

BETEX INDIA LIMITED

30TH ANNUAL REPORT 2016-17



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Maheshkumar Sitaram Somani
Mr. Rajkumar Sitaram Somani
Mr. Manish Kumar Somani
Mr Ritesh Rajkumar Somani
Mr. Mangilal Sukhlal Lahoti
Mrs. Deepa Dinesh Agarwal

Non- Executive Director & Chairman
Managing Director
Executive Director & CFO
Executive Director
Non- Executive Independent Director
Non- Executive Independent Director

STATUTORY AUDITOR

B. Chordia & Co.

SECRETARIAL AUDITOR

Shri Dhiren R Dave

COMPANY SECRETARY /COMPLIANCE OFFICER

Ms. Khushboo Mahesh Vaishnav

BANKER TO THE COMPANY

BANK OF BARODA

REGISTERED OFFICE

436, GIDC PANDESARA

SURAT 394221

GUJARAT

Tel: +91-261-2894415/16

Fax: +91-261-2894419

Email: corporate@betexindia.com

Website : www.betexindia.com

CORPORATE OFFICE

504, Trividh Chamber, Opp. Fire

Station, Ring Road Surat 395002

(Gujarat)

Ph.(0261) 2328902

Fax: (0261)2334189

REGISTRAR & SHARE TRANSFER AGENT

M/s Big Share Services Pvt. Ltd

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,

Makwana Road, Marol., Andheri(E), Mumbai – 400 059

Tel.: +91-22-62638200/62638295

Email: info@bigshareonline.com

Website: www.bigshareonline.com

THIRTIETH ANNUAL GENERAL MEETING

Date: 30th September 2017

Time: 02.00 PM

Venue: 504, Trividh Chamber,

Opp. Fire Station

Ring Road Surat-395002

Gujarat

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of BETEX INDIA LIMITED will be held at 504, Trividh Chamber, Opp. Fire Brigade, Ring Road, Surat-395002 on Saturday, 30th Day of September, 2017 at 02:00 P.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt;

i) The Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and Profit & Loss Account for the year ended March 2017 together with the reports of Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Shri Manish Kumar Somani who retires by rotation in terms of section 152(6) of Companies Act, 2013 and being eligible, offer himself for re-appointment.

3. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Ordinary Resolution:-

RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013(the "Act"), read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment or re-enactment thereof) and pursuant to the approval of the Members at the 30th Annual General Meeting, appointment of M/s. B Chordia, Chartered Accountants (Firm Registration no.121083W) as Auditors of the Company, be and is hereby ratified; and they do hold office as such from the conclusion of this Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors

Registered Office:**Directors**

436, GIDC PANDESARA

Surat 394221 Gujarat

Place: Surat

Date: 03/08/2017

By order of the Board

sd/-

Mahesh Kumar Somani
Chairman

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER.**
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered as invalid. It is advisable that the Proxy Holder's signature may also be furnished in the Proxy Form, for identification purposes. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. Members are requested to bring their copies of the Annual Report to the meeting. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
5. Members intending to require information about Accounts to be explained in the Meeting are requested to inform the Company at least 2 days in advance of the Annual General Meeting.
6. The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz M/s. Bigshare Services Pvt. Ltd Those holding shares in dematerialized form may intimate any change in their addresses or bank details/mandates to their Depository Participants (DP) immediately.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 23rd September, 2017 to Saturday, the 30th September, 2017 (both days inclusive).
8. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Annual General Meeting of the Company.
9. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2017 is uploaded on the Company's website www.betexindia.com and may be accessed by the members.
10. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

11. Company's environment friendly agenda and to participate in MCA's Green Initiative, members are requested to register/update their e-mail address with their Depository Participants. Members who are holding shares in physical form are requested to send their e-mail address at investor@bigshareonline.com for updating.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar.
13. Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means, as an alternative to vote physically at the AGM, and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL). It may be noted that this e-voting facility is optional.

The instructions for shareholders voting electronically are as under:-

Pursuant to provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the Annual General Meeting to be held on Saturday, the 30th September, 2017, at 02:00 P.M. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.

"Electronic voting system" means a secured voting system based process of display of electronic ballots, recording of votes of the Members and the number of votes polled in favour or against, in such a manner that the entire voting exercised by way of electronic means gets registered and counted in an electronic registry in a centralized server with adequate cyber security.

"Remote e-voting" means the facility of casting votes by a Member using an electronic voting system from a place other than venue of a general meeting.

"Cut-off date" for determining the eligibility for voting either through electronic voting system or ballot is fixed as September 23rd, 2017. A person who is not a Member as on the cut off date should treat this Notice for information purposes only.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on Saturday, 30th September, 2017.

The voting period begins on 27/09/2017 (09:00 A.M. IST) and ends on 29/09/2017 (05:00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23/09/2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Bipin Kumar with serial number 1 then enter BI00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the BETEX INDIA LIMITED on which you choose to vote.

- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from Sl. No. (i) to Sl. No. (xvii) Above to cast vote.
- (B) The voting period begins on 27/09/2017 (10:00 A.M. IST) and ends on 29/09/2017 (05:00 P.M. IST) (both days inclusive). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23/09/2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- (xviii) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2017 and the members who not casting their vote electronically, may only cast their vote at the Annual General Meeting.

Mr. Dhiren R. Dave, Practicing Company Secretaries (Membership No. FCS 4889), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman of the Company, who shall countersign the same and declare the result of the voting forthwith.

The voting rights of shareholders shall be in proportion to their shares of the paid equity capital of the Company. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers' Report shall be placed on the Company's website www.betexindia.com and on the website of CDSL within three days of the passing of the resolutions at the Annual General Meeting of the Company on 30th September, 2017, and communicated to the BSE Ltd within the prescribed period.

Any person, who acquires the shares of the Company and becomes a member of the Company after dispatch of Notice of AGM and holds shares as of the cut-off date i.e. 23/09/2017 may obtain the Login ID and Password by sending the request to helpdesk.evoting@cdslindia.com. However, if the Shareholder is already registered with CDSL for remote e-voting then such member can use the existing User ID and password for casting his/her vote.

**Registered Office:
Directors**
436, GIDC PANDESARA
Surat 394221 Gujarat

Place: Surat
Date: 03/08/2017

By order of the Board

sd/-

**Mahesh Kumar Somani
Chairman**

ANNEXURE TO NOTICE:

Mr Manish Kumar Somani, is to be re-appointed as Director, who is liable to retire by rotation [PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 & SECRETARIAL STANDARD 2]

Name of Director	Mr. Manish Kumar Somani
Date of Birth	25/03/1983
Date of Appointment	05/02/2007
Expertise in specific functional areas	Project & Administration
Qualifications	B.com
Shareholding in the Company as on 03.08.2017	45000
List of other public limited companies in which Directorship held as on 03.08.2017	NONE
List of other entities in which the person also holds membership of committee of the Board.	NONE
Relationships between Directors inter-se	Son of Mr. Mahesh Kumar Somani (Chairman of the Company)

**Registered Office:
Directors**

436, GIDC PANDESARA
Surat 394221 Gujarat

Place: Surat

Date: 03/08/2017

By order of the Board

sd/-

**Mahesh Kumar Somani
Chairman**

DIRECTORS' REPORT**To The Members of****Betex India Limited**

Your Directors have pleasure in presenting the 30th Annual Report and Audited Statement of Accounts for the year ended 31st March, 2017.

Your Company has delivered a mixed performance despite considerable headwinds. The Company has registered consolidated revenue of Rs. 57.91 Crores with Net Profit of Rs. 1.11 Crores. We remained resolute and relentless in our quest for strengthening our cost-competitiveness, better management of working capital and operational excellence across all businesses.

FINANCIAL RESULTS

(Rs. In Lacs)

Particulars	2016-17	2015-16
Sales & Income form operation	5790.66	5648.12
Other Income	08.23	35.86
Profit before Financial cost , Depreciation and Exceptional items & Tax (EBIDTA)	369.01	391.15
Interest	110.12	127.99
Depreciation	144.13	141.11
Profit before Tax	114.76	122.06
Provision for Taxation		
Current tax	21.87	24.42
Mat Credit	-9.58	4.39
Deferred Tax	-8.93	-10.93
Profit after Tax	111.40	104.18
Taxation for previous year	0.00	0.00
profit available for appropriation	111.40	104.18
Dividend on Equity & Pref. Shares	-	-
Transfer to General Reserve		

OPERATIONS

The company has posted a satisfactory performance for the year under review. Income from operation of the company has increased from Rs. **5648.12** Lacs to Rs. **5790.66** Lacs. EBIDTA has been decreased from Rs. **391.15** Lacs to Rs. **369.01** Lacs and Net profit after Tax has been increased from Rs. **104.18** Lacs to Rs. **111.40** Lacs in comparison to Previous year. Our earning per shares stand at Rs. 7.43 and Book Value per Shares at Rs. 135.83 (Based on equity shares) as on 31st March , 2017.

DIVIDEND

The Board of directors do not recommended declaring dividend during the year due to ploughing back the profit to be utilized in the setting up new modification cum expansion programs and general corporate purposes.

DEPOSITORY SYSTEM

As members are aware, the company's shares are compulsorily tradable in the electronic form. As on March 31, 2017 almost 78.11% of the Company's total paid-up capital representing 15,00,000 shares were in dematerialized form. In view of the numerous advantages offered by the Depository system, members holding shares in physical mode are advised to avail of the facility of dematerialization on either of the Depositories.

FIXED DEPOSITS

The Company has not invited deposits from public in accordance with the Section 73 and 74 of the Companies Act, 2013 (corresponding Section 58 A of the Companies Act, 1956).

DIRECTORS

Mr. Manish Kumar Somani (DIN: 00356113) is being retired by rotation and being eligible, offers himself for re-appointment

The company has received also declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and Regulation 16 of SEBI (LODR) Regulation 2015 of the Listing Agreement with the Stock Exchanges

DETAILS OF COMMITTEE DIRECTORS

The Committee shall comprise of at least two non-executive directors. The Board may appoint the Chairperson of the Committee whether executive or non-executive as member of this committee. The Audit Committee and Nomination & Remuneration Committee was re-constituted on 01.10.2015.

Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors and Stakeholders Relationship/Grievance Committee of Directors, number of meetings held of each Committee during the financial year 2016-17 and meetings attended by each member of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report and forming part of the report.

AUDITORS**a) Statutory Auditors**

In compliance with the Companies (Audit and Auditors) Rules, 2014, the Members, at the 29th Annual General Meeting of the Company held on September 30, 2016, appointed M/s. B. Chordia & Co., Chartered Accountants, (ICAI Registration No.: 0121083W) as Statutory Auditors of the Company to hold the office until the conclusion of the next

Annual General Meeting of the Company. Members are requested to re-appoint them at the Annual General Meeting.

b) Secretarial Auditors

M/s. Dhiren R. Dave, Practising Company Secretaries (CP No. 2496, Membership No. 4889) were appointed as Secretarial Auditor, to conduct secretarial audit of the company for the financial year 2016-17. The Secretarial Audit Report for the financial year ended 31 March 2017 is annexed herewith and forms part of the Annual Report as **Annexure-1**

The Board has re-appointed Dhiren R. Dave, Practising Company Secretaries, as Secretarial Auditors of the Company for the financial year 2017-18.

MANAGEMENT DISCUSSION AND ANALYSIS

In terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with the Stock Exchanges, the Management Discussion and Analysis Report for the FY 2016-17 duly reviewed by Audit Committee and approved by Board forms part of this Report.

