

POLYTEX INDIA LIMITED

401, 4thFloor, Nisarg Apartment, Besant Road, Vile Parle (W), Mumbai - 400056
Tel.:91-022-67147824/827 • Fax No : 91-022-67804776 • Website : www.polytexindia.com •
Email :polytexindia@gmail.com, CIN : L51900MH1987PLC042092

September 06, 2019

To,
Corporate Services Department
The BSE Limited
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Sub: Annual Report for the Financial Year ended March 31, 2019 and Notice of the 33rd Annual Report Meeting (AGM):

Ref: Scrip Code: 512481

Respected Sir/Madam,

The Annual General Meeting of the Company is Schedule to be held on Monday, September 30, 2019. Please find enclosed the Integrated Annual Report of the Company for the Financial Year 2018 -19 which includes the Notice of 33rd AGM

You are requested to kindly take above information on your record.

Thanking You,

Yours Faithfully,

For Polytex India Ltd.

Paresh Kariya
Paresh Mulji Kariya
Din: 00215937
Whole Time Director



POLYTEX INDIA LTD

33rd ANNUAL REPORT 2018-2019

REGISTERED OFFICE

401, 4th Floor, Nisarg Apartment,
Besant Road, Vile Parle (West),
Mumbai - 400056
Tel No. 022-67147827

BOARD OF DIRECTORS

Mr. Paresh Mulji Kariya : Whole Time Director
Mr. Arvind Mulji Kariya : Whole Time Director and CFO
Mr. NitinKhimji Kariya : Independent Director
Mrs. Priti Sagar : Additional Director - appointed w.e.f 08.02.2019
Mrs. Kranti Yashwant Bhowad : Independent Director - resignation w.e.f 08.02.2019
Mr. Sachchidanand Rajaram Adam : Independent Director

BANKERS

Bank of India
HDFC Bank

AUDITORS

M/s. Apraj & Associates & Co.
Chartered Accountants,
Mumbai

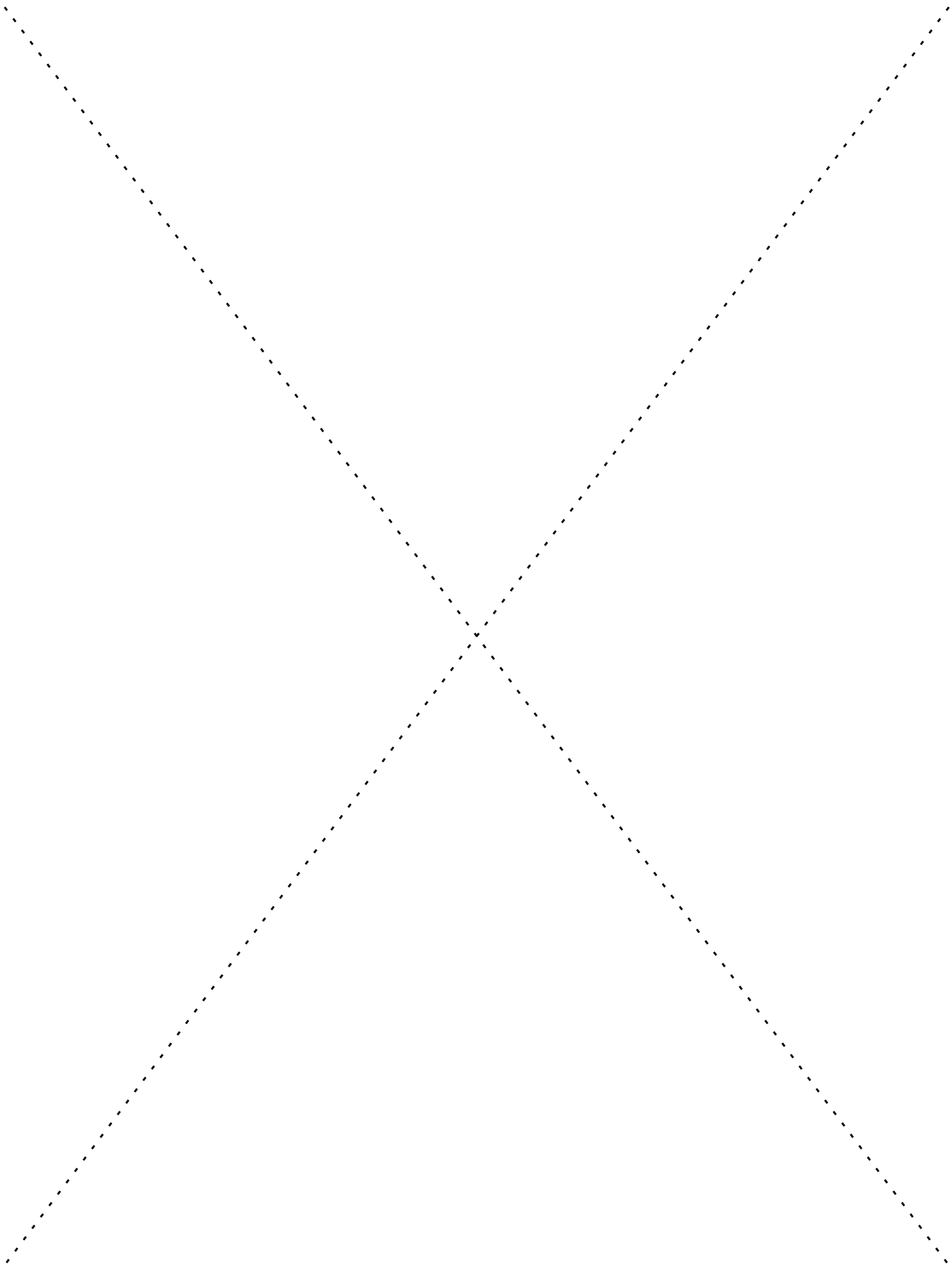
REGISTRAR & TRANSFER AGENTS

M/s. Link Intime India Pvt. Ltd
C-101, 247 Park,
LBS Marg, Vikhroli(West)
Mumbai, 400083
ISIN:INE012F01016

WEBSITE: www.polytexindia.com

Email: polytexindia@gmail.com

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NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting (AGM) of the members of Polytex India Ltd will be held on Monday, September 30, 2019, at 10.00 a.m. at the 1st Floor, Nisarg Apartment, Besant Road, Vile Parle – West, Mumbai - 400056 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2019 and the report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Arvind Mulji Kariya (Din: 00216112) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 139(1) and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, appointment of M/s. Apraj & Associates., Chartered Accountants (having Firm Registration No. 140355W) be and is hereby ratified as the Statutory Auditors of the Company, from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company, as approved by the members of the Company at such remuneration as may be decided between the Board of Directors and the Auditor mutually.”

AS SPECIAL BUSINESS:**Item no. 4**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 of the Listing Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Priti Rameshbhai

Sagar (Director Identification Number: 02376953), who was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from February 08, 2019 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mrs. Priti Rameshbhai Sagar (Director Identification Number: 02376953) for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company on continuation basis to hold office for 5 (Five) consecutive years commencing from September 30, 2019, not liable to retire by rotation, as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors and/or the Company secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

By and Behalf of the Board of Directors

Polytex India Ltd.

Paresh Mulji Kariya

Whole Time Director

Registered Office:

401, 4th Floor, Nisarg Apartment,
Besant Road, Vile Parle (West),
Mumbai - 400056

Mumbai, 13th August, 2019

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received by the company at the registered office not less than 48 Hours before the meeting
2. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company. In case proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. A statement giving details of Director seeking re-appointment under item no. 2 of the accompanying notice as required by Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is annexed herewith
5. Members/Proxies should bring the duly filled attendance slip to attend the meeting.
6. The Register of members and share transfer books of the company will remain closed from September 22, 2019 to September 30, 2019 (both days inclusive).
7. Members are requested to furnish their Bank Account details, Changes of address, e-mail address etc. to the Company's Registrars and Transfer Agent viz. M/s. Link Intime India Pvt. Ltd at the address mentioned on cover page, in respect of shares held in the physical form and to their respective Depository Participants, if shares are held in electronic form.
8. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
9. Members may note that 33rd AGM Notice, Annual Report 2018-19 of the Company is also available on the Company's website at www.polytexindia.com so on the website of the respective Stock Exchange at www.bseindia.com.
10. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purpose unless any members has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode.
11. All the members who have either not received or have not yet encashed their dividend warrant(s) for the last 7 financial years, in which whenever the dividend was declared, till date are requested to write to the Company's Registrar and Share Transfer Agent at the address mentioned below for obtaining duplicate dividend warrant without further delay
12. Members are requested to note that as section 123 of the Companies Act, 2013, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government.
13. Members desirous of getting any information about accounts of the Company are requested to send their queries at the Registered Office of the Company at least 10 days prior to the date of meeting so that the requisite information can be readily made available at the meeting.
14. Members / proxies are requested to bring the copies of annual report and attendance slip duly filled while attending the meeting.
15. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from System Support and have it duly filled and sent back to them.

16. The Securities and Exchange Board of India has notified that the shareholders/transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their PAN Card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders / transferee of shares (including joint holders) are requested to furnish a self attested copy of their PAN Card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action.
17. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from with effect from December 05, 2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
18. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration Rules) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements), Regulation, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by National Securities Depository Limited (NSDL), on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN

noted in step (i) above. Click Login.

- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Name of the company".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- 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 EventNumber)	USER ID	PASSWORD/PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
18. Corporate/Institutional shareholders (corporate/FIs/Flls/Trust/Mutual Funds/Banks, 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 at ruchilgandhi77@gmail.com

19. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
20. The e-voting portal will be open for voting from Friday, 27th September, 2019 (10.00 a.m. IST) to Sunday, 29th September, 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 21st September, 2019, may cast their vote electronically. The e-voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter.
21. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on 21st September, 2019,
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.nsdcl.com or call on toll free no.: 1800-222-990.
23. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
24. The results of e-voting will be placed by the Company on its website: www.polytexindia.com within Two days of the AGM and also communicated to the stock exchanges, where the shares of the Company are listed.
25. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.
26. Mr. Ruchil Gandhi, of M/s. Ruchil Gandhi & Associates, Practicing Company Secretaries, (Membership No.48715) has been appointed as the Scrutinizer to scrutinize the e-voting process.
27. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
28. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
29. The Scrutinizer after scrutinizing the votes cast at the Annual General Meeting and through remote e-voting will not later than three days of the conclusion of Annual General Meeting make a consolidated Scrutinizer's Report and submit the same to the Chairman.
30. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.polytexindia.com and on the website of NSDL and communicated to the BSE Limited (BSE where the shares of the Company are listed).
31. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut -off date i.e. 21st September, 2019 may follow the same procedure as mentioned above for e-Voting. However, if you are already registered with NSDL for remote e-voting then you can use your exiting password for casting your vote.

Route map from Vile Parle Railway Station to Nisarg Apartment i.e venue of Annual General Meeting.



Registered Office :

401, 4th floor, Nisarg apartment,
Besant Road, Vile Parle (West),
Mumbai - 400056
13th August, 2019

By and Behalf of the Board of Directors
Polytex India Ltd.

Pareesh Mulji Kariya
Whole Time Director &
Chairman

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors, an Independent Director shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation.

