the company are absorbed by the holding Company.

31. Capital Work in Progress of Prag Jyoti Textile Park Private Limited:

The Company is setting up new Textile Park. Expenses are related to area and road development, boundary wall and Gate, common facility building including labor rest room, construction of packing, dyeing and bleaching unit, standard design factory, Pre engineering building fabrication/erection and warehousing etc. All the expense are Capitalized as Capital Work in Progress.

Prag Bosimi Synthetics Limited

Notes to and forming part of the Consolidated Financial Statement as on and for the year ended March 31, 2019 (Contd.)

32. Disclosure under IND AS – 108 : Segment Report:

Operating Segments:

Textile Manufacturing	Yarn
Packaging	Corrugated Box
Garment	Readymade Garment
Knitted Fabrics	Knitted Fabrics
Others	Fabric & others

The chief operational decision maker (CODM) monitors the operating results of its business for the purpose of making decisions about resource allocation and performance assessment. Operating segments have been identified on the basis of the nature of products.

Revenue and Expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of associated revenue of the segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

Assets & Liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets & Liabilities are disclosed as unallocable.

(Figures are indicated in ₹ '000) in Thousands

Particulars	Yarn	Packaging	Garment/ Fabrics	Knitted Fabrics	Others	Total
REVENUE						
External Revenue	193,417	17,178	289,693	18,184	69,760	588,231
Previous Year	87,296	12,287	112,381	-	28,466	240,430
RESULTS						
Total Segment Results	(76,523)	(297)	39,151	(209)	69,760	31,882
Previous Year	(87,760)	(139)	16,187	-	28,466	(43,246)
Finance Cost						19,104
Previous Year						58,578
Unallocable Expenses Net of Unallocable Income						125,573
Previous Year						110,798
Net Profit						(112,793)
Previous Year						(212,651)

*Previous Year's figures are regrouped.

Notes to and forming part of the Consolidated Financial Statement as on and for the year ended March 31, 2019 (Contd.)**33. Related Party Transactions:**

As per Indian Accounting Standard 24 "Related Party Transactions" as prescribed by the Companies (Indian Accounting Standards) Rules, 2015 the Company's Related Parties, Transactions during the year and their Closing Balances (if Any) are disclosed below:

- **Relationships**

- a. Other Related Parties in transactions with the company:

Key Managerial Personnel	1. Mr. Hemant B. Vyas (MD)
	2. Mr. Ramesh C. Pokhriyal (CEO)
	3. Mr. Raktim Kumar Das (CFO)
	4. Ms. Madhu Dharewa (CS)
Directors	1. Ms. Deepali Pathak
	2. Mr. Mukund Trivedi
	3. Mr. Devang H. Vyas
	4. Mr. Rohit Doshi
	5. Mr. Girindra M. Das
	6. Mr. Prasanta Bora
Entities with Common Directors	1. Ayodhya Vintrade Private Limited
	2. Interlink Suppliers Private Limited

- **Details of Transactions and closing Balances**

- a. **Transactions during the year**

Particulars	For the year ended March 31, 2019 ₹	For the year ended March 31, 2018 ₹
1. Remuneration Paid to Key Managerial Personnel		
Mr. Hemant B. Vyas	781,230	781,230
Mr. Ramesh C. Pokhriyal	3,300,000	3,300,000
Mr. Raktimkumar Das	1,560,000	1,560,000
Ms. Madhu Dharewa	600,000	600,000
2. Directors Sitting Fees		
Ms. Deepali Pathak	20,000	-
Mr. Mukund Trivedi	20,000	-
Mr. Devang H. Vyas	10,000	-
Mr. Rohit Doshi	15,000	-
Mr. Girindra M. Das	5,000	-
Mr. Prasanta Bora	5,000	-
3. Loans Received (Net)		
Mr. Hemant B. Vyas	353,350,000	102,069,948
4. Shares Issued, Subscribed and Alloted of Prag Jyoti Textile Park Private Limited		
Mr. Hemant B. Vyas	7,593,680	2,429,970
Mr. Devang H. Vyas	4,003,290	1,348,270

Prag Bosimi Synthetics Limited

Notes to and forming part of the Consolidated Financial Statement as on and for the year ended March 31, 2019 (Contd.)