PERSONNEL AND RELATED DISCLOSURES

The Board of Directors wishes to express their appreciation to all the employees for their outstanding contribution to the operations of the company. Pursuant to the provisions of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014, no employee is drawing remuneration in excess of the prescribed limits. Your company also appreciates that revenue and profit growth cannot take place without the right equality of people. To that effect, your company has undertaken a series of measures that ensures that the most appropriate people are recruited in to the organization.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in **Annexure-2**, forming part of the Annual Report.

INTERNAL CONTROL SYSTEM

Your Company has a well established Internal Control system to ensure an effective internal control environment that provides assurance on the efficiency of conducting business, including adherence to the 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 disclosures. The Internal Auditor certifies on the assurance of adequacy of Internal Control System on quarterly basis which are regularly reviewed by the Audit Committee. Independence of the audit is ensured by the direct reporting of internal audit function to the Audit Committee of the Board.

CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility is an integral part of the Company's ethos and policy and it has been pursuing on a sustained basis.

The brief outline of the Corporate Social Responsibility (CSR) Policy of the company and the initiatives undertaken by the company on CSR activities during the year are set out in Annexure of this Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules 2014. **(Annexure -3)**. The Policy is available on the website of the Company.

INDUSTRIAL RELATIONS

The Company continued to maintain harmonious and cordial relations with its workers in all its businesses during the year under report. Your company firmly believes that a dedicated work force constitute the primary source of sustainable competitive advantage.

RISK MANAGEMENT

Risk Management is the systematic process of understanding, measuring, controlling and communicating organization's risk exposures while achieving its objectives. The company's risk management policy stems from a philosophy of pursuing sustainable growth and creating economic value while calibrating and mitigating risks. The Board of Directors regularly review risks and threats and takes suitable steps to safeguard its interest and that there is no element of risk identified that may threaten the existence of the Company. The focus shifts from one area to another area depending upon the prevailing situation. The Risk Management Policy has been reviewed and found adequate to the requirements of the Company by independent firms of Chartered Accountants and approved by the Board. A detailed report on significant risks and mitigation is forming part of Management's Discussion and Analysis.

INSURANCE

All the properties of the Company including buildings, plant and machineries and stocks have been adequately insured.

EMPLOYEE STOCK OPTION

The company has not issued any Employee Stock Option.

ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

Information in accordance with the provisions of Section 134 (3) (m) of the Companies Act, 2013 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is given in the **Annexure-4** forming part of this report.

CONTRACTS AND ARRANGEMENT WITH RELATED PARTY

All contracts/ arrangements/ transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Such transactions form part of the notes to the financial statements provided in this Annual Report.

The Board has formulated a Related Party Transactions Policy for the purpose of identification and monitoring of such transactions.

Particulars of contracts or arrangements made with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed form AOC-2 is appended as **Annexure-5** to the Board's report.

CORPORATE GOVERNANCE

Your Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Report on Corporate Governance as stipulated under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 forms integral part of this Annual Report.

- i) The Company has complied with all the mandatory provisions of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 relating to the Corporate Governance.
- ii) Pursuant to Regulation 27(2) and 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with Stock-Exchanges, Corporate Governance Report and Auditors Certificate regarding compliance of conditions of Corporate Governance and a Management Discussion and Analysis Statement as stipulated under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 forms integral part of this Annual Report.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 in prescribed Form MGT-9 (**Annexure-6**) is forming part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:

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

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

CODE OF CONDUCT

As prescribed under the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV thereto and Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for its Board of Directors and Senior management and employees, the Company has formulated a comprehensive Code of Conduct (the Code). The Code is applicable to Directors and Senior management and employees to such extent as may be applicable to them depending upon their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz. Customer Value, Integrity, one team and Excellence.

A copy of the Code has been uploaded on the Company's website www.betexindia.com. The Code has been circulated to all the Directors and Management Personnel and its compliance is affirmed by them annually.

A declaration signed by the Company's Managing Director for the compliance of this requirement is published in this Report.

DECLARATION OF INDEPENDENCE BY THE INDEPENDENT DIRECTORS

Pursuant to Section 149(6) of the Companies Act, 2013, Independent Directors of the Company have made a declaration confirming the compliance of the conditions of the independence stipulated in the aforesaid section.

WHISTLE BLOWER MECHANISM

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour, the Company has adopted a Vigil mechanism/Whistle Blower Policy. This policy is explained in Corporate Governance Report and also uploaded on the website of the company i.e. www.betexindia.com

DISCLOSURE RELATED TO BOARD, COMMITTEES AND POLICIES**A) BOARD MEETINGS:**

The Board of Directors met 11 times during the financial year ended 31st March, 2017 in accordance with the provisions of the Companies Act, 2013 and rules made there under. The details thereof are given in the Corporate Governance Report forming part of the Annual report.

B) COMMITTEE MEETINGS:**AUDIT COMMITTEE**

The Audit Committee of the Board comprises of Mr. Mangilal Lahoti (Chairman) , Mrs. Deepa Dinesh Agarwal , Member and Mr. Mahesh Kumar Somani , Member.

All recommendations made by the Audit Committee were accepted by the Board during the year 2016-17. The brief details of the Audit Committee are given in Corporate Governance Report forming part of the Annual report.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Board comprises of Mr. Mangilal Lahoti (Chairman), Mr. Mahesh Kumar Somani, Member and Mrs. Deepa Dinesh Agarwal , Member.

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (as may be amended from time to time). Emphasis is given to persons from diverse fields or professionals.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee review and ensures redressal of investor grievances. The Stakeholders Relationship Committee of the Board comprises of Mr. Mahesh Kumar Somani (Chairman), Mr. Ritesh Somani , Member, Mr. Mangilal Lahoti , Member and Mrs. Deepa Dinesh Agarwal, Member.

The brief details of the Stakeholders Relationship Committee are given in Corporate Governance Report forming part of the Annual report.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board has laid down the Company's policy on Corporate Social Responsibility (CSR) and the CSR activities of the company are carried out as per the instructions of the Committee.

The CSR committee of the Board comprises of Mr. Mahesh Kumar Somani , Chairman , Mr. Ritesh Kumar Somani, Member and Mr. Mangilal Lahoti , Member.

PREVENTION OF SEXUAL HARASSMENT POLICY

The Company has in place Prevention of Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act; 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy

Your Directors state that during the year under review, there were no cases filed pursuant to The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION**Nomination & Remuneration Policy**

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 SEBI (Listing Obligations and Disclosure Requirement (as may be amended from time to time). Emphasis is given to persons from diverse fields or professionals.

- a) Ability to contribute and monitor our corporate governance practices.
- b) Ability to contribute by introducing international practices to address top-management issues.
- c) Active participation in long-term strategic planning.
- d) Commitment to the fulfilment of a director's obligations and fiduciary responsibilities.

The Nomination and remuneration Committee has framed the "NOMINATION & REMUNERATION AND EVALUATION POLICY "**Annexure – 7(i)** and "POLICY ON BOARD DIVERSITY (**Annexure - 7(ii)**" forming part of the Annual Report.

KEY MANAGERIAL PERSON

Mr. Manish Kumar Somani, the Executive Director and Chief Financial Officer, Raj Kumar Somani Managing Director and Miss Khushboo Vaishnav, the Company Secretary and Compliance officer of the Company are the Key Managerial Personnel of the company.

ACKNOWLEDGEMENT

Your Directors would like to express their grateful appreciation for the assistance and co-operation received from the Financial Institutions, Banks, Government Authorities and Shareholders during the year under review. Your Directors wish to place on record their deep sense of appreciation for devoted services of the Executives, Staff and workers of the Company for its success.

On behalf of the Board of Directors

Sd/-

Place : Surat

Mahesh Kumar Somani

Dated : 03.08.2017

Chairman

**ANNEXURE TO DIRECTORS' REPORT
ANNEXURE - 1**

To,
The Members
Betex India Limited
436, GIDC Pandesara,
Surat – 394221

Secretarial Audit Report**For the financial year ended March 31, 2017**

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

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BETEX INDIA LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information and representation provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2017, generally complied with the statutory provisions listed hereunder and

also that the Company has generally followed board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31.03.2017 according to the provisions of:

- (i) The Companies Act, 2013 (**the Act**) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of External Commercial Borrowings; - There are no events occurred during the year which attracts provisions of these regulations hence not applicable.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 -- There are no events occurred during the year which attracts provisions of these regulations hence not applicable.
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 effective from May 15, 2015 -- There are no events occurred during the year which attracts provisions of these regulations hence not applicable.
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - There are no events occurred during the year which attracts provisions of these regulations hence not applicable.
 - d. The Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - There are no events occurred during the year which attracts provisions of these regulations hence not applicable
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - There are no events occurred during the year which attracts provisions of these regulations hence not applicable

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - There are no events occurred during the year which attracts provisions of these regulations hence not applicable.
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - There are no events occurred during the year which attracts provisions of these regulations hence not applicable.
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified with effect from December 1, 2015.
- (vi) Factories Act, 1948
 - (vii) Industrial Disputes Act, 1947
 - (viii) The Payment of Wages Act, 1936
 - (ix) The Minimum Wages Act, 1948 Employees State Insurance Act, 1948
 - (x) The Employees Provident Fund and Miscellaneous Provisions Act, 1952
 - (xi) The Payment of Bonus Act, 1965
 - (xii) The Payment of Gratuity Act, 1972
 - (xiii) The Contract Labour (Regulation and Abolition) Act, 1970
 - (xiv) The Maternity Benefit Act, 1961
 - (xv) The Child Labour (Prohibition and Regulation) Act, 1986
 - (xvi) The Industrial Employment (Standing Orders) Act, 1946
 - (xvii) The Employees Compensation Act, 1923
 - (xviii) The Apprentices Act, 1961
 - (xix) Equal Remuneration Act, 1976
 - (xx) The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959

- (xxi) The Environment (Protection) Act, 1986 (read with The Environment (Protection) Rules, 1986)
- (xxii) The Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008.
- (xxiii) The Water (Prevention and Control of Pollution) Act, 1974 (read with Water (Prevention and Control of Pollution) Rules, 1975)
- (xxiv) The Air (Prevention and Control of Pollution) Act, 1981 (read with Air (Prevention and Control of Pollution) Rules, 1982)
- (xxv) and all other laws applicable to the company not mentioned hereinabove.

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with the BSE Limited.

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

1. Company was holding 44.86% in Equity Shares of M/s Ekta Polyfab Pvt Ltd. As per Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, M/s. Ekta Polyfab Pvt. Ltd. becomes an associate company. However, Company has not circulated consolidated financial statements to the shareholders and even Directors' report is silent. However, In June 2017 shareholding has been reduced to below threshold limits.
2. I further report that:

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

3. I further report 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.
4. I further report that during the audit period the company has not taken any major steps and enter into any events having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Place : SURAT
Date : 03.08.2017

DHIREN R DAVE
COMPANY SECRETARY
FCS : 4889
CP : 2496

To,
The Members
Betex India Limited
436, GIDC Pandesara,
Surat – 394221

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about 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. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : SURAT
Date : 03.08.2017

DHIREN R DAVE
COMPANY SECRETARY
FCS : 4889
CP : 2496

ANNEXURE TO DIRECTORS' REPORT**ANNEXURE-2****FORM AOC – 1**

The information required under Section 197(12) of the Companies Act 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended 31st March, 2017 are given below:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year ended March, 2017: -

Name of the Director / KMP & Designation	Remuneration (Rs in Lacs)	% increase in Remuneration in F.Y. 2016-17	Ratio to median remuneration	Comparison of the Remuneration of the KMP against the performance of the company
Shri Raj Kumar Somani Director	3.00	-	1.60	The Profit before tax marginally decreased by 5.98% but Profit after tax (PAT) increased by of 6.93% as compared to last year.
Shri Ritesh Kumar Somani Executive Director	3.00	-	1.60	
Miss Khushboo Vaishnav	1.44	-	0.80	

The Non-Executive Independent Directors of the Company are entitled for sitting fees and reimbursement of expenses as per the statutory provisions and are within the prescribed limits.