The Directors of the Company (based on the recommendation of Nomination and Remuneration Committee) had on 08th February, 2019 appointed Mrs. Priti Rameshbhai Sagar as a Additional Non-Executive Independent Director, to hold office upto the date of next Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of Rs.1,00,000/- (Rupees One Lakh only) proposing the candidature of Mrs. Priti Rameshbhai Sagar for the office of the director.

Mrs. Priti Rameshbhai Sagar has given declaration that he meet the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company.

A brief profile of Mrs. Priti Rameshbhai Sagar is attached to this notice.

Your Directors recommend the resolution set out at Item no. 4 to be passed as an Ordinary resolution by the members.

Except Mrs. Priti Rameshbhai Sagar, being the appointee, none of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution set out at Item no. 4.

The information of Director being re-appointed as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Mrs. Priti Rameshbhai Sagar	Mr. Arivnd Mulji Kariya
DIN	02376953	00216112
Date of Birth	18-03-1984	23-04-1965
Nationality	Indian	Indian
Date of Appointment on the Board	08-02-2019	31-01-2008
Qualification	Commerce Graduate	Commerce Graduate
Expertise	He has more than 10 years of experience in Stock Market. He has comprehensive knowledge and insight in dealing and settlement procedures. He is in-charge of operations, back office management and risk management. Also having experience in the field of Stock Broking, Commodities Broking and financial expertise.	He has more than 22 years of experience in Stock Market. He has comprehensive knowledge and insight in dealing and settlement procedures. He is in-charge of operations, back office management and risk management. Also having experience in the field of Stock Broking, Commodities Broking, Insurance Agency, Mutual Funds Distribution
Number of shares held in the Company	NIL	23,87,500
List of Directorships held in other companies	NIL	1. Wadgad Fincap Limited 2. Rapid Credits And Mercantiles Private Limited 3. Anugrah Insurance Brokers Private Limited 4. Anugrah Realty Developers Private Limited 5. Ruchi Food Plaza Private Limited
Chairman/ Member of the Committee of the Board of Companies in which he is Director (other than Polytex India Limited)	NIL	

To,
The Members
Polytex India Ltd.
Mumbai

Your Directors have pleasure in presenting their 33rd Annual Report with the audited accounts for the year ended 31st March, 2019.

1. Financial Results

During the year under review, the Company has earned total income of Rs. 7,343,918 and earned a profit of Rs.974,975 after providing for provision for taxation of Rs. 340,846(Including provision for deferred Tax).

Your directors are hopeful of achieving better results in current year.

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Profit Before Depreciation and Tax	13,15,821	25,67,333
Depreciation	0	0
Profit before Tax	13,15,821	25,67,333
Provision for Tax	(338,000)	(735,000)
Deferred Tax	(4297)	0
Previous Years Adjustments	1451	(142,052)
Profit After Tax	974,975	1690281
Transferred to General Reserve	0	0
Surplus in the Statement of P & L Account	16,761,288	15,786,313

*Previous year's figures have been regrouped / rearranged wherever necessary

2. Operations of the Company

The overall performance during the year under review has not been quite satisfactory due to recession in the overall market. The company is deploying its resources in the best possible way to increase business volumes and plans to achieve increased turnover in the current year.

3. Dividend

Considering the need to conserve resources for future projects, your Directors have not recommended any dividend for the financial year ended 31st March, 2019.

4. Share Capital

During the year under review, there was no change in the Share Capital structure and the paid up capital of the Company.

5. Public Deposits

The Company has not accepted any fixed deposits from public, or its employee during the year

6. Particulars of Loans, Guarantees or Investments

Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013

form part of the notes to the financial statements provided in this Annual Report. However, it is to be noted that the Company being the Registered NBFC, the provision of section 186 is not applicable to the Company

7. Particulars of Contracts or arrangements with related parties

All related party transaction entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with related parties which may have potential conflict with interest of the company at large. The particulars of such contract or arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the companies Act, 2013 are attached herewith in Annexure I in Form No. AOC-2.

All related party transactions are approved by the Audit Committee. Prior omnibus approval is obtained from the Audit Committee in respect of the transactions which are repetitive in nature. The transactions entered into pursuant to the omnibus approval so granted are

reviewed on a quarterly basis by the audit committee.

The Policy of Related Party transaction / Disclosures are approved by the Board is posted on the Company's website vizwww.polytexindia.com

8. Number of meeting of Board of Directors

The Board of Directors of the Company met Six (6) times during year 2018-19 on, 21.04.2018, 28.05.2018, 10.08.2018, 14.11.2018, 08.02.2019 and 22.03.2019. The details of various Board Meetings are provided in the Corporate Governance Report that forms part of this Annual Report. The gap intervening between two meetings of the board is as prescribed in the Companies Act, 2013.

Additionally, during the financial year ended March 31, 2019 the Independent Director held a separate meeting on 22.03.2019 in compliance with the requirements of Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 . All the Three Independent Directors have attended the meeting.

9. Directors and Key Managerial Personnel

Pursuant to Section 152 of the Companies Act, 2013, Mr. Arvind Mulji Kariya, Director of the Company, retire by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting.

10. Declaration of Independent Directors

The Company has received necessary declaration form the each Independent Directors under section 149(7) of the Companies Act, 2013, that he/ she meets the criteria for independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

11. Directors' Responsibility Statement

In compliance with Section 134(5) of the Companies Act, 2013, the Board of Directors hereby confirms the following:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) Appropriate accounting policies have been selected and applied consistently and have made judgments

and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit and loss of the Company for the year ended March 31, 2019,

- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The annual accounts have been prepared on a going concern basis;
- e) Proper internal financial controls were followed by the Company and such internal financial controls are adequate and were operating effectively,
- f) Proper systems are devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and under regulation 25 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees.

In line with effective governance requirements, the Board reviews its own performance annually using a pre - determined template designed as a tool to facilitate the evaluation process. The assessment was built around the functioning of the Board as a whole, its committees and also the evaluation of Individual Directors. While the individual Directors' Performance was reviewed by the Chairman and the rest of the Board excluding the Director being evaluated, the Chairman's and Non - Independent Directors performance was appraised through feedback from Independent Directors.

13. Policy relating to remuneration of Directors, Key Managerial Personnel and other Employees

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed and adopted the policy for selection and appointment

of Directors, senior management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report which forms part of this Report. The policy lays down criteria for selection of directors and senior management such as expertise, experience and integrity of the directors, independent nature of the Directors, personal and professional standing, diversity of the Board etc.

As on 31.03.2019, the NRC comprises of the following members:

Mr. Nitin Khimji Kariya	- Chairman
Ms. Priti Rameshbhai Sagar*	- Member
Mr. Sachindanand Rajaram Adam	- Member

During the year, the committee met three time in the year on 28.05.2018, 10.08.2018 and 08.02.2019 all Committee members have attended both meeting.

*The Member of the Committee, Mr. Kranti Bhowad, is a Non-Executive Independent Director had been resigned w.e.f.08.02.2019. and Ms. Priti Rameshbhai Sagar was appointment the as Additional Independent Director w.e.f 08.02.2019.

14. Stakeholders Relationship Committees

As on 31.03.2019, the Company has Stakeholders Relationship Committee comprising of the following three Non-Executive and Independent Directors:

Mr. Nitin Khimji Kariya	- Chairman
Ms. Priti Rameshbhai Sagar*	- Member
Mr. Sachindanand Rajaram Adam	- Member

The functions performed by the Stakeholders Relationship Committee and the particulars of meetings held and attendance thereat are given in the Corporate Governance Report.

During the year, the committee met Four times in the year on 28.05.2018, 10.08.2018, 14.11.2018 and 08.02.2019 all Committee members have attended both meeting.

*The Member of the Committee, Mr. Kranti Bhowad, is a Non-Executive Independent Director had been resigned w.e.f.08.02.2019. and Ms. Priti Rameshbhai Sagar was appointment the as Additional Independent Director w.e.f 08.02.2019.

15. Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 & Co., Apraj & Associates, Chartered Accountants, the Statutory Auditors of the Company, hold office upto the conclusion of the Thirty Six (36th) Annual General Meeting. However, their appointment as Statutory Auditors of the Company is subject to ratification by the Members at every Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if their appointment is ratified, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

16. Auditors Report

The Auditors Report to the Members on the Accounts of the Company for the financial year ended March 31, 2019 does not contain any qualifications, reservations or adverse remarks.

17. Details of Fraud Reported By Auditors

There were no frauds which are reported to have been committed by employees or officers of the Company. The statutory auditors of the Company have vide their report of even date confirmed that no fraud by the Company and no material fraud on the Company has been noticed or reported during the year

18. Secretarial Auditors

M/s. Ruchil Gandhi & Associates was appointed to conduct the Secretarial Audit of the Company for FY 2018-19, as required under section 204 of the Companies Act, 2013 and rules thereunder. The secretarial audit report for FY 2018-19 forms the part of the annual report as Annexure II of the Board's report.

The Secretarial Audit Report does not contain any material qualification, reservation or adverse remark

19. Audit Committee

As on 31.03.2019, the Company has an Audit Committee comprising of the following three Non-Executive and Independent Directors:

Mr. Nitin Khimji Kariya	- Chairman
Ms. Priti Rameshbhai Sagar*	- Member
Mr. Sachindanand Rajaram Adam	- Member

During the year under review, the Board has accepted all the recommendation of the Audit Committee.

The functions performed by the Audit Committee and the particulars of meetings held and attendance thereat are given in the Corporate Governance Report.

During the year, the committee met Four times in the year on 28.05.2018, 10.08.2018, 14.11.2018 and 08.02.2019 all Committee members have attended both meeting.

*The Member of the Committee, Mr. Kranti Bhowad, is a Non-Executive Independent Director had been resigned w.e.f.08.02.2019.and Ms. Priti Rameshbhai Sagar was appointment the as Additional Independent Director w.e.f.08.02.2019.

20. Internal Financial Control

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. Further Directors are personally overview the adequacy of internal controls.

During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

21. Vigil Mechanism for Directors and Employee

In Compliance with the provisions of Section 179(9) of the Companies Act, 2013 read has adopted a Whistle Blower Policy as a vigil mechanism for directors and employees of the Company. The Whistle Blower Policy is disclosed on the Company's website www.polytexindia.com

22. Risk Management Framework

Pursuant to SEBI Listing Regulations, the Company has prepared Risk Management Framework for identifying and evaluating various major business risks faced by the Company. Risk Management Framework aims to lay down the procedure for risk assessment and risk minimization. Risk Management Framework is prepared to ensure internal controls and effectively respond to any changes in the business environment so as to achieve high degree of business performance, limit any negative impact on its working and avail of benefits arising out of any business opportunities.

The audit committee has additional oversight in the

area of financial risks and controls.

23. Familiarization Programme for Independent

Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013 mandates the Company to familiarize the Independent Directors with the Company by conducting training programmes. During the year, the Board members were regularly apprised with the overview of the Company and its operations by the Senior Management team.

During the year, the Board Members are provided with all necessary documents/ reports and internal policies to enable them to familiarize with the Company's procedures and practices and keep themselves abreast of the latest corporate, regulatory and Industry developments.