b. Closing Balances

Particulars	As on March 31, 2019	As on March 31, 2018
1. Remuneration Payable to Key Managerial Personnel		
Mr. Hemant B. Vyas	5,371,939	4,895,429
Mr. Ramesh C. Pokhriyal	290,400	618,550
Mr. Raktimkumar Das	123,000	230,900
Ms. Madhu Dharewa	49,800	49,050
2. Unsecured Loans Payable		
Mr. Hemant B. Vyas	810,662,802	457,312,802
Ayodhya Vintrade Private Limited	79,950,000	79,950,000
Interlink Suppliers Private Limited	89,250,000	89,250,000

34. Preliminary Expenses will be written off from the year of Commencement of Commercial Activities in case of Group companies.

35. Earnings per Share:

Earnings Per Share	For the year ended March 31, 2019	For the year ended March 31, 2018
	₹	₹
Net Loss as per Statement of Profit & Loss	(112,793,165)	(212,651,221)
Weighted Average Equity Shares Outstanding (Numbers)	76,318,447	75,676,045
Basic and Diluted Earnings Per Share (Face Value ₹ 10/- per Share)	(1.48)	(2.81)

36. Previous Year Comparatives:

Previous Year's figures of the Company have been regrouped / reclassified / rearranged wherever necessary, to conform to this year's classification.

The accompanying notes are integral part of these financial statements

For M.H. Dalal & Associates
Chartered Accountants
Firm Registration No: 112449W

For AMD & Associates
Chartered Accountants
Firm Registration No: 318191E

For and on behalf of Board of Directors of Prag Bosimi Synthetics Limited
CIN: L17124AS1987PLC002758

Devang M. Dalal
Partner
Membership No: 109049

Debashish Bardoloi
Partner
Membership No: 068018

Hemant B. Vyas
Managing Director
DIN: 00076289

Devang H. Vyas
Non Executive Director
DIN: 00076459

Rohit Doshi
Director
DIN: 00424996

Mukund P. Trivedi
Director
DIN: 07179964

Mumbai
May 27, 2019

G. M. Das
Director
DIN: 00144978

Deepali R. Pathak
Director
DIN: 05217417

Raktim Kumar Das
Chief Financial Officer

Madhu Dharewa
Company Secretary

ANNEXURE-I

A. DETAILS OF OPENING STOCK, PURCHASES, SALES & CLOSING STOCK OF FINISHED GOODS ARE AS UNDER

	UNIT	For the twelve months period ended 31.03.2019		For the twelve months period ended 31.03.2018	
		Quantity	Amount	Quantity	Amount
a. Opening Stock			₹		₹
Yarn	MT	141.16	19,947,651	122.97	9,539,143
Readymade Garment	Pcs	13736	3,118,341	30694	10,060,393
Others					
b. Purchases					
Fabric	MTRS	1420365.20	213,270,385	2242309.24	82,546,746
Readymade Garment	Pcs	82672	34,107,205	28626	8,943,174
Knitted Fabric		7.64	1,556,786		
c. Actual Production/Processed					
Transfer from Raw Material		-		153.85	
Yarn (net of captive consumption)	MT	1621.03		733.53	
Knitted Fabric		135.25		-	
Garments	Pcs				
d. Sales					
Yarn	MT	1592.72	193,525,121	869.19	87,906,614
Fabric	MTRS	1420365.20	249,183,858	2242309.24	97,411,903
Readymade Garment	Pcs	88381	40,509,105	45584	14,899,257
Knitted Fabric		138.60	18,183,538		
Others			17,070,049		11,745,655
Transfer to Raw Material	MT	64.12	4,071,751		
e. Closing Stock					
Yarn	MT	169.47	12,638,997	141.16	19,947,651
Readymade Garment	Pcs	8027	2,981,780	13736	3,118,341
Knitted Fabric		4.29	497,400		-
Polyester chips	MT				
B. (i) Details of Raw Materials Consumed					
Polyester chips	MT			368	25,913,111
Yarn	MT	1712.32	185,925,883	571	51,982,344
Knitted Fabric	MT	142.89	15,003,448	-	-
Others			43,635,531		29,389,667
Total		-	244,564,862	-	107,285,122