2. **Percentage increase in the median remuneration of employees in the financial year : 8.5%**

3. **Number of permanent employees on the rolls of Company as on 31st March. 2017: 460**

- 4) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstance for increase in managerial remuneration :**

Average Percentile increase in Remuneration of employees other than Managerial Personnel was 9.5% and average increase in remuneration of Managerial Personnel was Nil.

Average increase in remuneration of both, managerial and non-managerial personnel were determined based on the overall performance of the Company.

5) Key parameters for any variable component of remuneration availed by the Directors:

Key result areas of the managerial personnel are broadly to achieve Company's growth and performance target, achieving the same against various adverse externalities globally, devising sustenance strategy to combat global forces like competition, exchange rate etc, which, in turn, enhance shareholders' value. Remuneration of the managerial personnel is based on the Remuneration Policy as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.

6) Affirmation that the remuneration is as per Remuneration policy:

The Company affirms that the remuneration paid is as per the Remuneration policy of the Company

7) Pursuant to the provisions of the Companies (Appointment & Remuneration of Managerial Personnel) rules 2014, no employee is drawing remuneration in excess of the prescribed limits.

ANNEXURE TO DIRECTORS' REPORT**ANNEXURE-3****ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY****ACTIVITIES**

(Pursuant to Section 134 (3) (O) of the Companies Act, 2013 and Rule 9 of the Companies

(Corporate Social Responsibility) rules, 2014)

The CSR Policy sets out the Company's commitment and approach towards Corporate Social Responsibility for improving the quality of life of the communities it serves. The Company's Corporate social Responsibility (CSR) policy is multifaceted to cover projects and programmes in the field of education, healthcare, rural improvement initiatives. The Company's CSR projects and programs are carried out within CSR policy.

The focus areas for CSR activities are:

I) Education :

Betex India Limited undertakes initiative for imparting training to develop language skills to enhance individual employability of youth in marginalized and deprived sections of the society.

Supporting projects and programs for education and development of children from weaker sections of the society directly or through Charitable Trusts, as considered necessary

2) Health:

Providing financial assistance to institutions, hospitals, charitable trusts and NGOs pursuing projects and programs benefiting paediatrics and cancer patients, people suffering from AIDS, the Blind, Deaf and Dumb.

Organising blood donation camps, various health check – up camps .

3) Promoting Social welfare:

Contributions towards disaster relief and rehabilitation through appropriate agencies as Assistance in Samuhik Vivah of Backward class of people as and when required.

4) Animal Care

Under this program, the company is to take on following projects for animal care : -

- 1) Gau Seva
- 2) Assisting Gau Chikitsalya

In addition to the identified areas of focus mentioned above, the Company may also undertake other activities defined in Schedule VII of the Companies Act, 2013.

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The CSR policy has been uploaded on the website of the Company at www.betexindia.com

Average net profit of the company for last three financial years:-

Year	Net profit as per Section 198 of the Companies Act , 2013 (Rs. in Crores)
2014-15	1.07
2015-16	0.98
2016-17	1.15
Average net profits of last three years	1.07

Prescribed CSR expenditure (2% of the Average net profit of three financial years): Rs. 2.13 Lakh

Details of CSR spent during the financial year :-

- a) Total amount to be spent for the financial year : 9.13 Lakhs
- b) Amount unspent, if any: N.A.
- c) Manner in which amount spent during the financial year is detailed below :

SI. NO.	CSR Project of activities identified	Sector in which the project is covered	Projects or Programs undertaken (Place)	Amount outlay (Budget) or project or program wise	Amount spent on the projects / programs	Cumulative expenditure up to the reporting period	Amount Spent : Director or through implementing agency
1.	Health care (Donation for Dialysis)	Medical	Surat	0.55	0.55	0.55	Surat Manav Seva Sangh
2.	Health care (Donation for Free Eye Operation of Poor People)	Medical	Surat	1.8	1.50	1.50	Rajasthan Parishad
3.	Animal Care	Gau Chikitsalya	Nagur (Rajasthan)	0.48	0.42	0.42	Shri Krishna Gopal Gauseva Samiti
4.	Animal Care	Animal Life Saving Project	Ahmedabad	0.13	0.11	0.11	Shri Jeevdaya Jankalyan Parivar Trust
5.	Animal Care	Gauseva	Surat	0.40	0.36	0.36	Shri Somlai Hanuman

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							Gau Seva Samiti
6	Animal Care	Gauseva	Jalore (Rajasthan)	1.51	1.51	1.51	Shri Gopal Govardhan Gaushala
7	Animal Care	Gauseva	Sikar (Rajasthan)	2.00	2.00	2.00	Shri Gopinath Gaushala
8.	Promoting Social Welfare	Social Development of Tribals People	Calcutta	3.00	2.57	2.57	Friends of Tribal Society
9.	Promoting Social Welfare	Vanvasi Kayan Yojna	Surat	0.13	0.11	0.11	The International Society for Krishna Consciousness
	Total :			10.0	9.13	9.13	

This is to confirm that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the company.

ANNEXURE TO DIRECTORS' REPORT**ANNEXURE-4****PARTICULARS REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988****A. Conservation of Energy :**

Energy conservation is a high priority area for the Company. Our continued effort to reduce and optimize the use of energy consumption has shown positive results. The company continuously pursues the process of energy conservation through improved operational and maintenance practices.

a) Energy Conservation measures taken by the company

- 1) Automated Load management system to improve power factor with reduced cost effect demand
- 2) Energy efficient motors installed in place of old motors
- 3) Increasing awareness of energy saving within the organisation to avoid wastage of energy.

b) Additional Investments and proposals , if any, being implemented for reduction of consumption of energy

- 1) Modification and improvement in process system of printing on fabrics.
- 2) Optimization in Load Factor.

c) Impact of measures at (a) & (b) above for reduction of energy consumption and consequent impact on the cost of production of goods

- 1) Reduction in wastage and energy / power consumption per unit of Yarn
- 2) Reduction in Cost.

d) Total energy consumption and energy consumption per unit of production as per prescribed Form - A given hereunder**FORM A****A. Power and Fuel Consumption:**

Electricity	2016-17	2015-16
a) Purchased		
-Units	14048748	14319196
-Total Amount	95669242	106865308
-Rate/Unit (Rs.)	6.81	7.46

FORM B**(Forms for disclosure of particulars with respect to Technology Absorption)****I. Research and Development (R&D)****1. Specific areas in which R & D carried out by the company**

- a) Modification in dyeing and printing machineries
- b) Printing machines of new product concept will be installed.
- c) Addition of New Chamber in Centre Machine proposed

2. Benefit derived as a result of the above R & D

- a) Reduction in wastage and energy / power consumption per unit of yarn.
- b) Reduction in operating & maintenance cost thereby increase in margins.

3. Expenditure on R & D / product development

Capital and recurring expenditure is incurred by the company regularly.

Form No. AOC-2

ANNEXURE-5

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

This Form pertains to the 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 arm's length transactions under third proviso thereto

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

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2016, which were not at arm's length basis.

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

Name(s) of the Related party	Nature of Relationship	Nature of Contract	Duration of Contract	Date of Board Meeting Approval	Amount (Rs.)
Aruna Somani	Wife of Ritesh Somani	Salary	One Year	30.05.2017	10,20,000
Rasmi Somani	Wife of Manish Somani	Salary	One Year	30.05.2017	15,50,000
Suman Devi Somani	Wife of Raj Kumar Somani & Mother of Ritesh Somani	Salary	One Year	30.05.2017	10,20,000
Amrita Somani	Wife of Rakesh Somani	Salary	One Year	30.05.2017	10,20,000
Sharda Devi Somani	Wife of Mahesh Somani & Mother of Manish Somani	Salary	One Year	30.05.2017	23,50,000

On behalf of the Board of Directors

Sd/-

Place : Surat
Dated : 03.08.2017

Mahesh Kumar Somani
Chairman

ANNEXURE-6**FormNo.MGT-9****EXTRACT OF ANNUAL RETURN****(As on the financial year ended on 31st March, 2017)**

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

I.	REGISTRATION AND OTHER DETAILS	
i)	CIN	L17119GJ1992PLC018073
ii)	Registration Date	7th January, 1987
iii)	Name of the Company	Betex India Limited
iv)	Category/Sub-Category of the Company	Public Company / Limited by shares
v)	Address of the Registered office and contact details	436, GIDC PANDESARA SURAT 394221 GUJARAT Phone: 0261-2328902 Fax: 0261-2334189
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt Ltd 1st Floor, Bharat Tin Works Building Opp. Vasant Oasis Apartments (Next to Keys Hotel) Marol Maroshi Road, Andheri (E), Mumbai-400072, India Phone: 022-40430200/28470652 Fax: 022-28475207
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	As per Annexure-A
III.	PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES	As per Annexure-B
IV.	SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)	
	i) Category-wise Share Holding	As per Annexure-C
	(ii) Shareholding of Promoters	As per Annexure-D
	(iii) Change in Promoters' Shareholding	As per Annexure-E
	(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Annexure-F
	(v) Shareholding of Directors and Key Managerial Personnel	As per Annexure-G
V.	INDEBTEDNESS Indebtedness of the Company including interest outstanding/accrued but not due for payment	As per Annexure-H
VI.	REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	
	A. Remuneration to Managing Director, Whole-time Directors and/or Manager	As per Annexure-I
	B. Remuneration to other directors	As per Annexure-J
	C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD	As per Annexure-K
VII	PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:	As per Annexure-L

ANNEXURE – A**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Dying & Printing on Polyester Fabrics	2480	100%

ANNEXURE – B**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	Name And Address of The Company	CIN/GLN	Holding/ Subsidiary/Associate	% of shares held	Applicable Section
1	NIL	NIL	NIL	NIL	NIL

ANNEXURE-C

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 1st April, 2016)				No. of Shares held at the end of the year (As on 31st March, 2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	270000	0	270000	18.00	269981	0	269981	18.00	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	537300	0	537300	35.82	537300	0	537300	35.82	0.00
e) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1)	807300	0	807300	53.82	807281	0	807281	53.82	0.00
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
e1) Group Companies	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00

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Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	807300	0	807300	53.82	807300	0	807281	53.82	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1)	0	0	0	0.00	0	0	0	0.00	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	203501	11400	214901	14.33	205794	11400	217194	14.48	0.15
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	160885	316900	477788	31.85	157353	316900	474253	31.62	(0.24)

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ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00
c) Others									
c1) Clearing Member	11	0	11	0.00	1272	0	1272	0.00	0.08
c2) Directors/Relatives	0	0	0	0.00	0	0	0	0.00	0.00
c3) Non Resident Indians (NRI)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2)	364400	328300	692700	46.18	364419	328300	692719	46.18	0.00
Total Public Shareholding (B)=(B)(1) + (B)(2)	364400	328300	692700	46.18	364419	328300	692719	46.18	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	1171700	328300	1500000	100.00	1171700	328300	1500000	100.00	0.00

ANNEXURE-D**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****i) Category-wise Share Holding**