24. Material changes and commitment affecting the financial position of the company occurred between the end of the financial year to which this financial statements relate and the date of the report

No material changes and commitments affecting the financial position of the company occurred between the end of the financial year to which these financial statements relate and date of this report.

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

There are no significant and material orders passed by any Regulator or Court or Tribunal which would impact the going concern status and the company's operation in future.

26. Subsidiaries, Joint Ventures and Associate Companies

The Company does not have any Subsidiary, Joint venture or Associate company. Hence, disclosure of statement containing salient features of the Financial Statements of Subsidiaries/Associate Companies / Joint Ventures in Form AOC-1 is not applicable to the Company

27. Change in the Nature of Business

There has been no change in the nature of Business during the year under review.

28. Particulars of Employees

Information on particulars of employees' remuneration as per Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is reported to be nil as there are no employees who are in receipt of remuneration above the prescribed limit.

The Ratio of remuneration of each director to the median employee's remuneration and other details in terms of Sub - Section 12 of Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this Report as Annexure III

29. Annual Return

An extract of the Annual return has been annexed as Annexure IV to the Board Report in compliance with section 92 of the Companies Act 2013 read with applicable Rules made thereunder.

30. Transfer of Unclaimed Dividend to Investor Education and Protection fund

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a periods of seven years from the date of its transfer to unpaid dividend account is required to be transferred by the Company to Investors Education and Protection Fund established by the central government under the provisions of section 125 of the Companies Act, 2013.

31. Corporate Governance

We strive to maintain high standard of Corporate Governance in all our interactions with stakeholders. The Company has conformed to the Corporate Governance code as stipulated under the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. A separate section on Corporate Governance along with a certificate from the auditors confirming the level of compliance is attached and forms a part of the Board's Report

32. Management Discussion and Analysis Report

Management Discussion and Analysis forms a part if

this annual report and is annexed to the Board's Report.

33. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Your Company is not an energy intensive unit, however possibilities are continuously explored to conserve energy and to reduce energy consumption to the extent possible. During the year under review, considering the nature of activities presently being carried on by the Company, categorical information of the Company in terms of the Rules is provided below:

(A) Conservation of energy: (i)	Steps taken or impact on conservation of energy	Regular efforts are made to conserve the energy at all levels. Several environment friendly measures were adopted by the Company such as Installation of capacitors to save power, Installed Thin Film Transistor (TFT) monitors that saves power, LED Lights, Creating environmental awareness by way of distributing the information in electronic form, Minimising air-conditioning usage, Shutting off all the lights when not in use etc
(ii)	Steps taken by the company for utilizing alternate sources of energy	The Company is into Service Industry and hence except Electricity, the Company is not required to use any other alternate source of energy.
(iii)	Capital Investment on energy conservation equipments;	NIL

(B) Technology absorption:

The activities and business of the Company are such that it does not involve use of ultra modern technologies and hence the disclosure under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is not applicable to the Company.

(C) Foreign Exchange Earning and Outgo:

During the year under review Company did not earn any foreign exchange and there is no foreign exchange outgo.

34. Disclosure as per the sexual harassment of women at workplace (Prevention, Prohibition and redressal) act, 2013

The Company has in place a prevention of Sexual Harassment Policy in line with the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

There were no Complaints received and disposed off during the financial year 2018-19.

35. Information under Regulation 34 (3) read with Schedule V of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015:

There are no shares in the demat suspense account or

unclaimed suspense account.

34. Acknowledgement

Your Directors take this opportunity to express the gratitude to all investors, clients, vendors, bankers, Regulatory and Government authorities, Stock Exchanges and business associates for their cooperation, encouragement and continued support extended to the Company. Your Directors also wish to place on record their appreciation to the Associates for their continuing support and unstinting efforts in ensuring an excellent all round operational performance at all levels.

For and on behalf of the Board of Directors

**Paresh Mulji Kariya
Chairman & Director**

Mumbai,
13th August, 2019

Annexure I
Form AOC - 2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2019, which were not arm's length basis.

2. Details material contract or arrangement or transactions at arm's length basis

(b)	Nature of contracts / arrangements / transactions	Salary	Salary	Rent
(c)	Duration of the contracts / arrangements / transactions	5 years	5 years	On Going
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Payment of Remuneration	Payment of Remuneration	Payment of rent in respect of property used by the company
(e)	Date(s) of approval by the Board	28.05.2018	28.05.2018	28.05.2018
(f)	Amount paid as advances, if any:	NIL	NIL	NIL

Annexure II
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

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

To,

The Members,

POLYTEXINDIA LTD

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by POLYTEX INDIA LTD (hereinafter-called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis forevaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **POLYTEXINDIA LTD** 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**, 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 **POLYTEX INDIA LTD** ("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 thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are applicable to the Company:-

- (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, 2015
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - Not applicable as the Company has not issued ESOPs
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; -Not applicable as the Company has not listed its Debt Securities
- (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; Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the financial year under review.
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not applicable as the Company has not delisted its equity shares from any Stock Exchange during the financial year under review and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not applicable as the Company has not bought back any of its securities during the financial year under review.
- (vi) we have also examined the compliances of the provisions of the following other laws applicable specifically to the Company wherein we have also relied on the compliance certificates issued by the head

of the respective departments in addition to the checks carried out by us:

1. the Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking (Reserve Bank) Directions, 2016
2. Prevention of Money Laundering Act, 2002

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.

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 its authorized representatives during the conduct of Secretarial Audit we hereby report that in our opinion during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned.

We further report that:

1. 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.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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.

**For Ruchil Gandhi & Associates
Company Secretaries**

**Ruchil Gandhi
Proprietor
ACS No. 48715
C. P. No. 21717**

**Place: Mumbai
Dated: August 13, 2019**

This report is to be read with our letter which is annexed as **Annexure A** and forms an integral part of this report.

'Annexure A'

To,
The Members,
Polytex India Limited

Our report is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Ruchil Gandhi & Associates
Company Secretaries**

**Ruchil Gandhi
Proprietor
ACS No. 48715
C. P. No. 21717**

Place: Mumbai

Dated: August 13, 2019

Annexure III

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2018-19.

Mr. Paresh Kariya : 17.68:1

2. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19.

Mr. Paresh Kariya (WTD) : 2.13%

Mr. Arvind Kariya (WTD & CFO) : 0%

Mr. Ruchil Gandhi : 11.11%
(Company Secretary)

3. The median remuneration of employees of the Company during the financial year 2018-19 was Rs. 135780/-, there was an decrease of 42.02% in the median remuneration of employees;

4. There were 5 numbers of permanent employees on the rolls of the Company as on 31st March, 2019.
5. The explanation on the relationship between increase in remuneration and company performance: While recommending increase in remuneration, the Company takes into account various factors like financial performance of the Company and the group, comparison with peers, and consideration towards cost of living adjustments and inflation. Average increase in employee remuneration for the FY 2018-19 is 15.28%. The calculation of average increase in employees' remuneration is done based on comparable employees. The Company follows holistic performance review mechanism to ensure that the increase is commensurate with the performance of employee and company.
6. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2018-19, and comparison with the increase in the managerial remuneration for the same financial year.

Remuneration paid to employees excluding managerial personnel for the FY 2017-18	Remuneration paid to employees excluding managerial personnel for the FY 2018-19	% change in remuneration paid to employees excluding managerial personnel	Remuneration paid to managerial personnel for the FY 2017-18	Remuneration paid to managerial personnel for the FY 2018-19	(%) change in remuneration paid to managerial personnel
1170572	818036	-30.12%	2450000	2745559	12.06%

There were no exceptional circumstances for increase in Managerial Remuneration.

1. Affirmation that the remuneration is as per the remuneration policy of the Company: It is affirmed that the Remuneration paid is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Mumbai, 13th August, 2019

**Paresh Kariya
Chairman & Director**

Annexure 6
Extract of Annual Return
Form No. MGT -9

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and administration) Rules, 2014].

I. Registration and other details:

i)	CIN	L51900MH1987PLC042092
ii)	Registration Date	05/01/1987
iii)	Name of the Company	Polytex India Ltd
iv)	Category / Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company
v)	Address of the Registered office and contact details	401, 4th floor, Nisarg Apartment, Besant Road, Vile Parle - West, Mumbai-400 056. Tel: +91 22 67147800 Fax : +91 22 67804776
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083, Tel:+91 022 - 49186000 Fax: +91 022 - 49186060

II. Principal Business activities of the Company

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/service	% to total turnover of the company
1	Financing	649	100%

III. Particulars of Holding, Subsidiary and Associate Companies

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
		NIL			

IV. Share Holding Pattern (Equity share capital break up as percentage of Total Equity)

i. Category - wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian									
a. Individual / HUF	9036000	0	9036000	66.93	9036000	0	9036000	66.93	0.00
b. Central Govt.	0	0	0	0.00	0	0	0	0	0.00
c. State Govt.	0	0	0	0.00	0	0	0	0	0.00
d. Bodies Corp.	460000	0	460000	3.41	460000	0	460000	3.41	0.00
e. Banks / FI	0	0	0	0.00	0	0	0	0	0.00
f) Any other	0	0	0	0.00	0	0	0	0	0.00
Sub Total (A) (1):	9496000	0	9496000	70.34	9496000	0	9496000	70.34	0.00
(2) Foreign									
a. NRI's - Individuals	0	0	0	0.00	0	0	0	0	0.00
b. Other - Individual	0	0	0	0.00	0	0	0	0	0.00
c. Bodies Corp	0	0	0	0.00	0	0	0	0	0.00
d. Banks / FI	0	0	0	0.00	0	0	0	0	0.00
e. Any Others	0	0	0	0.00	0	0	0	0	0.00
Sub - total (A) (2):	0	0	0	0.00	0	0	0	0	0.00
Total share Holding of Promoters (A) = (A)(1) +(A)(2)	9496000	0	9496000	70.34	9496000	0	9496000	70.34	0.00
B. Public Shareholding									
1. Institutions									
a. Mutual Funds	0	0	0	0.00	0	0	0	0	0.00
b. Banks / FI	0	0	0	0.00	0	0	0	0	0.00
c. Central Govt.	0	0	0	0.00	0	0	0	0	0.00
d. State Govt. (s)	0	0	0	0.00	0	0	0	0	0.00
e. Venture Capital Funds	0	0	0	0.00	0	0	0	0	0.00
f. Insurance Companies	0	0	0	0.00	0	0	0	0	0.00
g. FIIs	0	0	0	0.00	0	0	0	0	0.00
h. Insurance Companies ⁰	0	0	0	0.00	0	0	0	0	0.00
i. Others (specify)	0	0	0	0.00	0	0	0	0	0.00
Sub Total (B)(1):	0	0	0	0.00	0	0	0	0	0.00
2. Non - Institutions									
a. Bodies Corp.	0	0	0	0.00	0	0	0	0	0.00