(ii) Details of value of imported and indigenous Raw Material, Components consumed and percentage of each to the total consumption

	For the twelve months period ended 31.03.2019		For the twelve months period ended 31.03.2018	
	%	Amount	%	Amount
Raw Materials		₹		₹
- imported	-	-	-	-
- indigenous	100	-	100	-
	100	-	100	-
Others				
- imported	-	-	-	-
- indigenous	100	-	100	-
	100	-	100	-

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Prag Bosimi Synthetics Limited

CIN: L17124AS1987PLC002758

Regd. Office : House No.4, Nilgiri Path, R. G. Barua Road, Near Doordarshan, Guwahati 781 024 Assam.

ATTENDANCE SLIP

Name of Member(s)	
Name of Proxy	
Folio No. / *DP Id and Client Id	

* Applicable for investors holding shares in electronic form

I / We hereby record my / our presence at the 27th ANNUAL GENERAL MEETING of the Company held on Thursday, 26th September 2019 at House No.4, Nilgiri Path, R.G.Barua Road, Near Doordarshan, Guwahati 781 024 Assam. at 11.30 a.m.

Member's / Proxy's Signature
(To be signed at the time of handing over this slip)

NOTES

1. Please complete this attendance slip and hand it over at the entrance of the meeting hall.
2. Joint shareholder may obtain additional attendance slip at the venue of the meeting

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Prag Bosimi Synthetics Limited

CIN: L17124AS1987PLC002758

Regd. Office : House No.4, Nilgiri Path, R.G.Barua Road, Near Doordarshan, Guwahati 781 024 Assam.

Form No. MGT- 11

PROXY FORM

[Pursuant to section 105(6) of the Company Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):		E-mail id:	
Registered address:		Folio No./*Client id:*DP id:	

*Applicable for investors holding shares in electronic form

I/We, being the member(s) of _____ Shares of Prag Bosimi Synthetics Limited, hereby appoint:

1.	Name		E-mail id:	
	Address		Signature	

or failing him

2.	Name		E-mail id:	
	Registered		Signature	

or failing him

3.	Name		E-mail id:	
	Registered		Signature	

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 27th ANNUAL GENERAL MEETING of the Company on Thursday, Sept 26, 2019 at 11.30 a.m. at House No.4, Nilgiri Path, R.G.Barua Road, Near Doordarshan, Guwahati 781 024 Assam. and at any adjournment thereof in respect of such resolutions as are indicated below:-

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Sr. No.	Resolutions	For	Against
1	Adoption of:		
	(a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.		
	(b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of Auditors thereon.		
2	Re-appointment of Shri Devang H. Vyas, retiring by rotation		
3	Re-appointment of Shri Rohit P. Doshi (DIN 00424996) as an Independent Director of the Company		
4	Appointment of Ms Beena Vasdev Advani (DIN 0008534761) as an Independent Director of the Company		
5	Reclassification of Authorised share capital and Amendment to the Memorandum of Association		
6	Change in the Authorised Share Capital and consequent alteration of the Capital Clause in the Articles of Association of the Company:		

Signature of Shareholder _____

Signature of Proxy _____

Signed this _____ day of _____ 2019

Affix
Revenue
Stamp

Notes: This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

PRAG BOSIMI SYNTHETICS LIMITED

CIN: L17124AS1987PLC002758

Regd. House No. 4, Niligiri Path , R.G. Barua Road, Near Doordarshan, Guwahati - 781024
Tel : +91 22 22660300/301, Email : secretarial@bosimi.com; Website : www.pragbosimi.com

Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., Phone no. and E-mail id in our records. We would also like to update your current signature records in our system to have better services in future.

To achieve this we solicit your co-operation in providing the following details to us:

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following:

Folio No.	:	
PAN No.	:	
E-mail ID :	:	
Telephone Nos. with STD Code :	:	+91
Name and Signatures	:	1.
		2.
		3.

Thanking you,

For Prag Bosimi Synthetics Limited

Madhu Dharewa
Company Secretary & Compliance Officer

By Post / Courier

If undelivered, please return to :-

Prag Bosimi Synthetics Limited
R-79/83, Laxmi Insurance Building,
5th Floor, Sir P. M. Road,
Mumbai 400 001.