Sr No	NAME	Shareholding at the beginning of the year 01/04/2016			Shareholding at the end of the year 31/03/2017			% Change in shareholding during the year
		Number of Shares	% Shares of the Company	% of Shares Pledged/encumbered to total shares	Number of Shares	% Shares of the Company	% of Shares Pledged/encumbered to total shares	
1	MAHESHKUMAR SITARAM SOMANI	45000	3.00	0.00	45000	3.00	0.00	0.00
2	RAJKUMAR SITARAM SOMANI	45000	3.00	0.00	45000	3.00	0.00	0.00
3	BAJRANGAL SITARAM SOMANI	34000	2.27	0.00	34000	2.27	0.00	0.00
4	SHANKARLAL SITARAM SOMANI	44000	2.93	0.00	44000	2.93	0.00	0.00
5	SUMANDEVI SOMANI	25000	1.67	0.00	25000	1.67	0.00	0.00
6	GANGADEVI SHANKARLAL SOMANI	17500	1.17	0.00	17500	1.17	0.00	0.00
7	RAKESH RAJKUMAR SOMANI	10500	0.70	0.00	10500	0.70	0.00	0.00
8	RITESH RAJKUMAR SOMANI	10500	0.70	0.00	10500	0.70	0.00	0.00
9	SHARADEVI SOMANI	9000	0.60	0.00	9000	0.60	0.00	0.00
10	MANISH MAHESHKUMAR SOMANI	8000	0.53	0.00	8000	0.53	0.00	0.00
11	RASHMI SOMANI	7500	0.50	0.00	7500	0.50	0.00	0.00

12	SUSHIL SHANKARLAL SOMANI	2000	0.13	0.00	2000	0.13	0.00	0.00
13	SUMEET SHANKARLAL SOMANI	2000	0.13	0.00	2000	0.13	0.00	0.00
14	NEELAM SUSHIL SOMANI	2000	0.13	0.00	2000	0.13	0.00	0.00
15	MANISHA SUMEET SOMANI	2000	0.13	0.00	1981	0.1321	0.00	-0.0012
16	URMILADEVI SOMANI	2000	0.13	0.00	2000	0.13	0.00	0.00
17	ANKIT BAJRANG SOMANI	2000	0.13	0.00	2000	0.13	0.00	0.00
18	AMIT BAJRANGLAL SOMANI	2000	0.13	0.00	2000	0.13	0.00	0.00
19	SUMEET MENTHOL PRIVATE LIMITED	319300	21.29	0.00	319300	21.29	0.00	0.00
20	SUMEET SILK PROCESSORS PVT. LTD.	74000	4.93	0.00	74000	4.93	0.00	0.00
21	SITARAM PRINTS PRIVATE LIMITED	74000	4.93	0.00	74000	4.93	0.00	0.00
22	SOMANI OVERSEAS PRIVATE LIMITED	70000	4.67	0.00	70000	4.67	0.00	0.00
	TOTAL	807300	53.82	0.00	807281	53.82	0.00	-0.0012

ANNEXURE – E**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No.	Particular	Shareholding at the beginning of the year (As on 1st April, 2016)				Cumulative Shareholding during the year (As on 31st March 2017)	
		Date	No. of shares	% of total shares of the company	Reason	No. of shares	% of total shares of the company
1	Total Promoters' Holding	01-04-2016	807300	53.82		807300	53.82
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	25-04-2016	-19	0.001	Sale	1981	0.13
3	At the end of the year	31.03.2017	807281	53.82		807281	53.82

BETEX INDIA LIMITED

ANNEXURE – F

Sr. No	NAME	No. of Shares at the begining /End of the year	Date	Increase/ Decrease in share - holding	Reason	Number of Shares	Percent age of total shares of the compan y
1	RAGHUVIR TEXTURIZERS PRIVATE LIMITED	1,76,099	01-Apr-16	0	Transfer	1,76,099	11.74
		1,76,099	31-Mar-17	0	Transfer	1,76,099	11.74
2	GINNI TRADELINKS PVT LTD	24,200	01-Apr-16	0	Transfer	24,200	1.61
		24,200	31-Mar-17	0	Transfer	24,200	1.61
3	ANIL KUMAR JAIN (HUF)	5,000	01-Apr-16	0	Transfer	5,000	1.33
		5,000	31-Mar-17	0	Transfer	5,000	1.33
4	KRISHNA DEVI LAHOTI	5,300	01-Apr-16	0	Transfer	5,300	0.35
			10-Jun-16	2,201	Transfer	7,501	0.50
		7,501	31-Mar-17	0	Transfer	7,501	0.50
5	NARENDRA SABOO	5,300	01-Apr-16	0	Transfer	5,300	0.35
			10-Jun-16	100	Transfer	5,400	0.36
		5,400	31-Mar-17	0	Transfer	5,400	0.36
6	DEVI PRASAD SABOO	5,300	01-Apr-16	0	Transfer	5,300	0.35
		5,300	31-Mar-17	0	Transfer	5,300	0.35
7	VAIBHAV NARENDRA SABOO	5,200	01-Apr-16	0	Transfer	5,200	0.35
		5,200	31-Mar-17	0	Transfer	5,200	0.35
8	SADHNA SABOO	5,200	01-Apr-16	0	Transfer	5,200	0.35
		5,200	31-Mar-17	0	Transfer	5,200	0.35
9	ALOKKUMARSHIV SHIVSHANKAR SABOO	5,199	01-Apr-16	0	Transfer	5,199	0.35
			17-Mar-17	-300	Transfer	4,899	0.33
			24-Mar-17	-127	Transfer	4,772	0.32
		4,772	31-Mar-17	0	Transfer	4,772	0.32
10	KIRTI SABOO	5,000	01-Apr-16	0	Transfer	5,000	0.33
		5,000	31-Mar-17	0	Transfer	5,000	0.33

ANNEXURE – G**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	Name of the Directors and KMP	Shareholding at the beginning of the year (As on 1st April, 2016)		Cumulative Shareholding during the year (As on 31st March, 2017)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
A.	Executive Director				
	1. Mr. Raj Kumar Somani	45000	3.00	45000	3.00
	2. Mr. Ritesh Kumar Somani	10500	0.70	10500	0.70
	3. Mr. Manish Kumar Somani	8000	0.53	8000	0.53
B.	Non-Executive Director				
	1. Mr. Mahesh Kumar Somani	45000	3.00	45000	3.00
	2. Mr. Mangilal Sukhlal Lahoti	0	0.00	0	0.00
	3. Smt. Deepa Dinesh Agarwal	0	0.00	0	0.00
C.	Key Managerial Person				
	Mr. Manish Kumar Somani	8000	0.53	8000	0.53
	(Chief Financial officer)				
	Mr. Raj Kumar Somani	45000	3.00	45000	3.00
	(Managing Director)				
	Miss. Khushboo Vaishnav	0	0.00	0	0.00
	(Company Secretary)				

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

(Rs. in lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	443.36	1422.67	0.00	1866.03
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	443.36	1422.67	0.00	1866.03
Change in Indebtedness during the financial year				
· Addition	43.90	0.00	0.00	43.90
· Reduction	130.38	364.95	0.00	-234.57
Net Change	86.48	-364.95	0.00	-278.47
Indebtedness at the end of the financial year				
i) Principal Amount	529.85	1057.72	0.00	1587.57
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	529.85	1057.72	0.00	1587.57

ANNEXURE-I**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:
(Rs. in Lakhs)**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Raj Kumar Somani	Manish Kumar Somani	Ritesh Kumar Somani	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3.00	0.00	3.00	6
	(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	-	-	-	-
5	Others	-	-	-	-
	Total (A)	3.00	0.00	3.00	6.00
	Ceiling as per the Act @10% of profit calculated u/s. 198 of the Companies Act, 2013	-	-	-	11.48

ANNEXURE – J**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****B. Remuneration to other directors:**

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mahesh Kumar Somani	Mangilal Sukhlal Lahoti	Deepa Dinesh Agarwal	
1	Non-Executive Directors Fee for attending board committee meetings Commission Others*	- - -	- - -	- - -	- - -
2	Total (1)	-	-	-	-
3	Total Managerial Remuneration	-	-	-	-
4	Ceiling as per the Act @ 1% of profit calculated u/s 198 of the Companies Act, 2013	-	-	-	-

ANNEXURE K**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

(Rs. In Lacs)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		Total
		Manish Kumar Somani , C.F.O	KhushbooVaishnav, Company Secretary	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	1.44	1.44
		-	-	-
		-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- others	-	-	-
5	Others	-	-	-
	Total	0.00	1.44	1.44

ANNEXURE – L**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:****A. Company**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	authority [RD/NCLT/COURT]	Appeal made, if any (give details)
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	NIL	NIL	NIL	NIL
Punishment	-	NIL	NIL	NIL	NIL
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

ANNEXURE TO DIRECTORS' REPORT**ANNEXURE-7(i)****NOMINATION & REMUNERATION AND EVALUATION POLICY**

(Framed under Section 178(3) of Companies Act, 2013 & Regulation 19(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This Nomination, Remuneration and Evaluation Policy (the "Policy") applies to the Board of Directors (the "Board"), Key Managerial Personnel (the "KMP") and the Senior Management Personnel of Betex India Limited (the "Company").

"Key Managerial Personnel (KMP) means:

- (i) Chairman & Managing Director;
- (ii) Company Secretary,
- (iii) Whole-time Director;
- (iv) Chief Financial Officer; and
- (v) Such other Officer as may be prescribed.

The term "Senior Management Personnel" means to include all members other than the Directors and KMPs of the Company, who are the functional heads of the departments/divisions/branches of the Company.

This Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. PREAMBLE

- 1.1 Sub-section (3) of Section 178 of the Companies Act, 2013 states that the Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- 1.2 Section 178 of the Companies Act, 2013 has been made effective from April 1, 2014 by the Central Government by notification no. S.O. 902(E) issued on March 26, 2014. Therefore this Nomination and Remuneration Policy ("the Policy") has been framed in compliance with the provisions of the Act and Rules made under the Act.
- 1.3 The Policy provides a framework for remuneration to the members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel ("SMP") of the Company (collectively referred to as "**Executives**").
The expression "senior management" means employees of Company who are members of its core management team excluding directors comprising all members of management one level below the executive directors, including the functional heads.
- 1.4 The existing Remuneration Committee of the Board of Directors has been re-named as Nomination and Remuneration Committee ("the Committee or NRC") so as to comply with the provisions of Section 178(1) of the Act. The Members of the Committee shall be appointed by the Board and shall comprise three or more non-executive directors out of which not less than one-half shall be independent directors. Any fraction in the one-half shall be rounded off to one.
- 1.5 This Policy will be called "BIL Nomination & Remuneration Policy" and referred to as "the Policy".
- 1.6 The Policy will be reviewed at such intervals as the Nomination and Remuneration Committee will deem fit.

2. OBJECTIVES

- 2.1 The objectives of the Policy are as follows:
- 2.2 To set criteria for determining qualifications, positive attributes and independence of a director, and remuneration of the Executives.
- 2.3 To enable the Company to attract, retain and motivate highly qualified members for the Board and other executive level to run the Company successfully.
- 2.4 To enable the Company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations.
- 2.5 To ensure that the interests of Board members & senior executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the "pay-for performance" principle.
- 2.6 To ensure that remuneration to directors, KMP and senior management employees of the Company involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

3. ACCOUNTABILITIES

- 3.1 The Board is ultimately responsible for the appointment of Directors and Key Managerial Personnel.
- 3.2 The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, Key Managerial Personnel and the Senior Management of the Company to the Nomination and Remuneration Committee which makes recommendations & nominations to the Board.