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
i) Indian	575959	0	575959	4.3863	589286	52400	641686	4.7532	0.3669
ii) Overseas	0	0	0	0	0	0	0	0	0.00
b. Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	509422	0	509422	3.8795	490017	292600	782617	5.7972	1.9177
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	2176450	0	2176450	16.57	2165473	24000	2189473	16.218	-0.356
c. Others (Specify)	373169	0	373169	2.841	390224	0	390224	2.841	0.0487
Sub - Total (B)(2):	3635000	369000	4004000	29.66	3635000	369000	4004000	29.66	0.00
Total Public Shareholding B = (B) (1) + (B)(2)	3635000	369000	4004000	29.66	3635000	369000	4004000	29.66	0.00
c. Shares held by Custodian for GDRs & ADRs									
Promoter and Promoter Group									
Public	0	0	0	0.00	0	0	0	0	0.00
Grand Total (A+B+c)	13131000	369000	13500000	100.00	131310000	369000	13500000	100.00	0.00

I) Shareholding of Promoters -

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change 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	Anugrah Stock & Broking Pvt. Ltd.	4,60,000	3.41	0.00	4,60,000	3.41	0.00	0.00
2	Arvind Mulji Kariya	23,87,500	17.69	0.00	23,87,500	17.69	0.00	0.00
3	Jegna Arvind Kariya	22,00,500	16.30	0.00	22,00,500	16.30	0.00	0.00
4	Paresh Mulji Kariya	20,97,500	15.54	0.00	20,97,500	15.54	0.00	0.00
5	Sadhana Paresh Kariya	23,50,500	17.41	0.00	23,50,500	17.41	0.00	0.00
	Total	94,96,000	70.34	0.00	94,96,000	70.34	0.00	0.00

iii) Change in Promoters' Shareholding

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Anugrah Stock & Broking Pvt. Ltd.				
	At the beginning of the year	4,60,000	3.41	4,60,000	3.41
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	<u>No Change</u>	<u>No Change</u>	-	-
	At the end of the year	4,60,000	3.41	4,60,000	3.41
2	Arvind Mulji Kariya				
	At the beginning of the year	23,87,500	17.69	23,87,500	17.69
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	<u>No Change</u>	<u>No Change</u>	-	-
	At the end of the year	23,87,500	17.69	23,87,500	17.69
3	Jegna Arvind Kariya				
	At the beginning of the year	22,00,500	16.30	22,00,500	16.30
	Date wise Increase / Decrease in Promoters shareholding during the year specifying the reason for increase / decrease (e.g. allotment / transfer/bonus/sweat equity etc.)	<u>No Change</u>	<u>No Change</u>	-	-
	At the end of the year	22,00,500	16.30	22,005,00	16.30
4	Paresh Mulji Kariya				
	At the beginning of the year	20,97,500	15.54	20,97,500	15.54
	Date wise Increase / Decrease in Promoters shareholding during the year specifying the reason for increase / decrease (e.g. allotment / transfer/bonus/sweat equity etc.)	No Change	No Change	-	-
	At the end of the year	20,97,500	15.54	20,97,500	15.54
5	Sadhana Paresh Kariya				
	At the beginning of the year	23,50,500	17.41	23,50,500	17.41
	Date wise Increase / Decrease in Promoters shareholding during the year specifying the reason for increase / decrease (e.g. allotment / transfer/bonus/sweat equity etc.)	No Change	No Change	-	-
	At the end of the year	23,50,500	17.41	23,50,500	17.41

iv) Shareholding pattern of top ten Shareholder: (other than Directors, Promoters and Holders of ADRs and GDRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Vadilal Kunverji Gada	376800	2.7911	376800	2.7911	376800	2.7911
2	Amita Vadilal Gada	300000	2.2222	300000	2.2222	300000	2.2222
3	Bhupesh Harishchandra Rathod	216507	1.6038	216507	1.6038	216507	1.6038
4	Mayuri Vadilal Gada	200000	1.4815	200000	1.4815	200000	1.4815
5	R R Global Enterprises Private Limited	196499	1.4555	196499	1.4555	196499	1.4555
6	Manishkumar Sumatilal Mehta (Huf)	195272	1.4465	195272	1.4465	195272	1.4465
7	IFCI Financial Services Limited	155654	1.1530	130272	1.1530	130272	1.1530
8	Samir Rupshi Shah	150000	1.1111	150000	1.1111	150000	1.1111
9	Basireddy Bhaskar Reddy	133254	0.9871	132636	0.9825	132636	0.9825
10	Kiran Madhusudan Sheth	122069	0.9042	122069	0.9042	122069	0.9042

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Form each of Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Paresh Mulji Kariya				
	At the beginning of the year	20,97,500	15.537	20,97,500	15.537
	Date wise Increase / Decrease in Promoters shareholding during the year specifying the reason for increase / decrease (e.g. allotment / transfer/bonus/sweat equity etc.)	No Change	No Change	-	-
	At the end of the year	20,97,500	15.537	20,97,500	15.537
2	Arvind Mulji Kariya				
	At the beginning of the year	23,87,500	17.6852	23,87,500	17.6852
	Date wise Increase / Decrease in Promoters shareholding during the year specifying the reason for increase / decrease (e.g. allotment / transfer/bonus/sweat equity etc.)	No Change	No Change	-	-
	At the end of the year	23,87,500	17.6852	23,87,500	17.6852
3	Priti Rameshbhai Sagar				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters shareholding during the year specifying the reason for increase / decrease (e.g. allotment / transfer/bonus/sweat equity etc.)	No Change	No Change	-	-
	At the end of the year	Nil	Nil	Nil	Nil
4	Nitin Khimji Kariya				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters shareholding during the year specifying the reason for increase / decrease (e.g. allotment / transfer/bonus/sweat equity etc.)	No Change	No Change	-	-
	At the end of the year	Nil	Nil	Nil	Nil
5	Sachchidanand Rajaram Adam				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters shareholding during the year specifying the reason for increase / decrease (e.g. allotment / transfer/bonus/sweat equity etc.)	No Change	No Change	-	-
	At the end of the year	Nil	Nil	Nil	Nil

V) 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				
i) Principal Amount	----	----	----	----
ii) Interest due but not paid	----	----	----	----
iii) Interest accrued but not due	----	----	----	----
Total (i+ii+iii)	----	----	----	----
Change in Indebtedness during the financial year				
i) Addition	----	----	----	----
ii) Reduction	----	----	----	----
Net Change	----	----	----	----
Indebtedness at the end of the financial year				
i) Principal Amount	----	----	----	----
ii) Interest due but not paid	----	----	----	----
iii) Interest accrued but not due	----	----	----	----
Total (i+ii+iii)	----	----	----	----

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Paresh Kariya (WTD)	Mr. Arvind Kariya (WTD & Chief Financial Officer)	
1	Gross salary	24,00,000	0	24,00,000
	(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	----	----	----
2	Stock Option	----	----	----
3	Sweat Equity	----	----	----
4	Commission - as % of profit - others, specify.	----	----	----
5	Others, please specify	---	---	---
	Total (A)	24,00,000	0	24,00,000
	Ceiling as per the Act	24,00,000	0	24,00,000

B. Remuneration to other directors:

The Board of Directors at its meeting had given consent to waive off the sitting fees to Directors of the Company.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	CEO	CS. Ruchil Gandhi	CFO**	Total
1	Gross salary	—	345,559	—	345,559
	(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	---	---	---	—
2	Stock Option	---	---	---	—
3	Sweat Equity	---	---	---	—
4	Commission	---	---	---	—
	- as % of profit	---	---	---	—
	- Others, specify.	---	---	---	—
5	Others, please specify	---	---	---	—
	Total	—	345,559	—	345,559

* Only for part of the year

** The remuneration of CFO is the same as that of the whole time director, Mr. Arvind Kariya, since he is the CFO for the purpose of Companies Act, 2013

MANAGEMENT'S DISCUSSION AND ANALYSIS**1. Industry Overview:**

The business of the Company is that of a Non Banking Finance Company. Non Banking Financial Companies (NBFCs) have become an integral part India's financial system. In recent times, NBFC's have emerged as lenders to both companies and individuals. When it comes to lending, NBFCs are generally regarded to be complementary to banks and are often able to offer better services and products to their customers. NBFCs play a crucial role in broadening access to financial services, enhancing competition and diversification of the financial sector. Banks and NBFCs compete for similar kinds of business. In spite of strong competition faced by the NBFCs, the inner strength of NBFCs viz. local knowledge, credit appraisal skill, well trained collection machinery, close monitoring of borrowers and personalized attention to each client, are catering to the needs of small and medium enterprises.

2. Outlook on Opportunities, Threats, Risks & Concerns:

With the long term India growth story intact, we continue to remain enthused about the growth prospects of financial services sector in India. However given the inherent linkage of most of our business with the economy and capital markets, our financial performance is subject to fluctuations depending on the pace of economic growth and activity in the capital market.

The last financial year has been year of new initiatives for company. The new financial year will see a lot of our initiatives taking shape and being deployed.

Opportunities:

- Induction of widely experienced and specialized personnel on the Board.
- Good combination of technical as well as advisory personnel in the management.

Threats:

- The largely unorganized structure of the market can affect the systematic functioning of the Company

- Likely opening up of the economy, which can be a double-edged sword.

Risk and Concerns:

The Company is exposed to specific risks that are particular to its businesses and the environment within which it operates, including capital market volatility, economic cycle and credit risk. The Company manages these risks by maintaining a conservative financial profile and by following prudent business and risk management policies.

3. Internal Control System and Adequacy:

Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The control systems set on place are checked and further supplemented by MIS which provided for planned expenditure and information on disposal and acquisition of assets. Your company has an adequate system of internal control, designed to provide reasonable assurance that assets are safeguarded; transactions are executed in accordance with management's authorisation and properly recorded. Accounting records are adequate for preparation of financial statements and other financial information. Besides, the management has put in place system for review and monitoring of non-performing assets, if any of the company for effecting recoveries.

4. Financial:

The financial performance of the Company has been satisfactory in the year under review. The Financial performances of the Company are given as under:-

Performance	Year ended 31st March, 2019	Year ended 31st March, 2018
Profit/ (Loss) before Depreciation, Interest and Taxation	13,15,821	25,67,333
Depreciation	NIL	NIL
Interest	NIL	NIL
Profit/(Loss) before Tax	13,15,821	25,67,333
Provision for Tax (including prior period adjustments)	340,846	877,052
Profit after Tax	974,975	16,90,281
Proposed Dividend	Nil	Nil
Interim Dividend	Nil	Nil
Dividend Tax	Nil	Nil
Transfer to General Reserve	Nil	Nil
Balance b/f from last year	974,975	16,90,281
Balance c/f to Balance Sheet	16,761,288	15,786,313

5. Human Resources:

Your company always regards human resources as its most valuable asset and continuously evolves policies and process to attract and retain its substantial pool of managerial resources through friendly work environment that encourages initiatives by individuals and recognizes their performance. The company has a competency based performance and potential appraisal systems for identifying and developing managerial talents and is reviewed on an ongoing basis. Emphasis is laid on providing adequate training to its employees, to meet the attitudinal and cultural values of the organization ethos to achieve customer satisfaction.

6. Disclaimer:

Certain Statements in the management Discussion and Analysis describing the company's views about the industry, expectations, objectives, etc may be understood within the meaning of applicable laws and regulations. Factors like changes in Government regulations, tax laws and other factors are such as industrial relations and economic developments etc. may further influence the company's operations or performance.