4. PRINCIPLES OF REMUNERATION

- 4.1 Support for Strategic Objectives: Remuneration and reward frameworks and decisions shall be developed in a manner that is consistent with, and supports and reinforces the achievement of the Company's vision and strategy.
- 4.2 Transparency: The process of remuneration management shall be transparent, conducted in good faith and in accordance with appropriate levels of confidentiality.
- 4.3 Internal equity: The Company shall remunerate the Executives in terms of their roles within the organisation. Positions shall be formally evaluated to determine their relative weight in relation to other positions within the Company.
- 4.4 External equity: The Company strives to pay an equitable remuneration, capable of attracting and retaining high quality personnel. Therefore the Company will remain logically mindful of the ongoing need to attract and retain high quality people, and the influence of external remuneration pressures. Reference to external market norms will be made using appropriate market sources, including relevant and comparative survey data, as determined to have meaning to the Company's remuneration practices at that time.
- 4.5 Flexibility: Remuneration and reward shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other laws.
- 4.6 Performance-Driven Remuneration: The Company shall establish a culture of performance-driven remuneration through the implementation of the Performance Incentive System.
- 4.7 Affordability and Sustainability: The Company shall ensure that remuneration is affordable on a sustainable basis.

5. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is responsible for:

- 5.1 reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with the objective to diversify the Board;
- 5.2 identifying individuals suitably qualified to be appointed as the KMPs or in the senior management of the Company;
- 5.3 recommending to the Board on the selection of individuals nominated for directorship;
- 5.4 making recommendations to the Board on the remuneration payable to the Directors/KMPs/Senior Officials so appointed/reappointed;
- 5.5 assessing the independence of independent directors;
- 5.6 such other key issues/matters as may be referred by the Board or as may be necessary in view SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provision of the Companies Act 2013 and Rules there under.
- 5.7 To make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- 5.8 ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- 5.9 To devise a policy on Board diversity;
- 5.10 To develop a succession plan for the Board and to regularly review the plan;

The Nomination and Remuneration Committee comprises of the following:

- a) The Committee shall consist of minimum three members out of that there will be minimum two non-executive directors and majority of them being independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRMAN

- a) Chairman of the Committee shall be an Independent Director.
- b) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- c) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

COMMITTEE MEMBERS' INTERESTS

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

The Committee shall:

- i) review the ongoing appropriateness and relevance of the Policy;
- ii) Ensure that all provisions regarding disclosure of remuneration, including pensions, leave encashment, gratuity, etc. are fulfilled;
- iii) Obtain reliable, up-to-date information about remuneration in other companies;
- v) Ensure that no director or executive is involved in any decisions as to their own remuneration.

6. PROCEDURE FOR SELECTION AND APPOINTMENT OF THE BOARD MEMBERS**• Board membership criteria**

- 6.1 The Committee, along with the Board, shall review on an annual basis, appropriate skills, characteristics and experience required of a Board Member. The objective is to have a Board with diverse background and experience in business, government, academics, technology and in areas that are relevant for the Company's global operations.
- 6.2 In evaluating the suitability of individual Board members, the Committee shall take into account many factors, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background and personal achievements. Directors must possess experience at policy-making and operational levels in large organizations with significant international activities that will indicate their ability to make meaningful contributions to the Board's discussion and decision-making in the array of complex issues facing the Company.
- 6.3 Director should possess the highest personal and professional ethics, integrity and values. They should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular constituency

7. PROCEDURE FOR SELECTION AND NOMINATION OF KMP AND SMPS

The Chairman of the Company and the Chairperson of the NRC shall along with Company Secretary, identify and appoint suitable candidates for appointing them as KMPs (excluding Executive Directors) or SMPs of the Company on the basis of their academic, professional qualifications, relevant work experience, skill and other capabilities suitable to the position of concerning KMP or SMP.

Further, in case of KMP (excluding Executive Director) appointment, approval of the Board of Directors/concerned Committee shall be taken in accordance with provisions of relevant Act, statutes, regulations etc. Existing as on that date. The appointment and/or removal of KMPs shall be placed before the NRC and / or Board of Directors at regular intervals.

8. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, Key Management Personnel and other senior officials.

The Directors, Key Management Personnel and other senior official's salary shall be based "& determined on the individual person's responsibilities and performance and in accordance with the limits as prescribed statutorily, if any.

The Nominations & Remuneration Committee determines individual remuneration packages for Directors, KMPs and Senior Officials of the Company taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines. The Committee consults with the Chairman of the Board as it

deems appropriate. Remuneration of the Chairman is recommended by the Committee to the Board of the Company.

(i) REMUNERATION:**a) Base Compensation (fixed salaries)**

Must be competitive and reflective of the individual's role, responsibility and experience in relation to performance of day-to-day activities, usually reviewed on an annual basis; (includes salary, allowances and other statutory/non-statutory benefits which are normal part of remuneration package in line with market practices).

b) Variable salary:

The NRC may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfilment of specified improvement targets or the attainment of certain financial or other objectives set by the Board. The amount payable is determined by the Committee, based on performance against pre-determined financial and non-financial metrics.

(ii) STATUTORY REQUIREMENTS:

- Section 197(5) provides for remuneration by way of a fee to a director for attending meetings of the Board of Directors and Committee meetings or for any other purpose as may be decided by the Board.
 - Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its directors, including managing director and whole time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company computed in the manner laid down in Section 198 in the manner as prescribed under the Act.
 - The Company with the approval of the Shareholders and Central Government may authorise the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V.
 - The Company may with the approval of the shareholders authorise the payment of remuneration up to five percent of the net profits of the Company to its anyone Managing Director/Whole Time Director/Manager and ten percent in case of more than one such official.
 - The Company may pay remuneration to its directors, other than Managing Director and Whole Time Director up to one percent of the net profits of the Company, if there is a managing director or whole time director or manager and three percent of the net profits in any other case.
 - The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Companies Act, 2013.
- 8.1 The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board and profit related commission as may be approved by the members. The sitting fee to the Independent Directors shall not be less than the sitting fee payable to other directors.
- 8.2 The remuneration payable to the Directors shall be as per the Company's policy and shall be valued as per the Income Tax Rules.
- 8.3 The remuneration payable to the Key Managerial Personnel and the Senior Management shall be as may be decided by the Board having regard to their experience, leadership abilities, initiative taking abilities and knowledge base.

9. EVALUATION/ASSESSMENT OF DIRECTORS/KMPS/SENIOR OFFICIALS OF THE COMPANY

The evaluation/assessment of the Directors, KMPs and the senior officials of the Company is to be conducted on an annual basis and to satisfy the requirements of Listing Obligations and Disclosure Requirements, Regulations, 2015. The following criteria may assist in determining how effective the performances of the Directors/KMPs/Senior officials have been:

- Leadership & stewardship abilities
- Contributing to clearly define corporate objectives & plans
- Communication of expectations & concerns clearly with subordinates
- Obtain adequate, relevant & timely information from external sources.
- review & approval achievement of strategic and operational plans, objectives, budgets
- regular monitoring of corporate results against projections
- identify, monitor & mitigate significant corporate risks
- assess policies, structures & procedures
- direct, monitor & evaluate KMPs, senior officials
- review management's succession plan
- effective meetings
- assuring appropriate board size, composition, independence, structure
- clearly defining roles & monitoring activities of committees
- review of corporation's ethical conduct

Evaluation on the aforesaid parameters will be conducted by the Independent Directors for each of the Executive/Non-Independent Directors in a separate meeting of the Independent Directors.

The Executive Director/Non-Independent Directors along with the Independent Directors will evaluate/assess each of the Independent Directors on the aforesaid parameters. Only the Independent Director being evaluated will not participate in the said evaluation discussion.

10. APPROVAL AND PUBLICATION

10.1 This Policy as framed by the Committee shall be recommended to the Board of Directors for its approval.

10.2 The Policy shall form part of Director's Report as required under Section 178(4) of the Companies Act, 2013.

11. SUPPLEMENTARY PROVISIONS

11.1 This Policy shall formally be implemented from the date on which it is adopted by the Board of Directors.

11.2 Any matters not provided for in this Policy shall be handled in accordance with relevant laws and regulations, the Company's Articles of Association.

11.3 The right to interpret this Policy vests in the Board of Directors of the Company

ANNEXURE-7(ii)**BOARD DIVERSITY POLICY**

(Pursuant to Regulation 19(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which have come into effect from 1st December, 2015)

This policy was originally framed pursuant to Clause 49 of the Listing agreement and is amended pursuant to Regulation 19(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which have come into effect from 1st December, 2015.

PURPOSE

The Board Diversity Policy ('the Policy') sets out the approach to have diversity on the Board of Directors ('Board') of Betex India Limited (the "company").

SCOPE OF APPLICATION

The Policy applies to the Board.

POLICY STATEMENT

The Company recognizes and embraces the benefits of having a diverse Board that possesses a balance of skills, experience, expertise and diversity of perspective appropriate to the requirements of the businesses of the Company. The Company sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other distinctions between directors. The differences will be considered in determining the optimum composition of Board and when possible should be balanced appropriately.

The Company maintains that Board appointments should be based on merits that complements and expands the skills, experience and expertise of the Board as a whole taking into account knowledge, professional experience, and qualifications, gender, age, cultural and educational background, and any other factors that the board might consider relevant and applicable from time to time for it to function effectively.

These diversities will be considered in determining the optimum composition of the Board and when and wherever possible should be balanced appropriately. All Board appointments are made on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective.

in the process of attaining a diverse Board based on the aforementioned criteria, the following criteria needs to be assessed:

OPTIMUM COMPOSITION

- (a) The Board shall have an optimum combination of executives and non- executive directors and not less than fifty per cent of the Board of directors comprising non- executive directors.
- (b) At least half of the Board should comprise of independent directors (where the chairman of the Board is executive or promoter) or at least one-third of the Board consisting of independent directors (where the chairman of the Board is non-executive).

In any case, the Company should strive to ensure that the number of independent directors do not fall below 3(three) so as to enable the board to function smoothly and effectively.

- (c) The Company shall have at least one women director on the Board to ensure that there is no gender inequality on the Board.

ROLE OF NOMINATION AND REMUNERATION COMMITTEE

The Nomination & Remuneration Committee ('Committee') reviews and assesses Board composition on behalf of the Board and recommends the appointment of new Directors also considering the provisions of Companies Act, 2013 and rules framed there under. The Committee also oversees the conduct of the annual review of Board effectiveness.

In reviewing Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.

In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.

REVIEW OF THE POLICY

The Committee will review the policy from time to time keeping in view the statutory requirement and need of the organization and recommend the same to the Board for their approval.

CORPORATE GOVERNANCE REPORT**(As required under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchange**

Corporate Governance refers to a combination of regulations, procedures and voluntary practices that enable Companies to maximize shareholder's value by attracting financial and human capital and efficient performance. The Company believes that good corporate governance contemplates that corporate actions balance the interest of all shareholders and satisfy the tests of accountability and transparency.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Transparency and accountability leading to management reliability are the touchstone of the Corporate Governance at BETEX INDIA LIMITED. The ultimate objective of the Corporate Governance at BETEX INDIA LIMITED is to enhance shareholder's value in the long term. However, the Corporate Governance at BETEX INDIA LIMITED is continuously making efforts to implement sound governance practices with below objectives.

- i) To enhance shareholders value
- ii) To comply applicable law, guidelines, rules and regulations
- iii) To excel in customer satisfaction
- iv) To maintain for environment and sustainable development
- v) To concern for environment and sustainable development

2. BOARD OF DIRECTORS

(A) BETEX INDIA LIMITED is having 6 Directors on its Board consisting of 3 Executive and 3 Non- Executive with Non- Executive Chairman as on 31st March, 2017. None of the directors on the Board is a member of more than 10 committees and Chairman of more than 5 committees, across all the Companies in which they are directors.

The category, composition, attendance of each Director at the Board Meeting, last Annual General Meeting and the number of other Directorship and Chairmanship/Membership of Committees of each Director in various companies are given below:

Sr. No	Name of Directors	Category	Particular of Attendance		No. of Other Directorships/ Committee Memberships/ Chairmanships*		
			Board Meeting	Last AGM	O.D.	C.M	C. C.
1	Mr. Mahesh Kumar Somani	Chairman (Non-Executive) & Non-Independent Director	11	Yes	8	1	1
2	Mr. Raj Kumar Somani	Managing Director (Executive & Non-Independent)	10	Yes	8	-	-
3	Mr. Manish Kumar Somani	Executive & Non-Independent Director	9	Yes	3	-	-
4	Mr. Ritesh Kumar Somani	Executive & Non-Independent Director	9	Yes	3	-	-
5	Mr. Mangilal Sukhlal Lahoti	Non-Executive & Independent Director	10	Yes	3	1	1
6	Smt. Deepa Dinesh Agarwal	Non-Executive & Independent Director	6	Yes	-	2	-

(O.D.) – Directorship in other Companies (C.M.) - Committee Membership (C.C.) - Committee Chairmanship

*Other directorship do not include alternate directorships, directorship of private limited companies incorporated under section 8 of the Companies Act ,2013 and companies incorporated outside India . Chairmanship / Membership of Board Committees include only Audit and Stake Holders Relationship Committees of public limited companies held including Betex India Limited

The Company has received declarations of independence as prescribed under Section 149(6) & (7) of the Companies Act, 2013 from Independent Directors. All requisite declarations have been placed before the Board.

Meetings of Independent Directors

The Company's Independent Directors are required to meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs.

Sr. No	Name of Directors	Category	Attendance of Board Meeting	Attendance Last AGM
1	Mr. Mangilal Sukhlal Lahoti	Non-Executive & Independent Director	1	Yes
2	Smt. Deepa Dinesh Agarwal	Non-Executive & Independent Director	1	Yes

(B) NO. OF BOARD MEETINGS HELD AND DATES

During the Financial Year 2016-17, the Board meeting has been held for 11 times.

The Dates of the Board Meetings are:

1	07.05.2016	7	14.11.2016
2	30.05.2016	8	30.11.2016
3	18.07.2016	9	19.01.2017
4	05.08.2016	10	14.02.2017
5	12.08.2016	11	18.03.2017
6	26.09.2016		

3. COMMITTEES OF THE BOARD**(I) AUDIT COMMITTEE**

The Audit committee of the company comprises of 3 members, consisting of 3 Non-Executive of which two are Independent Directors. The Audit committee was constituted by the Board on 01.04.2015 and was re-constituted on 01.10.2015. Mr. Mangilal Lahoti is the Chairman of the Audit Committee. The constitution of the Audit Committee meets the requirement of Section 177 of the Companies Act, 2013 as well as Regulation 18 of the SEBI (LODR). The Committee members have requisite experience in the fields of Finance & Accounts and Banking & Management. Miss Khushboo Vaishnav, Company Secretary of the Company is the Secretary of Audit Committee.

Audit committee of the company has been constituted as per requirement of Regulation 18 of the SEBI (LODR)

During the financial year four Audit Committee meeting were held on. 27.05.2016, 10.08.2016, 12.11.2016 and 11.02.2017 and number of meetings held and attended by the members during the year are given below:

Composition of Audit Committee for the financial year 2016-17 is shown below:-

Sr. No.	Director	Status in Committee	Category	No. of Meetings	
				Held	Attended
01.	Mr. Mangilal Lahoti	Chairman	Non-Executive & Independent	4	4
02.	Smt. Deepa Dinesh Agarwal	Member	Non-Executive & Independent	4	4
03.	Mr. Mahesh Kumar Somani	Member	Non-Executive	4	4

The terms of the reference regarding role of the Audit committee are as under:-

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval with particular reference to:
 - i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Clause (c) of subsection (3) of Section 134 of the Companies Act, 2013 (corresponding to sub-section (2AA) of Section 217 of the Companies Act, 1956);
 - ii) Changes, if any, in accounting policies and practices and reasons for the same;
 - iii) Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv) Significant adjustments made in the financial statements arising out of audit findings;
 - v) Compliance with listing and other legal requirements relating to financial statements;
 - vi) Disclosure of any related party transactions;
 - vii) Qualifications in the draft audit report.
- 5) Reviewing with the management, the quarterly financial statements before submission to the board for approval;

- 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- 7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- 8) Approval or any subsequent modification of transactions of the Company with related parties;
- 9) Scrutiny of inter-corporate loans and investments; Valuation of undertakings or assets of the Company, wherever it is necessary;
- 10) Evaluation of internal financial controls and risk management systems;
- 11) Reviewing, with the management, performance of statutory auditors, including cost auditors and internal auditors, adequacy of the internal control systems;
- 12) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
- 13) Discussion with Internal Auditors of any significant findings and follow up there on.
- 14) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- 15) Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 16) To look into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 17) To review the functioning of the Whistle Blower mechanism;
- 18) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and shall have the functions/role/powers as may be specified in the Companies Act, Listing Agreement with Stock Exchanges or any other applicable law.
- 19) Review financial statements, in particular the investments made by the Company's unlisted subsidiaries.
- 20) Appointment, removal and terms of remuneration of the Internal Auditor shall be subject to review by the Audit Committee.

(II) NOMINATION AND REMUNERATION COMMITTEE**A) Composition**

The Nomination and Remuneration Committee was constituted by the Board on 01.04.2015 and was re-constituted on 01.10.2015 considering the requirement of the Companies Act, 2013 as well as Regulation 19 of the SEBI (LODR). The Nomination and Remuneration Committee now comprises of three member viz ; Mr. Mahesh Kumar Somani, Mr. Mangilal Lahoti and Smt. Deepa Dinesh Agarwal.

B) Meetings and attendance during the year

During the financial Year one meeting of Nomination and Remuneration Committee was held on 11th April 2016. Composition of Nomination and Remuneration Committee and number of meeting held and number of meetings attended by the members during the year are given below:

Sr. No.	Director	Status in Committe	Category	No. of Meetings	
				Held	Attended
01.	Mr. Mangilal Lahoti	Chairman	Non- Executive & Independent	1	1
02.	Mr. Mahesh Kumar Somani	Member	Non-Executive & Non-Independent	1	1
03.	Smt. Deepa Dinesh Agarwal	Member	Non-Executive & Independent	1	1

The following are the details of the remuneration paid to the Managing/Executive Director(s) in the financial year 2016-2017.

Sr.	Name of the Director	Salary (Rs. in Lacs)	Perquisites Rs.
01.	Mr. Raj Kumar Somani	3.00	-
02.	Mr. Ritesh Kumar Somani	3.00	-

Besides above, the Company has not paid any sitting fees to the Non-Executive/Independent Directors.

The remuneration is recommended by the Remuneration Committee based on criteria such as qualification & experience, industry benchmarks, the Company's performance vis-à-vis the industry, responsibilities shouldered, performance / track record etc. and is decided by the Board of Directors. The Board, on the recommendations of the Remuneration Committee, approves the annual increments.

The terms of the reference regarding role of the Remuneration committee are as under:-

- i) To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- ii) Formulation of criteria for evaluation of Independent Directors and the Board;
- iii) Devising a policy of Board diversity Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- iv) To frame company's policies for compensation and benefits for Executive Directors.
- v) To review HR Policies and initiatives.

(III) STAKEHOLDERS' RELATIONSHIP COMMITTEE

A) Composition

In accordance with the provisions of the Companies Act, 2013 and the rules made there under and the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, the Investor Grievance Committee is renamed as "Stakeholders Relationship Committee" and was reconstituted by the Board on 01.04.2015. The Stakeholders Relationship Committee now comprises of four members viz ; Mr. Mahesh Kumar Somani, Mr. Ritesh Kumar Somani, Mr. Mangilal Lahoti and Smt. Deepa Dinesh Agarwal. Mr. Mahesh Kumar Somani, Non- Executive Director is the Chairman of the Stakeholders Relationship Committee. It consists of three Non-Executive Directors and one Executive Director.

B) Terms of Reference

The Stakeholders Relationship Committee is looking for redressal of Investors' complaints like Transfer of Shares, Issue of Duplicate/Replacement/Split Shares, and Non-receipt of rights, Bonus and Non-receipt of Balance Sheet/Dividends/Bonus Shares etc.

C) Meetings and Attendance during the year

During the financial year two meetings of Stakeholders Relationship Committee were Held on 30.06.2016, 15.09.2016, 14.12.2016 and 17.03.2017. Composition of Stakeholders Relationship Committee and number of meeting held and number of meetings attended by the members during the year are given below:

Sr. No.	Director	Status in Committee	Category	No. of Meetings	
				Held	Attended
01.	Mr. Mahesh Kumar Somani	Chairman	Non- Executive & Non-Independent	4	4
02.	Mr. Ritesh Kumar Somani	Member	Executive & Non-Independent	4	4
03.	Mr. Mangilal Lahoti	Member	Non-Executive & Independent	4	4
04.	Smt. Deepa Dinesh Agarwal	Member	Non-Executive & Independent	4	4

D) Complaint Status

The number of complaints/requests received from the shareholders during the financial year 2016-17 and the number of pending complaints is given below:

Received during the year 2016-2017 NIL

Pending as on 31/03/2017 NIL

Number of pending shares transfer as on 31.03.2017 NIL

The Stakeholders' Relationship Committee's composition and the terms of reference meet with requirements Regulation 20 of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 and provisions of the Companies Act, 2013. The Committee meets as and when need. All the requests for share transfer etc. were processed and the related share certificates were dispatched within 15 days from the date of receipt.

(IV) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE)**A) Composition**

The "Corporate Social Responsibility Committee" was constituted by the Board on 01/04/2015. The Corporate Social Responsibility Committee now comprises of three members viz; Mr. Mahesh Kumar Somani, Mr. Ritesh Kumar Somani and Mr. Mangilal Lahoti. Mr. Mahesh Kumar Somani, Non- Executive Director is the Chairman of the Corporate Social Responsibility Committee. It consists of two Non-Executive Directors and one Executive Director.

B) Terms of Reference

The "Corporate Social Responsibility Committee" (CSR Committee) shall institute a transparent monitoring mechanism for implementation of CSR projects or programmes, activities undertaken by the Company. The functions of CSR Committee are as follows:

i) To formulate and recommend to the Board, a Corporate Social Responsibility Policy, which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;

- ii) To recommend the amount of expenditure to be incurred on the CSR activities;
- iii) To monitor the Corporate Social Responsibility Policy of the Company from time to time;
- iv) To prepare a transparent monitoring mechanism for ensuring implementation of the project/programmes/ activities proposed to be undertaken by the Company.

C) Meeting and attendance during the year

During the financial year 2016-17, Corporate Social Responsibility (CSR) meeting was held on 30.04.2016. The number of meetings held and number of meetings attended by the members during the year are as given below:-

SR. No.	Director	Status in Committee	Category	No. of Meetings	
				Held	Attended
1	Mahesh Kumar Somani	Chairman	Non-Executive	1	1
2	Ritesh Kumar Somani	Member	Executive	1	1
3	Mangilal Lahoti	Member	Non-Executive	1	1

4. GENERAL INFORMATION TO THE SHAREHOLDERS**(I) GENERAL BODY MEETING**

(A) Location and Time, where last three AGM held:

Sr.	AGM DATE	Location	Time
1.	30/09/2016	504 , Trividh Chamber , Ring Road , Surat	02.00 P.M.
2.	30/09/2015	504 , Trividh Chamber , Ring Road , Surat	11.00 P.M.
3.	30/09/2014	504 , Trividh Chamber , Ring Road , Surat	02.00 P.M.