REPORT ON CORPORATE GOVERNANCE

The detailed report for the financial year ended March 31, 2019 on the compliance with the Corporate Governance requirements as specified under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), as set out below:

Company's Philosophy on Code of Governance:

Your Company is committed to bring about good corporate governance practices. It strongly believes in attaining transparency, accountability and equity, in all its operations, and in its interactions with stakeholders including shareholders, customers, employees, the government and the lenders.

The Company believes that the essence of Good Governance lies in promoting and maintaining integrity, transparency and accountability across the organization.

1. Board of Directors**(a) Composition of the Board**

The Board of Directors is headed by an Executive Chairman, Mr. Paresh Mulji Kariya who is a promoter of the Company. The Board is comprised of committed and eminent persons with considerable professional experience in varied fields and comprises a majority of Non-Executive Directors. The composition of the Board of Directors is in conformity with Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(b) Board Meetings and AGM/EGM

Six Board Meetings were held during the year under review. The dates on which the meetings were held are 21.04.2018, 28.05.2018, 10.08.2018, 14.11.2018, 08.02.2019 and 21.03.2019. The Annual General Meeting was held on 28.09.2018

(c) Directors' Attendance Record and Directorships held

Director	Whether Promoter, Executive, Non-Executive, Independent Non-Executive, Nominee	Number of Board Meetings attended	Whether attended last AGM	No. of Directorships held #	No. of Board Committees of other Companies in which a Member or a Chairman @
Mr. Paresh Mulji Kariya	Chairman - Promoter - Executive	6	Yes	2	0
Mr. Arvind Mulji Kariya	Promoter -Executive	6	Yes	1	0
Mr. Nitin Khimji Kariya	Independent - Non-Executive	6	Yes	1	0
Ms. Kranti Yashwant Bhowad*	Independent - Non-Executive	3	Yes	1	0
Ms. Priti Rameshbhai Sagar**	Independent - Non-Executive	1	No	1	0
Mr. Sachchidanand Rajaram Adam	Independent - Non-Executive	6	Yes	1	0

above mentioned directorship(s) includes directorships in Polytex India Limited and Excludes alternate directorship and directorship in foreign companies and private companies which are neither a subsidiary nor a holding company of a public company.

*Mr. Kranti Yashwant Bhowad had resigned from the Independent Director of the Company w.e.f 08.02.2019

**Ms. Priti Rameshbhai Sagar had been appointed Additional Independent Director w.e.f 08.02.2019.

@Excludes committees other than Audit Committee & Shareholders' / Investors' Grievance Committee and Companies other than public limited companies.

(d) Details of Directors Seeking Re-Election

Pursuant to Section 152 of the Companies Act, 2013, Mr. Paresh Mulji Kariya, Director of the Company, retires by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting.

3. Board Committees:**(a) Audit Committee:**

As on 31st March, 2019, the Audit Committee comprises of the following three Non-Executive Independent Directors:

Mr. Nitin Khimji Kariya	- Chairman
Ms. Priti Rameshbhai Sagar**	- Member
Mr. Sachchidanand Rajaram Adam	- Member

The Audit Committee met Four times i.e. on 28.05.2018, 10.08.2018, 14.11.2018, and 09.02.2019 during the year under review. Details of attendance of each member are as follows:

Name	Number of Audit Committee Meetings attended
Mr. Nitin Khimji Kariya	4
Ms. Kranti Bhowad*	2
Ms. Priti Rameshbhai Sagar**	1
Mr. Sachchidanand Rajaram Adam	4

*Ms. Kranti Bhowad had resigned from the Independent Director of the Company w.e.f 08.02.2019

**Ms. Priti Rameshbhai Sagar had been appointed Additional Independent Director w.e.f 08.02.2019.

Terms of Reference:

The terms of reference, role and scope of the Audit Committee covers the matters specified under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 177(4) of the Companies Act, 2013 such as overseeing of the Company's financial reporting process, recommending the appointment/re-appointment of Statutory Auditors and fixation of their fees, reviewing quarterly, half yearly and annual financial statements, changes in accounting policies & practices, compliances with the accounting standards, major accounting entries involving estimates based on the exercise of judgment by management, compliance with listing and other legal requirements relating to financial statements, scrutiny of inter-corporate loans and

investments, disclosures of related party transactions, if any, scrutiny of inter-corporate loans and investments, evaluation of internal financial controls, review of uses/application of funds raised through an issue i.e. public issue, rights issue, preferential issue, etc., before they are submitted to the Board of Directors. The Committee also reviews Management Discussion and Analysis of financial condition and results of operations and statement of significant related party transactions submitted by Management.

The Audit Committee's functions include reviewing the internal audit reports, adequacy of the internal audit functions, its structure, reporting process, audit coverage and frequency of internal audits. The responsibility of the Committee is to also review the findings of any internal investigation by the internal auditors in matters relating to suspected fraud or irregularity or failure of internal control systems of material nature, if any and report the same to the Board.

(b) Nomination and Remuneration Committee:**Composition:**

As on 31st March, 2019, the Nomination and Remuneration Committee comprises of the following three Non-Executive and Independent Directors:

Mr. Nitin Khimji Kariya - Chairman

Ms. Priti Rameshbhai Sagar** - Member

Mr. Sachchidanand Rajaram Adam - Member

Nomination and Remuneration Committee met for 3 time in the year on 28.05.2018, 10.08.2018, 08.02.2019 during the financial year 2018-19. Details of attendance of each member are as follows:

Name	Number of Nomination and Remuneration Committee Meetings attended
Mr. Nitin Khimji Kariya	3
Ms. Kranti Bhowad*	3
Ms. Priti Rameshbhai Sagar**	0
Mr. Sachchidanand Rajaram Adam	3

*Ms. Kranti Bhowad had resigned from the Independent Director of the Company w.e.f 08.02.2019

**Ms. Priti Rameshbhai Sagar had been appointed Additional Independent Director w.e.f 08.02.2019.

Terms of Reference:

The terms of reference of the Committee inter alia, include the following:

- To review, assess and recommend appointment and remuneration of executive directors.
- To review the remuneration packages payable to executive directors periodically and recommend suitable revision/ increments, whenever required to the Board of Directors of the Company.
- To recommend the commission payable to non-executive directors in accordance with and upto the limits laid down under the Companies Act, 2013.
- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with criteria laid down.
- To recommend to the Board the appointment and removal of the director and shall carry out evaluation of every director performance.
- To formulate criteria for determining qualifications, positive attributes and independence of the director.
- To recommend to the Board of a 'policy' relating to the remuneration of Directors, Key Managerial Personnel

and other employees.

- To devise a policy on Board Diversity
- To carry out such other functions as delegated by the Board from time to time.

Remuneration Policy:

The Board of Directors of the Company have approved Nomination & Remuneration Policy of the Company, which sets out the guiding principles for appointment & remuneration of Directors, Key Managerial Personnel and Senior Management of the Company.

I. Appointment and removal of Directors, Key Managerial Personnel (KMP) and Senior Management:

- a) A person being appointed as director, KMP or in senior management should possess adequate qualification, expertise and experience for the position he / she is considered for appointment.
- b) Independent Director:
 - i) Qualifications of Independent Director:

An Independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing,

administration, research, corporate governance, operations or other disciplines related to the Company's business.

ii) Positive attributes of Independent Directors:

An independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the Company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the Company in implementing the best corporate governance practices.

2. Removal:

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

3. Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

II. Remuneration:

A. Directors:

- a) Executive Directors (Managing Director, Manager or Whole Time Director):
 - i) At the time of appointment or re-appointment, the Executive Directors shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination and Remuneration (N&R) Committee and the Board of Directors) within the overall limits prescribed under the Companies Act, 2013.
 - ii) The remuneration shall be subject to the approval of

the Members of the Company in General Meeting as per the requirement of the Companies Act, 2013.

- iii) The remuneration of the Manager/ CEO/ Managing Director/ Whole Time Director is broadly divided into fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company. In determining the remuneration (including the fixed increment and performance bonus), the Committee shall consider the following:

- the relationship of remuneration and performance benchmark;
- balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
- responsibility required to be shouldered, the industry benchmarks and the current trends;
- The Company's performance vis-a-vis the annual budget achievement and individual performance.

b) Non-Executive Director:

- The Non-Executive Independent Director may receive fees for attending meeting of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One Lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
- A Non-Executive Director may be paid commission on an annual basis, of such sum as may be approved by the Board on the recommendation of the Committee.
- The Committee may recommend to the Board, the payment of commission, to reinforce the principles of collective responsibility of the Board.
- In determining the quantum of commission payable to the Directors, the Committee shall make its recommendation after taking into consideration the overall performance of the Company and the onerous responsibilities required to be shouldered by the Director.
- The total commission payable to the Directors shall

not exceed prescribed limits as specified under Companies Act, 2013.

- The commission shall be payable on pro-rata basis to those Directors who occupy office for part of the year.

B. KMP & Senior Managerial Personnel:

The remuneration to the KMP and Senior Management Personnel will be based on following guidelines:

- maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company;
- compensation should be reasonable and sufficient to attract retain and motivate KMP and senior management;
- Remuneration payable should comprise of a fixed component and a performance linked variable based on the extent of achievement of individual performance versus overall performance of the Company;
- Remuneration shall be also considered in form of long term incentive plans for key employees, based on their contribution, position and length of service, in the nature of ESOPS/ESPS.

III. Evaluation:

The Committee shall carry out evaluation of performance of every Director at regular interval (yearly). The Committee shall also formulate and provide criteria for evaluation of Independent Directors and the Board as a whole, if applicable.

Remuneration to Directors:

Details of remuneration paid to the Executive Directors during the year ended 31.03.2019 are as follows:

Name	Relation with Polytex	Inter-se Relation	Salary	Stock Option	Commission	Contribution to Provident Fund and other funds	Perquisites	Total
Mr. Paresh Kariya	Chairman & Whole Time Director	Brothers	24,00,000	-	-	-	-	24,00,000
Mr. Arvind Kariya	Whole Time Director & CFO	Brothers	-	-	-	-	-	-

Details of Remuneration / Compensation Paid to the Non- Executive / Independent Director During the Year Ended 31.03.2019:

The Non Executive Directors do not draw any remuneration from the Company. The Board of Directors of the Company has resolved to waive the Sitting Fees for attending all the meetings of the Board as well as committees and hence the Non Executive Directors have not drawn any sitting fees for attending the Board Meetings and Meeting of any Committees.

The Company did not have any pecuniary relationship or transactions with the Non-Executive Directors during 2018-2019.

Disclosure of Shareholding by Non - Executive Directors

Sr. No	Name of Director	No. of Shares Held
1	Mr. Nitin Khimji Kariya	NIL
2	Ms. Kranti Bhowad*	NIL
3	Ms. Priti Rameshbhai Sagar**	NIL
3	Mr. Sachchidanand Rajaram Adam	NIL

*Ms. Kranti Bhowad had resigned from the Independent Director of the Company w.e.f 08.02.2019

**Ms. Priti Rameshbhai Sagar had been appointed Additional Independent Director w.e.f 08.02.2019.

(c) Stakeholders Relationship Committee:

The constitution and the term of reference of the Stakeholders Relationship Committee are in compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of Listing Regulations. As on 31st March, 2019, the Stakeholders Relationship Committee comprises of the following 3 Non-Executive - Independent Directors:

Mr. Nitin Khimji Kariya	- Chairman
Ms. Priti Rameshbhai Sagar*	- Member
Mr. Sachchidanand Rajaram Adam	- Member

Ms. Kranti Bhowad had resigned from the Independent Director of the Company w.e.f 08.02.2019

*Ms. Priti Rameshbhai Sagar had been appointed Additional Independent Director w.e.f 08.02.2019 During the year, the Committee met for 4 times in the year on 28.05.2018, 10.08.2018, 14.11.2018 and 08.02.2019.

Terms of Reference:

The terms of reference of the Stakeholders' Relationship Committee are as follows:

Consider and resolve the grievance of security holders of the Company including redressal of investors complaints such as transfer or credit of securities, non -receipt of dividend/notice/annual reports, etc. and all other securities - holders related matters.

Name and designation of Compliance Officer:

Mr. Paresh Mulji Kariya, Whole Time Director of the Company is performing the duties of Compliance Officer

Detail of shareholders' Complaints received and disposed of during the year under review are as under:

Pending at the beginning of the financial year	Nil
Received during the financial year	Nil
Disposed off during the financial year	Nil
Pending at the end of the financial year	Nil

4. Familiarization Programme for Independent Directors:

The Independent Directors are familiarized, inter alia, with the Company, their duties, roles and responsibilities, the nature of the industry, the business model of the Company. The details of the same can be viewed at <http://www.polytexindia.com/corporategovernance>

General Body Meetings:

(a) Location and time, where last 3 years' Annual General Meetings were held:

Date & Time	Location	Special Resolution Passed
28th September, 2018 10.30 am	1st Floor, Nisarg Apartment, Besant Road, Vile Parle (West), Mumbai – 400056	Nil
28th September, 2017 10.30 a.m.	1st Floor, Nisarg Apartment, Besant Road, Vile Parle (West), Mumbai – 400056	Nil
29th September, 2016 4.00 p.m.	1st Floor, Nisarg Apartment, Besant Road, Vile Parle (West), Mumbai – 400056	Nil

(b) Postal Ballot:

During the year ended March 31, 2019, no resolutions were passed through Postal Ballot. None of the business proposed to be transacted at the ensuing Annual General Meeting requires passing a resolution through Postal Ballot. No Special Resolution is proposed to be conducted through Postal Ballot at the ensuing AGM.

5. Other Disclosures:**(a) Related Party Transactions**

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large:

None of the transactions with any of the related parties were in conflict with the interest of the Company at large.

The Related Party Transaction policy is posted on the Company's Website www.polytexindia.com

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

(b) Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct.

(c) The Company has generally complied with all the requirements of Listing Regulation, 2015 entered into with the Stock Exchange(s) or Securities and Exchange Board of India or any Statutory Authority on matters related to capital markets, as applicable from time to time.

(d) No penalty was imposed or strictures passed against the Company by the Stock Exchanges or SEBI or any statutory authorities on any matter related to capital markets during last three years. None

6. CEO/CFO Certification

Mr. Arvind Mulji Kariya – Chief Financial Officer of the Company have certified to the Board with regards to the compliance in terms of regulation 17(8) of Listing Regulations.

7. Means of Communication

- (a) Quarterly Results are published in Financial Express, English daily newspaper circulating in substantially the whole of India and in Mumbai Lakshdeep Marathi daily newspaper.
- (b) Website: The financial results are also posted on the Company's website www.polytexindia.com.
- (c) Whether Website also displays official news releases : No
- (d) Whether presentations made to institutional investors or to the analysts : No
- (e) Annual Report: Annual Report is circulated to all the members within the required time frame, physically through post and via E-mail, wherever the E-mail ID is available in accordance with the "Green Initiative Circular" issued by MCA. The shareholders have been provided remote e-voting option for the resolutions passed at the general meeting to vote as per their convenience.
- (f) Investor E-mail ID of the Registrar & Share Transfer Agents: All the share related requests / queries / correspondence, if any, are to be forwarded by the investors to the Registrar and Transfer Agents of the Company, Link Intime India Pvt Ltd and/or e-mail them to rnt.helpdesk@linkintime.co.in.
- (g) BSE Corporate Compliance & Listing Centre: The Listing Centre is a web based application designed by BSE for Corporates. The Shareholding Pattern, Corporate Governance Report, Financial Results, Analyst Presentations, Press Release and other intimations are filed electronically on BSE's Listing Centre.
- (h) SEBI Complaints Redress System (SCORES):the investor Complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.
- (i) The Management Discussion & Analysis Report forms part of the Annual Report.
- (j) As required in terms of Regulation 46 of the Listing Regulations, the Company has designated an e-mail ID exclusively for the purpose of registering complaints by investors. The e-mail ID is polytexindia@gmail.com

8. General Shareholder Information

AGM: Date, Time and Venue	30th September, 2019 at 10.00 a.m. at 1st Floor, Nisarg Apartment, Besant Road, Vile Parle-West, Mumbai - 400056
Financial Year	The financial year under review covers the period 1st April, 2018 to 31st March, 2019.
Date of Book Closure	22nd September, 2019 to 30th September, 2019 (both days inclusive)
Listing on Stock Exchanges	1. BSE Limited, Mumbai The Company has paid the listing fees for the period 1st April 2018 to 31st March 2019.
Stock Code	1. 512481 on BSE Ltd. 2. ISIN Number for NSDL & CDSL - INE012F01016
Market Price Data: High, Low during each month in last financial year	The details are available as per Annexure "A"
Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.	Please see Annexure "B"
Registrar and Transfer Agents	Link Intime India Pvt. Ltd Registrars: C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083
Share Transfer System	The Company's shares are traded in the Stock Exchange compulsorily in demat mode. Shares sent for physical transfer or dematerialization requests are registered promptly within stipulated time from the date of receipt of completed and validly executed documents.
Dematerialisation of shares and liquidity	97.27 of the Paid-up Capital have been dematerialized as on 31.03.2019. The trading /liquidity details are given at Annexure 'A' below.
Outstanding GDRs/ADRs/ Warrants or any Convertible instruments conversion date and likely impact on equity	N.A
Plant Locations	N.A
Address for correspondence	Shareholders should address correspondence to: Link Intime India Pvt. Ltd Registrars: C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083 E mail :rnt.helpdesk@linkintime.co.in.

Annexure 'A'

Stock Market Data (for face value of Rs. 10/- per share):

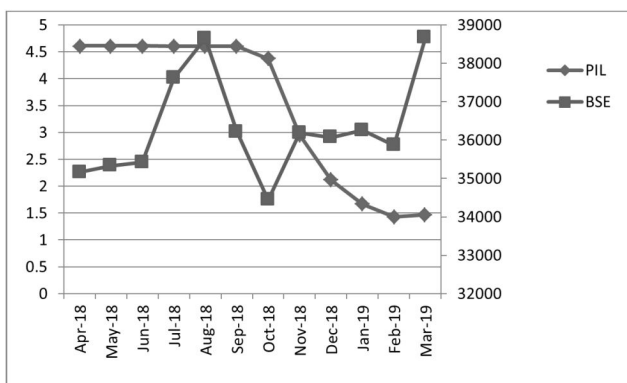
Month	High (Rs.)	Low (Rs.)	Volume (Nos.)
Apr-18	4.61	4.61	0
May-18	4.61	4.61	0
Jun-18	4.61	4.61	0
Jul-18	4.84	4.60	599
Aug-18	4.84	4.60	0
Sep-18	4.84	4.60	0
Oct-18	4.37	4.37	21
Nov-18	4.16	2.95	20427
Dec-18	2.18	2.11	8137
Jan-19	2.01	1.66	4799
Feb-19	1.62	1.43	17080
Mar-19	1.37	1.47	13314

Data based on BSE website:

(<http://www.bseindia.com/markets/equity/EQReports/StockPrcHistori.aspx?expandable=7&scripcode=512481&flag=sp&Submit=G>)

Annexure 'B'

Performance in comparison to broad-based indices such as BSE Sensex



Data based on BSE Website: (URL

<http://www.bseindia.com/indices/IndexArchiveData.aspx?expandable=1><http://www.bseindia.com/markets/equity/EQReports/StockPrcHistori.aspx?flag=0&expandable=7>)

9. Category of Shareholders as on 31st March, 2019:

Category	No. of Shares Held	%age of total shares
Indian Promoters	94,96,000	72.32
Foreign Promoters	0	0
Banks	0	0
Mutual Funds	0	0
Private Corporate Bodies	641686	4.75
Indian Public	3278939	24.29
NRI/OCB	2160	0.02
Clearing Members	81215	0.60
Total	1,35,00,000	100.00

Non Mandatory Requirements:

(a) Office of the Chairman of the Board:

The Company does not defray any secretarial expenses of the Chairman's Office.

(b) Shareholder Rights:

The Company's half-yearly results are furnished to the Stock Exchange and also published in the newspapers and therefore not sent to the shareholders.

(c) Audit Qualification:

The Auditor's Report to the Members on the Accounts of the Company for the financial year ended 31st March, 2019 does not contain any qualifications, reservations or adverse remarks.

Adoption of other non-mandatory requirements under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is being reviewed by the Board from time to time. Further, the Company has complied with corporate governance requirements as specified in the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 to the extent applicable.

Declaration relating to Code of Conduct

All the Board Members and Senior Management Personnel have, for the year ended 31st March 2018, affirmed compliance with the Code of Conduct applicable to them as laid down by the Board of Directors in terms Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Mumbai, 13th August, 2019

For and on behalf of the Board of Directors

Paresh Mulji Kariya
(Chairman & Director)

CERTIFICATE OF COMPLIANCE**Pursuant to Regulation 17(8) of SEBI(Listing Obligation and Disclosure Requirement) Regulation, 2015**

We, Paresh Mulji Kariya , Chairman - Whole Time Director of Polytex India Ltd and Mr. Arvind MuljiKariya – Chief Financial Officer of the Company , hereby certify on behalf of the Board of Directors that:

- 1) The Board have reviewed the financial statements and the cash flow statements for the year ended 31st March, 2019 and that to the best of their knowledge and belief
 - a) these statements do not contain any untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements presents true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- 2) To the best of our knowledge and belief, no transactions entered into by the company during the year which is fraudulent, illegal or violative of the company's code of conduct.
- 3) The Board accepts responsibility for establishing and maintaining internal controls and that they have evaluated the effectiveness of the internal control systems of the Company and they have disclosed to the auditors and the Audit Committee, Deficiencies in the design or operation of internal controls, if any, of which they have taken or propose to take to rectify these deficiencies.
- 4) The Board have indicated to the auditors and the Audit Committee:
 - a) There are no significant changes in internal control during the year;
 - b) There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to Financial Statements; and
 - c) There have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control systems.

Paresh Mulji Kariya
Chairman & Director

Arvind MuljiKariya
Chief Financial Officer

CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of Polytex India Ltd

We have examined the compliance of conditions of Corporate Governance by Polytex India Ltd. for the year ended on 31st March, 2019, as stipulated in Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance with conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the 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 according to the explanations given to us and the representations made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement / Listing Regulations, as applicable.