(II) No resolution were passed through Postal Ballot during the year.

(III) Special Resolution passed at the last Annual General Meeting:

YEAR 2015-16:-

- 1) Adoption Of New Set Of Articles Of Association of the company containing regulations in conformity with the Companies Act, 2013

2) Adoption Of New Set Of Memorandum Of Association of the company containing regulations in conformity with the Companies Act, 2013

YEAR 2014-15:- NIL

YEAR 2013-14:- NIL

IV) SHAREHOLDING AS ON 31ST MARCH, 2017

A) DISTRIBUTION OF SHAREHOLDING (IN SHARES) AS ON 31ST MARCH, 2016

NO. SHARES	NO. OF HOLDERS	% OF HOLDERS	NO. OF SHARES	% OF CAPITAL
1 To 500	276	41.26	77530	5.17
501 To 1000	320	47.83	226126	15.08
1001 To 2000	18	2.69	27857	1.85
2001 To 3000	7	1.05	17515	1.17
3001 To 4000	1	0.15	4000	0.27
4001 To 5000	25	3.74	124772	8.32
5001 To 10000	8	1.20	53101	3.54
10001 To 999999999	14	2.09	969099	64.60
Total	669		1500000	100.00

B) SHAREHOLDING PATTERN AS ON 31ST MARCH 2017

Category	No. Shares Held	% of Shareholding
Promoter & Promoter Group	807281	53.82
Corporate Bodies	217194	14.48
Clearing Members	1272	0.08
Indian Public & Others	474253	31.62

(V) MARKET PRICE DATA

Month wise High, Low price volume data for the F.Y. 2016-17 at BSE are as under:

MONTH	BSE		
	HIGH	LOW	TOTAL VOLUME
April, 2016	48.75	38.75	308994
May, 2016	49.35	42.45	156611
June, 2016	49.50	44.55	37958
July, 2016	50.40	45.60	69719
August, 2016	59.90	45.00	105175
September, 2016	53.75	51.10	31396
October, 2016	54.00	39.10	524966
November, 2016	54.90	48.10	125274
December, 2016	52.85	44.80	36655
January, 2017	50.50	48.10	17359
February, 2017	53.75	46.60	83486
March, 2017	73.40	55.20	522734

(VI) APPOINTMENT/ RE-APPOINTMENT OF DIRECTORS

Mr. Manish Kumar Somani, who retires on completion of their of appointment are re-appointed as whole time Director (executive). Their details are mentioned below:-

Name of Director	Mr. Manish Kumar Somani
Date of Birth	25/03/1983
Date of Appointment	05/02/2007
Qualification	B.Com
Expertise	Project & Administration
List of Directorship	EKTA POLYFAB PRIVATE LIMITED AMBAJI SYNTEX PVT LTD

	RANGILA FABRICS PRIVATE LIMITED
Committees Memberships of the Companies	0
No. of shares held in the company	8000

(VII) ANNUAL GENERAL MEETING (TENTATIVE)

Date : 30/09/2017, Saturday

Time : 02:00 P.M.

Venue : 504 , Trividh Chamber, Opp Fire Brigade , Ring Road , Surat-395002

(VIII) FINANCIAL CALENDER (TENTATIVE)

Annual General Meeting	:	September, 2017
Results for quarter ending June 30, 2017	:	on or before 14th August, 2017
Results for quarter ending Sept 30, 2017	:	on or before 14th November, 2017
Results for quarter ending Dec 31, 2017	:	on or before 14th February, 2018
Results for quarter ending March 31 , 2018	:	on or before 30th May, 2018

(IX) SHARE TRANSFER SYSTEM:

Presently, the share transfers which are received in physical forms are processed and the certificates returned within a period of 15 days from the date of receipt, subject to documents being valid and complete in all respect. The Company has been offering as per SEBI guidelines the facilities of transfer cum demat. Under the system, after the share transfer is effected, an option letter is sent to the transferee indicating the details of transfer and requesting him in case he wishes to demat the shares, to approach a Depository Participant (DP) with the option letter. All transfers received are processed and approved by the Stakeholders Relationship Committee, which considers transfers and other related matter. The Stakeholders Relationship Committee, of the Company meets as often as required.

The Company has appointed M/s. Bigshare Services Pvt. Ltd. as "Registrar and Share Transfer Agent" as per SEBI directives to have common Registrar for Physical as well as Electronic Registrar.

"Registrar & Transfer Agent M/s Bigshare Services Private Limited has been launched Gen-Next Investor Module i'Boss the most advanced tool to interact with shareholders. Please login into i'Boss [www.bigshareonline.com] which facilitate to serve better."

(X) DEMATERIALIZATION OF SHARES AND LIQUIDITY:

The Company's shares are available for dematerialization on Central Depository Services (India) Limited (CDSL).

Shares of the company are compulsorily to be delivered in the demat form on Stock Exchange by all investors. As on 31st March, 2017 about 78.11% of the issued capital have already been dematerialized. Shares of the company are listed at 'BSE Limited'. Demat ISIN number of the Equity Share of the Company is INE765L01017.

Those shareholders whose shares are still held in physical form are requested to dematerialize the same at the earliest. Thus investor can exercise dematerialization through a recognized Depository Participant (DP) who is connected to CDSL or NSDL.

(XI) BANK MANDATE FOR DIVIDEND:

As per SEBI guidelines, it is mandatory required to print bank account details of the shareholders on dividend warrants. Those members, who have still not furnished their bank account details, are requested to furnish the same immediately either to their DP or to the Registrar of the Company.

(XII) OUTSTANDING GDRS/ADRS/ WARRANTS OR ANY CONVERTIBLE INSTRUMENTS: NIL**(XIII) BOOK CLOSURE:-**

The books will be closed from Saturday, the 23rd September, 2017 to Saturday, the 30th September, 2017 (both days inclusive) as annual closure for the Annual General Meeting.

(XIV) DIVIDEND DATE: - NIL**(XV) LISTING:-**

Equity shares of Betex India Limited are listed on the BSE Limited (BSE).

STOCK CODES:

BSE : 512477

ISIN No. : INE765L01017

All listing and custodial fees to the Stock Exchanges and depositories have been paid to the respective institutions.

(XVI) NOMINATION :

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the bye-

laws and business rules applicable to NSDL and CDSL. Nomination form can be obtained from the Company's Registrar and Share Transfer Agent.

(XVII) BSE CORPORATE COMPLIANCE & LISTING CENTRE (THE "LISTING CENTRE"):

BSE's Listing Centre is web-based application designed for corporate . all periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Media releases, Audited/Unaudited Financial Results are also filed electronically on the Listing Centre.

(XVIII) 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.

(XIX) PLANT LOCATION:

Plot No. 436, G.I.D.C., Pandesara, Surat - 394221

Betex India Limited is the processing unit for Dying & printing on fabrics.

(XX) REGISTERED OFFICE:

436, GIDC PANDESARA, SURAT GUJARAT 394221 INDIA

Phone : 0261- 2328902

Fax : 0261- 2334189E-Mail : corporate@betexindia.com

(XXI) REGISTRARS AND SHARE TRANSFER AGENTS :

M/S. Bigshare Services Pvt. Ltd.

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East) Mumbai 400059

Ph.: (022) 62638200/62638295

Fax: (022) 62638299

(XXII) ADDRESS FOR CORRESPONDENCE:

Unit: Betex India Limited

Investor Correspondence: Bigshare Services Pvt. Ltd.

A) 1st Floor, Bharat Tin Works Building,

Opp. Vasant Oasis, Makwana Road,

Marol, Andheri (East) Mumbai 400059

- B) For any complaints relating to non-receipt of shares after transfer, transmission, change of address, mandate etc., dematerialization of shares or any other query relating to shares shall be forwarded to the Share Transfer Agents directly at the address given hereunder. Members are requested to provide complete details regarding their queries quoting folio number/DP ID no./Client ID No., number of shares held.

M/S. Bigshare Services Pvt. Ltd.

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East) Mumbai 400059

Ph.: (022) 62638200/62638295 Fax : (022) 62638299

- C) For any query on any point in Annual Report, non-receipt of Annual Report, non-receipt of dividend etc., the complaint should be forwarded to the kind attention of Miss.Khushboo Vaishav, Company Secretary & Compliance Officer of the Company at the following address:

M/s Betex India Limited

504, 5th Floor, Trividh Chambers, Opp. Fire Brigade Station, Ring Road, Surat-395 002 (Gujarat)

Phone : 0261- 2328902, Fax : 0261- 2334189

Mail : corporate@betexindia.com

5. DISCLOSURES OF NON-COMPLIANCE BY THE COMPANY

The transactions with the companies, where the Directors of the Company are interested were in the normal course of business and there were no materially significant related party transactions that have potential conflict with the interest of the Company at large.

6. MEANS OF COMMUNICATION

Company's quarterly/half yearly financial results were published in news papers and were also sent to Stock Exchange. Shareholders can also visit Company's website www.betexindia.com to get more about the company. All price sensitive information is made available at the earliest through press release and presentation made to media on specific occasions.

7. RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

Reconciliation of Share Capital Audit Report of the company in terms of SEBI circular no. D & CC/ FITTC/CIR-16/2002, reconciling the total shares held in both the depositories, viz NSDL and CDSL and in physical form with the total issued / paid-up capital of the company were placed before the Board of Directors every quarter and also submitted to the stock exchange every quarter.

A qualified practicing Company Secretary carried out reconciliation of Share Capital Audit to reconcile the total admitted capital with CDSL and NSDL the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with CDSL and NSDL.

8. CEO AND CFO CERTIFICATIONS

The Chief Financial Officer of the company gives annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Requirement, 2015. The Chief Financial Officer also gives quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Requirement, 2015. The CFO certification of the financial statements for the year under review is enclosed forming part of the Annual Report.

9. COMPLIANCE CERTIFICATE OF THE AUDITORS

Certificate from the Auditors of the Company, M/s B. Chordia & Co. confirming compliance with the conditions of Corporate Governance as stipulated Regulation 34(3) of SEBI (Listing and Obligations and Disclosure Requirements) Regulations, 2015 is attached to the Directors' Report forming part of the Annual Report. This Certificate has also been forwarded to the Stock Exchanges where the securities of the Company are listed.

10. CODE FOR PREVENTION OF INSIDER-TRADING PRACTICES

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the company has instituted a comprehensive code of conduct for its directors, management and staff. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of company, and cautioning them of the consequences of violations. The code clearly specifies, among other matters, that Directors and specified employees of the company can trade in the shares of the company only during 'Trading Window Open Period'. The trading window is closed during the time of declaration of results, dividend and material events, as per the Code. The Code for Prevention of Insider-Trading Practices is available on Company's Website www.betexindia.com

11. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a Vigil Mechanism (Whistle Blower) Policy for Directors and Employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Vigil Mechanism shall provide adequate safeguards against victimization of Director(s) / Employee(s), who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The details of establishment of the vigil mechanism disclosed by the Company on its website. The Code for Vigil Mechanism / Whistle Blower Policy is available on Company's Website www.betexindia.com

12. DECLARATION UNDER CODE OF CONDUCT

As required under Regulation 26 of SEBI (Listing and Obligations and Disclosure Requirements) Regulations, 2015 it is hereby affirmed that all the Board members and senior management personnel have complied with code of conduct of the Company. The Code of Conduct of Company for Board members and senior management personnel is available on Company's Website www.betexindia.com

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT

This is to certify that as provided under Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board Members and the Senior Management personnel have affirmed compliance with the Code of Conduct for the financial year ended 31st March, 2017.