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

For Apraj & Associates
Chartered Accountants
Firm Reg No: 140355W

CA Prashant Apraj
Partner
M No: 133986

Place: Mumbai

Mumbai, 13th August, 2019

INDEPENDENT AUDITOR'S REPORT

INDEPENDENT AUDITOR'S REPORT

To,

The Members of
POLYTEX INDIA LIMITED
MUMBAI.

Report on the Financial Statements :

1. We have audited the accompanying financial statements of **Polytex India Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and the Cash Flow Statement for the year ended 31st March, 2019 and a Summary of Significant Accounting Policies and other Explanatory information.

Management's Responsibility for the Financial Statements :

2. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors Responsibility :

3. Our responsibility is to express an opinion on these stand alone financial statements based on our audit.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

4. 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.

Opinion:

5. In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
 - a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2019.
 - b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date.
 - c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

6. As required by Companies (Auditors Report) Order 2016("the Order") issued by the Central Government of India in terms of Sub (11) of Section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
7. As required by section 143(3) of the Act, we report that :
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet and Statement of Profit and Loss and Cash Flow Statement dealt with the by the Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
 - e) On the basis of written representations received from the directors as on March 31,2019 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31,2019, from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.
 - 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" ; and
 - g) 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, 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 as of March 31, 2019.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
 - iii) There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

For Apraj & Associates
Chartered Accountants
Firm Reg No: 140355W

Prashant Apraj
Partner
M No: 133986

Place: Mumbai
Date:17.05.2019

ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 6 under Report on Other Legal and Regulatory Requirements section of our Report of even date.

- i. a) The Company has maintained the proper records showing full particulars including quantitative details and situation of Fixed Assets.
- b) Physical verification of Fixed Assets is carried out by the management with a planned programme of verification, which in our opinion, provides for physical verification of all Fixed Assets at reasonable intervals. The physically verified assets have been compared with the book records and discrepancies noticed on such verification were not material and have been properly dealt with in books of accounts.
- c) The Company has not disposed off substantial part of its fixed assets during the year.
- ii. The Company has no inventory during the year as it is service company. Hence this clause is not applicable.
- iii. In our opinion and according to the information and explanations given to us, the Company has neither granted nor taken any Loan, secured or unsecured, to or from Companies, Firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 .
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions Section 185 and 186 of the Act, with respect to the loans / guarantees given and investments made.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public during the year within the meaning of Sections 73 to 76 of the Act.
- vi. We have broadly reviewed the books of accounts maintained by the company and according to information and explanations given to me, the provisions of sub section (1) of Section 148 of the Companies Act, 2013 are not applicable to the Company as the respective entities are not covered by the Companies (Cost Records and Audit) Rules, 2014.
- vii. According to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees' State insurance, Income-Tax, Sales Tax, Wealth-Tax, Customs Duty, Excise Duty, cess and other statutory dues, if any, with the appropriate authorities as at 31st March, 2019 for a period of more than six months from the date they become payable.
- viii. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to financial institutions or banks. The Company does not have any loans from Government and has not issued any debentures during the year.
- ix. In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans raised during the year have been applied for the purposes for which they were raised.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have been informed of any such case by the Management.
- xi. According to the records of the Company examined by us, and information and explanations given to us, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. In our opinion and According to the information and explanations given to us, the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act and details of

such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- xiv. According to the records of the Company examined by us, and information and explanations given to us, 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 records of the Company examined by us, and information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him.
- xvi. The Company is registered under Section 45-IA of the Reserve Bank of India Act,1934.

**For Apraj & Associates
Chartered Accountants
Firm Reg No: 140355W**

**Prashant Apraj
Partner
M No: 133986**

Place: Mumbai

Date: 17.05.2019

ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause(i) of sub-section 3 of Section 143 of the Companies Act, 2013("the Act") as referred to in paragraph 5(ii)(f) of the independent Auditor's Report of even date to the members of the Polytex India Limited on the standalone financial statements for the year ended 31st March,2019.

We have audited the internal financial controls over financial reporting of Polytex India Limited ("the Company") as of 31st March, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the 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 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, 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 31 March 2018, 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 Apraj & Associates.
Chartered Accountants
Firm Reg No: 140355W**

**Prashant Apraj
Partner
M.No. 133986**

Place: Mumbai

Dated: 17.05.2019

BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars	Note No.	As at 31/03/2019	As at 31/03/2018
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	2.01	13,50,00,000	13,50,00,000
(b) Reserves and Surplus	2.02	1,73,25,906	1,63,50,931
<u>(2) Non-Current Liabilities</u>			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities (Net)	2.03	1,23,454	1,19,158
(c) Other Long Term Liabilities		-	-
<u>(3) Current Liabilities</u>			
(a) Short-Term Borrowings		-	-
(b) Trade Payables	2.04	7,28,005	15,52,067
(c) Other Current Liabilities	2.05	3,11,255	6,47,376
(d) Short-Term Provisions	2.06	(4,61,279)	(4,10,683)
		15,30,27,341	15,32,58,847
II. ASSETS			
<u>(1) Non-Current Assets</u>			
(a) Fixed Assets	2.07	56,912	56,912
(b) Non-Current Investments	2.08	2,83,50,000	2,83,50,000
(c) Long term Loans and Advances	2.09	12,43,41,984	12,44,57,258
(d) Other Non-Current Assets		-	-
<u>(2) Current Assets</u>			
(a) Inventories		-	-
(b) Trade Receivables		-	-
(c) Cash and Bank Balances	2.10	2,78,444	3,94,677
(d) Short-Term Loans and Advances		-	-
(e) Other Current Assets		-	-
		15,30,27,341	15,32,58,847
Significant Accounting Policies And Notes On Accounts	1 & 2		
As per our report attached For Apraj & Associates Chartered Accountants Firm Reg. No.: 140355W		For Polytex India Limited	
CA Prashant Apraj Partner Membership No. : 133986	Paresh Mulji Kariya (Whole Time Director)	Arvind Mulji Kariya (Whole Time Director & CFO)	
Place:- Mumbai Date:-17.05.2019			

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	Note No.	For the year ended 31/03/2019	For the year ended 31/03/2018
Revenue from Operations	2.11	73,43,918	76,98,873
Other Income	2.12	32,371	5,890
Total Revenue		73,76,289	77,04,763
<u>Expenses:</u>			
Employee Benefit Expense	2.13	36,63,345	40,56,532
Finance Costs	2.14	8,974	47
Depreciation and Amortization Expense		-	-
Other Expenses	2.15	23,88,149	10,80,851
Total Expenses		60,60,468	51,37,430
PROFIT BEFORE TAX		13,15,821	25,67,333
<u>Tax expense:</u>			
Current tax		3,38,000	7,35,000
Deferred tax		4,297	-
Earlier Year Tax Adjustment		(1,451)	1,42,052
PROFIT AFTER TAX		9,74,975	16,90,281
EARNINGS PER EQUITY SHARE			
Equity shares of par value Rs. 10/- each			
(1) Basic		0.07	0.13
(2) Diluted		0.07	0.13
Significant Accounting Policies And Notes On Accounts	1 & 2		
As per our report attached			
For Apraj & Associates			For Polytex India Limited
Chartered Accountants			
Firm Reg. No.: 140355W			
CA Prashant Apraj		Paresh Mulji Kariya	Arvind Mulji Kariya
Proprietor		(Whole Time Director)	(Whole Time Director & CFO)
Membership No. : 133986			
Place:- Mumbai			
Date:-17.05.2019			

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

	Particulars	For the year ended 31/03/2019	For the year ended 31/03/2018
A	<u>Cash flow from Operating Activities:</u>		
	Net Profit before Tax as per Statement of Profit and Loss	1315821	2567333
	Less : Interest Received	(7343918)	(7698873)
	Operating Cash Profit before Working Capital Changes	(6028097)	(5131540)
	<u>Adjusted for:</u>		
	Increase/(Decrease) in Trade and Other Payables	(1160182)	(3270795)
	(Increase)/Decrease in Trade and Other Receivables	115274	1407514
	Cash generated from operations	(7073005)	(6994822)
	Direct Taxes Paid	(387146)	(799887)
	Net Cash Inflow/(Outflow) in the course of Operating Activities	(7460151)	(7794709)
B	<u>Cash flow from Investing Activities:</u>		
	Interest Received	7343918	7698873
	Net Cash Inflow / (Outflow) in the course of Investing Activities	7343918	7698873
C	<u>Cash flow from Financing Activities:</u>		
	Net Cash (Outflow) in the course of Financing Activities	0	0
	Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(116233)	(95836)
	Opening Balance of Cash and Cash Equivalents	394677	490513
	Closing balance of Cash and Cash Equivalents (Refer Note 2.11)	278444	394677

For Apraj & Associates
Chartered Accountants
Firm Reg. No.: 140355W

CA Prashant Apraj
Partner
Membership No. : 133986

Place:- Mumbai
Date:-17.05.2019

For Polytex India Limited

Paresh Mulji Kariya Arvind Mulji Kariya
(Director & Chairman) (Director & CFO)

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FOR THE
YEAR ENDED 31ST MARCH, 2019**

NOTE 1:- SIGNIFICANT ACCOUNTING POLICIES**1.1 Basis of Accounting**

The Financial Statements are prepared under historical cost convention, on accrual basis, in accordance with the provisions of the Companies Act, 2013 and the accounting principles generally accepted in India and comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.

1.2 Use of Estimate

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

1.3 Revenue Recognition

The Company follows the Prudential Norms for Assets Classification, Income Recognition, Accounting Standards and provisioning for Bad and Doubtful debts as prescribed by the Reserve Bank of India for Non Banking Financial Companies. Since the Company is an NBFC its main income is Interest on Loans. The income is accounted on accrual basis.

1.4 Provisions and Contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

1.5 Fixed Assets

Fixed Assets are stated at cost of acquisition as reduced by accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

1.6 Depreciation

Depreciation has been provided on Straight Line Method (SLM) at the rates and in the manner prescribed in Part C of Schedule II of the Companies Act, 2013 on pro-rata basis from the date assets have been put to use. Intangible Assets are amortised on Straight Line basis over the useful lives of the assets not exceeding 10 years.

The Assets life exhausted hence depreciation is not provided and the excess depreciation provided in previous year has been reversed by crediting it to Reserve. Now the assets reflected are only residual value which is 5% of Cost.

1.7 Inventory

The company has Nil inventory.

1.8 Employee Benefits

The Statutory enactments relating to payment of Provident Fund, ESIC and Gratuity to employees are not applicable to the company. The company does not have any scheme for retirement benefits for its employee and as such no

provision towards retirement benefits to employees is considered necessary.

1.9 Borrowing Cost

The Company does not have any borrowings, and therefore, this clause is not applicable.

1.10 Taxes on Income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent period are recognized as deferred tax assets or deferred tax liability. They are measured using the substantively enacted tax rates and tax regulations. Deferred tax assets are recognized only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred assets can be realized. Deferred tax assets are recognized on carried forward of unabsorbed depreciation and tax losses only if there is virtual certainty that such deferred tax assets can be realized against future taxable profits.

1.11 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash and cash equivalents comprise cash and cash on deposit with banks and corporations.

1.12 Cash Flow Statements

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

1.13 Earning Per Share

Basic earnings per share is calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

NOTE 2:- NOTES ON ACCOUNTS

2.01 SHARE CAPITAL

Particulars	31.03.19	31.03.18
Authorized		
1,50,00,000 (P.Y.1,50,00,000) Equity Shares of Rs. 10/- each.	15,00,00,000	15,00,00,000
	15,00,00,000	15,00,00,000
Issued, Subscribed and Paid-Up		
1,35,00,000 (P.Y. 1,35,00,000) Equity Shares of Rs. 10/- each, Fully Paid up	13,50,00,000	13,50,00,000
Total	13,50,00,000	13,50,00,000

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/-. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2019 and March 31, 2018 is set out below:-

Particulars	31.03.19		31.03.18	
	Numbers	Rs.	Numbers	Rs.
At the beginning of the Period	1,35,00,000	13,50,00,000	1,35,00,000	13,50,00,000
Add:- Issued During the Period	-	-	-	-
Outstanding at the end of the period	1,35,00,000	13,50,00,000	1,35,00,000	13,50,00,000

The details of shareholder holding more than 5% shares as at March 31, 2019 and March 31, 2018 is set out below :-

Name of the shareholder	31.03.19		31.03.18	
	Numbers	%	Numbers	%
Arvind Mulji Kariya	23,87,500	17.69%	23,87,500	17.69%
Jegna Arvind Kariya	22,00,500	16.30%	22,00,500	16.30%
Paresh Mulji Kariya	20,97,500	15.54%	20,97,500	15.54%
Sadhana Paresh Kariya	23,50,500	17.41%	23,50,500	17.41%

2.02 RESERVES AND SURPLUS

Particulars	31.03.19	31.03.18
General Reserve		
Opening Balance	5,64,618	5,64,618
Add: Transferred from surplus in Statement of Profit and Loss	-	-
Less : Depreciation on account of Assets whose useful life is exhausted as on 01.04.2014 consequent upon the provisions of sch II of the Companies Act, 2013	-	-
Closing Balance	5,64,618	5,64,618
Surplus (Deficit) in the statement of Profit & Loss A/c		
Balance as per last financial statements	1,57,86,313	1,40,96,032
Add : Profit for the year	9,74,975	16,90,281
Transferred to General Reserve	0	0
Closing Balance	1,67,61,288	1,57,86,313
Total	1,73,25,906	1,63,50,931

2.03 DEFERRED TAXES

Particulars	31.03.19	31.03.18
Deferred Tax Liabilities		
Depreciation	1,23,454	1,19,158
Total	1,23,454	1,19,158

2.04 TRADE PAYABLES

Particulars	31.03.19	31.03.18
Trade Payable for Expenses	7,28,005	15,52,067
Total	7,28,005	15,52,067

2.05 OTHER CURRENT LIABILITIES

Particulars	31.03.19	31.03.18
Withholding and Other Taxes Payable	3,11,255	6,47,376
Total	3,11,255	6,47,376

2.06 SHORT-TERM PROVISIONS

Particulars	31.03.19	31.03.18
Others		
Provision for Taxes & Others	(461279)	(410683)
Total	(461279)	(410683)

2.08 NON CURRENT INVESTMENTS

Particulars	31.03.19	31.03.18
Investment in Unquoted Shares	2,83,50,000	2,83,50,000
Total	2,83,50,000	2,83,50,000

2.09 LONG-TERM LOANS AND ADVANCES

Particulars	31.03.19	31.03.18
Loans and Advances:-		
Loans Given Unsecured Considered Good	12,43,41,984	12,44,57,258
Total	12,43,41,984	12,44,57,258

2.10 CASH AND BANK BALANCES

Particulars	31.03.19	31.03.18
Cash and Cash Equivalents		
Balances with Banks	2,77,560	3,73,833
Cash-on-Hand	885	20,844
Total	2,78,444	3,94,677

Particulars	Original Cost			Depreciation				Net Book Value		
	As At April 1, 2018	Additions	Deductions/ Adjustment	As At March 31, 2019	As At April 1, 2018	For the Year	Deductions/ Adjustment	NBV Transfer to General Reserve	As At March 31, 2019	As At March 31, 2018
Tangible Assets										
Computers & Printers	8,23,648	-	-	8,23,648	7,82,465	-	-	-	7,82,465	41,183
In-Tangible Assets										
Computer Softwares	3,14,595	-	-	3,14,595	2,98,865	-	-	-	2,98,865	15,730
Total	11,38,243	-	-	11,38,243	10,81,330	-	-	-	10,81,330	56,913
Previous year	11,38,243	-	-	11,38,243	10,94,879	-	-	(13,549)	10,81,330	43,364

2.11 REVENUE FROM OPERATIONS

Particulars	31.03.19	31.03.18
Interest Received	7343918	7698873
Total	73,43,918	76,98,873

2.12 OTHER INCOME

Particulars	31.03.19	31.03.18
Miscellaneous Income	32,371	5,890
Total	32,371	5,890

2.13 EMPLOYEE BENEFIT EXPENSE

Particulars	31.03.19	31.03.18
Salaries & Incentives	35,63,595	39,74,032
Staff Welfare Expenses	99,750	82,500
Total	36,63,345	40,56,532

2.14 FINANCE COSTS

Particulars	31.03.19	31.03.18
Bank & Other Charges	8,974	47
Total	8,974	47

2.15 OTHER EXPENSES

Particulars	31.03.19	31.03.18
Office Rent	14,16,000	1,00,000
Listing & Annual Fees	4,15,360	3,47,000
<u>Auditor's Remuneration:-</u>		
As Auditors	65,000	65,000
For Company Law Matters	12,000	12,000
For Income Tax Matters	19,000	25,000
For Other Matters	0	0
For Reimbursement of expenses (GST)	17,280	0
Legal & Professional Fees	2,45,726	2,75,067
Traveling and Conveyance	4,050	3,100
Telephone Charges	2,920	3,150
Office Expenses	86,000	78,500
Printing and Stationery	20,650	12,800
Postage and Courier	28,489	12,256
Advertisement Expenses	42,198	33,786
General Expenses	0	585
Website Charges	3,776	3,200
Service Tax	0	69,455
CGST	0	13,726
SGST	0	13,726
Profession Tax (Company)	2,500	2,500
ROC Expenses	7,200	10,000
Total	23,88,149	10,80,851

2.16 SEGMENT REPORTING

The company operates in a single line of business & also in a single geographic environment within India, Hence there is no reportable segment information with respect to provision of Accounting Standard 17 "Segment Reporting".

2.17 EARNING PER SHARE

Particulars	31.03.19	31.03.18
Profit / (Loss) after Tax	9,74,975	16,90,281
Weighted average Number of Shares outstanding during the year. (Face Value Rs.10 per share)	1,35,00,000	1,35,00,000
Basic Earnings/(Loss) Per share	0.07	0.13

Company does not have any potential dilutive equity shares, hence dilutive earning per share is same as earning per share

2.18 RELATED PARTY DISCLOSURES**a) List of Related Parties & Relationship:-****i. Holding Company :-**

Nil

ii. Associate/Enterprises where control/significant influence exists :-

Anugrah Stock & Broking Pvt. Ltd.

Anugrah Commodities Pvt. Ltd.

Wagad Fincap Ltd.

Anugrah Realty Developers Pvt. Ltd.

Anugrah Portfolio Advisors Pvt. Ltd.

Anugrah Insurance Brokers Pvt. Ltd.

Dream Heritage Pvt. Ltd.

W W Technoloy Holdings Ltd.

Rapid Credits & Mercantiles Pvt. Ltd.

iii. Key Management Personnel (KMP) :-

Arvind Mulji Kariya

Director & CFO

Paresh Mulji Kariya

Director & Chairman

iv. Relatives of KMP :-

Jigna Arvind Kariya

Sadhana Paresh Kariya

Paresh M. Kariya (HUF)

Arvind Mulji Kariya (HUF)

b) Transaction with Related Parties:-

Nature of Transaction	Holding Company	Associate/Enterprises	KMP	Relatives of KMP	Total
Office Rent	-	-	1200000	-	1200000
P.Y.	-	-	(100000)	-	(100000)
Directors Remuneration	-	-	2400000	-	2400000
P.Y.	-	-	(2450000)	-	(2450000)

Note: Figures in bracket relates to the previous year

2.19 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

There are no dues outstanding to Micro and Small Enterprises.

2.20 Previous Year Figures

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For Apraj & Associates

Chartered Accountants

Firm Reg. No.: 140355W

CA Prashant Apraj

Partner

Membership No. : 133986

Place:- Mumbai

Date:-17.05.2019

For Polytex India Limited

Paresh Mulji Kariya

(Whole Time Director & Chairman)

Arvind Mulji Kariya

(Whole Time Director & CFO)

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POLYTEX INDIA LIMITED

Registered Office: 401, 4th Floor, Nisarg Apartment, Besant Road, Vile Parle (West), Mumbai - 400056

CIN : L51900MH1987PLC042092

ATTENDENCE SLIP

(Please complete this attendance slip and hand it over at the entrances of the meeting hall)

I hereby record my presence at the 33rd Annual General Meeting of the Company on 30th September, 2019 at 1st Floor, Nisarg Apartment, Besant Road, Vile Parle (West), Mumbai - 400056 at 10.00 A.M.

DP Id* _____

Folio No. _____

Client Id* _____

No. of Shares _____

Name and Address of Shareholder/Proxy

Signature of Shareholder / Proxy

Note: *Applicable for investors holding shares in electronic form.

(To be signed at the time of handing over this slip)

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Form No. MGT-11

Proxy form

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

Name of the Company: Polytex India Limited

CIN : L51900MH1987PLC042092

Registered Office: 401, 4th Floor, Nisarg Apartment, Besant Road, Vile Parle (West), Mumbai - 400056

Name of the Member(s)	
Address	
Email ID	
DP ID	
Client Id/Folio No.	

I/We, being the member (s) of shares of the above named company, hereby appoint

1.Name:

Address:.....

E-mail Id:.....Signature or failing him/her

2.Name:

Address:.....

E-mail Id:.....Signature or failing him/her

3.Name:

Address:.....

E-mail Id:.....Signature or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the THIRTY THIRD ANNUAL GENERAL MEETING of the Company, to be held on 30th September, 2019 at 1st Floor, Nisarg Apartment, Besant Road, Vile Parle - West, Mumbai-400056 at 10.00 a.m. or at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolution	I/We assent to the resolution(For)	I/We dissent to the Resolution(Against)
1	Adoption of audited Financial Statements of the Company for the year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.		
2	Appointment of Mr Arvind Mulji Kariya, who retires by rotation and being eligible, offers himself for reappointment.		
3	Ratification of Appointment of M/s. Apraj & Associates, Chartered Accountants as Statutory Auditors of the Company		
4	To Approve the Appointment of Mrs. Priti Rameshbhai Sagar as an Independent Director of the Company for the period of 5 years.		

Signed this.....day of..... 2019

Signature of shareholder.....

Signature of Proxy holder(s).....

Note: This form of proxy 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.

Affix Re. 1 revenue Stamp

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If Undelivered, Please Return to

POLYLTEX INDIA LTD

CIN.: L51900MH1987PLC042092

REGISTERED OFFICE

401, 4th Floor, Nisarg Apartment,

Besant Road, Vile Parle (West),

Mumbai - 400056