For Betex India Limited

Place: Surat

Raj Kumar Somani

Date: 30th May 2017

Managing Director

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,

THE MEMBERS OF

BETEX INDIA LIMITED

SURAT

I have examined the compliance of conditions of Corporate Governance by Betex India Limited ("the Company") for the year ended on 31st March 2017, as stipulated in Regulations 17 to 27 clauses (b) to (i) of Regulation 46 (2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The compliance of conditions of Corporate Governance is the responsibility of the management of the company. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate as stipulated in the above mentioned SEBI (LODR) Regulations, 2015/ Listing Agreements, to the extent applicable to the Company during the year under report.

I 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 B. Chordia & Co.
Chartered accountant

B.C. Chordia
Partner

M.No. 048557

Firm No. 121083W

Place: Surat

Date: 30/05/2017

**CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)
CERTIFICATION**

[Issued in accordance with the provisions of Regulation 17(8) of SEBI (LODR) Regulations, 2015]

To the Board of Directors Betex India Limited

We, Raj Kumar Somani, Managing Director and Manish Kumar Somani, Chief Financial Officer of the Betex India Ltd., to the best of our knowledge and belief, certify that:

- (a) We have reviewed the financial statements, and the cash flow statement of Betex India Limited for the year ended March 31, 2017 and that to the best of our knowledge and belief, we state that:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or propose to take for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee that:
- (i) There are no significant changes in internal control over financial reporting during the year;
 - (ii) There are no significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
 - (iii) There are no instances of significant frauds of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For BETEX INDIA LIMITED

**Place : Surat
Date : 30.05.2017**

**RAJ KUMAR SOMANI
Managing Director
(DIN : 00254038)**

**MANISH KUMAR SOMANI
Chief Financial officer
(DIN : 00356113)**

Global Economy

Global Economic activity is picking up with a long awaited cyclical recovery in Investment, Manufacturing, and Trade. Stronger activity and expectations of more robust global demand, coupled with agreed restrictions on oil supply, have helped commodity Prices recover from their troughs in early 2016. Growth picked up in the United States as firms grew more confident about future demand, and inventories started contributing positively to growth. Growth also remained solid in the United Kingdom, where spending proved resilient in the aftermath of the June 2016 referendum in favour of leaving the European Union (Brexit). Activity surprised on the upside in Japan due to strong net exports, as well as in euro area countries, such as Germany and Spain, as a result of strong domestic demand. Emerging Market and Developing Economies are also projected to register growth in coming times. In China, supportive macroeconomic policies, surging credit growth and a booming property market have held up the momentum of growth albeit amidst concerns about financial stability and capital outflows. In Brazil, hardening commodity prices are providing tailwinds to reforms undertaken by the authorities to pull the economy out of recession, although financial fragilities remain a risk. Russia is benefiting from the firming up of crude prices and it is widely expected that growth will return to positive territory in 2017. Overall, as per IMF estimates, Global Economy is gaining momentum and is expected to come out of the decadal gloom of Financial Crisis.

The IMF update for January, 2017 predicts likely pickup in economic activities in 2017 and 2018 after a lacklustre outturn in 2016, especially in emerging markets and developing economies. Global growth for 2016 is estimated at 3.1 per cent. For 2017 and 2018, growth is projected at 3.4 per cent and 3.6 per cent respectively. In the backdrop of global slowdown and lower world demand, India witnessed steady growth momentum in comparison to other developing world economies. The WTO lowered world trade growth forecast in 2016 to 1.7 per cent and revised the 2017 estimate between 1.8 per cent and 3.1 per cent. The contraction was driven by slowing GDP and trade growth in developing economies such as China and Brazil but also in North America, which had the strongest import growth of any region in 2014-15 but has decelerated since then.

Growth Table of world economy

	2016	2017	2018
Global Economy	3.1 %	3.4%	3.6%
Advanced Economies	1.6 %	1.9%	2.0%
Emerging market and developing economies	4.1 %	4.5%	4.8%

(Source: IMF)

Indian Economy overview FY 2016-17**Growth**

On the domestic front, India remained the fastest growing major economy in the world, after surpassing China last year. Gross Domestic Product growth rate was 7.1% for FY 2016-17, supported by strong consumption growth and government spending.

India's GDP growth decelerated from 7.6% in FY 2015-16 to 7.1% in FY 2016-17 due to lacklustre private investment and household consumption and also perhaps the impact of demonetisation. Contribution from agriculture increased while growth in industrial and mining sectors decelerated. Government consumption was the major source of growth through increased spending on infrastructure.

Inflation

Retail inflation dropped from 4.8% in March 2016 to 3.8% in March 2017. The drop in inflation was mainly led by the fall in food prices due to bumper agriculture production. Wholesale inflation, however, rebounded to 3.7% in FY 2016-17. This was mainly driven by fuel and power inflation.

Monetary Policy

Continuing its accommodative stance on the monetary policy, the Reserve Bank of India delivered a total 50bps cut in FY 2016-17 in its benchmark repo rate, bringing it down to a six-year low of 6.25%. Monetary transmission also picked up pace after demonetisation as many large banks cut their lending rates by up to 80 bps, lowering the cost of borrowings.

Demonetisation and ensuing process of remonetisation

Government decided to ban the high value currency notes of Rs. 1,000 and Rs. 500 on November 8, 2016. Non-availability of cash created disruption in economic activity in the months of November and December 2016, particularly in the unorganised sector. Highly cash dependent sectors of the economy – land, real estate, construction, luxury items, gold etc. witnessed sharp falls in demand. However, many organised segments of the economy were close to normalcy by March 2017.

GST

GST will replace nearly a dozen central & state levies into a single national direct tax, not only simplifying the current tax system, but also hopefully make the movement of goods cheaper & seamless across the nation. Achieving smooth agreement on GST decentralized segment, (iii) khadi-based units, (iv) manmade and synthetic fibre and spinning units, v) knitting units, and (vi) made-ups (garments). Besides, the industry has a large number of small units scattered all over the

country which are engaged in processing, dyeing and printing is an outstanding symbol of Cooperative Federalism, for which the Government needs to be complimented.

Outlook

The near-term growth outlook for India seems brighter than during the last fiscal. The growth forecast for the next fiscal has been trimmed by 40 bps. This has been primarily due to the temporary negative consumption shock induced by cash shortages and payment disruptions associated with the currency note withdrawal.

Indian Textile Industry

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports with approximately 15 per cent of total exports. The textiles industry is also labour intensive and is one of the largest employers. The textile industry has two broad segments. First, the unorganised sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organised sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

The textile industry employs about 51 million people directly and 68 million people indirectly. India's overall textile exports during FY 2015-16 stood at US\$ 40 billion. The Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

Indian Dying & Printing Industry

Textile processing is one of the important industries related with textile manufacturing operations. Textile processing is a general term that covers right from singeing (protruding fiber removal) to finishing and printing of fabric. The various steps a fabric goes into are singeing, desizing, bleaching, dyeing, and finishing. Bleaching is a process to make the fabric or yarn look brighter and whiter. Dyeing is a process of applying colouring matter directly on fiber without any additives. Finishing is the final process to impart the required end use finishes to the fabric and lastly the printing process on fabric which is a science as well as an art. Textile auxiliaries such as chemicals are used for all stages of the textile manufacturing process that is from pre-treatment to dyeing and printing and finishing.

The textile industry is classified into (i) textile mills comprising composite and spinning mills in the organized segment, (ii) small power loom and handloom units in the decentralized segment, (iii) khadi-based units, (iv) manmade and synthetic fibre and spinning units, (v) knitting units, and (vi) made-ups (garments). Besides, the industry has a large number of small units scattered all over the country which are engaged in processing, dyeing and printing of yarn, fabrics and for conversion. The processing units include sizing, desizing, kiering, bleaching, mercerizing, dyeing, printing and finishing.

Market Size

The Indian textiles industry, currently estimated at around US\$ 120 billion, is expected to reach US\$ 230 billion by 2020. The Indian Textile Industry contributes approximately 4 per cent to India's Gross Domestic Product (GDP), and 14 per cent to overall Index of Industrial Production (IIP).

The Indian textile industry has the potential to reach US\$ 500 billion in size#. The growth implies domestic sales to rise to US\$ 315 billion from currently US\$ 68 billion. At the same time, exports are implied to increase to US\$ 185 billion from approximately US\$ 41 billion currently.

Business Overview:

The company has shown robust performance the year under review due to business re-engineering work undertaken in the previous year, diversification in product portfolio in value added products. Financial and operational performance in FY 2016-17 was outstanding, reflecting substantial increase in net profit.

It has restrained its position in the industry due to proactive planning, efficient use of resources, capitalizing on emerging opportunity and striving on cutting edge technology.

RESULTS REVIEW

Turnover: Betex India Limited has achieved a turnover of Rs. 5790.66 Lacs in the year 2016-17 as against Rs. 5648.12 Lacs during the previous year. Increase in sales was noted due to increase in volume of processing of fabrics and realization of increase prices on printing of fabrics.

Other Income: Other income consisting receipt of Interest on Fixed Deposit and Profit on sales of Shares & Mutual Funds. Other income for the year 2016-17 is amounting of Rs.0.11 Lacs against Rs. 23.82 Lacs in the previous year.

Consumption of Raw material: Consumption of raw material decreased from Rs. 3164.41 Lacs to Rs. 3039.25 Lacs due to decrease in cost of Raw Materials & Production.

Employee Cost: Employees costs were increased from Rs. 981.57 Lacs to Rs. 1197.29 Lacs. This increase is mainly due to higher increments given to employees and further recruitment of employees.

Interest Cost: Interest cost were decreased from Rs. 127.99 Lacs to Rs. 110.12 Lacs due to decrease in Loan Capital

The Company delivered good performance despite of headwinds and made consistent progress in strengthening the established business segments through high value products and also reported positive contributions in the

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:-

The company's well defined organizational structure, documented policy guidelines, defined authority matrix and internal controls ensure efficiency of operations, compliance with internal policies & applicable laws and regulations and optimal use of company's resources, safeguard of all assets , proper authorization and recording of transactions and compliances with applicable laws.

ENERGY CONSERVATION

The Conservation of energy in all the possible areas is undertaken as an important means of achieving cost reduction. Saving in electricity, fuel and power consumption receive due attention of the management on a continuous basis. Various measures have been taken to reduce fuel consumption, reducing leakages, improving power factor optimizing process controls etc. resulting in energy savings.

THREAT, RISKS AND CONCERNS

The objective of risk management frame work is to identify events that may affect the company, and manage risk in order to provide reasonable assurance regarding achieving the company's objective. The company is operating in an environment that is becoming more and more competitive. The company seeks to ensure that the risks if undertakes are commensurate with returns. Successful risk management implies not avoidance of risk, but anticipation of the same, and formulation and implementation of relevant mitigation strategies.

a) RISK AGAINST FIRE, FLOOD AND ACCIDENTS

Risk against fire, flood, accident, health related problems and accidents of workforce are common risks attached to the working of any plant/company. Management has taken reasonable steps to counter the risk.

The company has taken Comprehensive All Risk Insurance Policy, which covers company's assets against all risks. Accidents due to human failure are being tackled through the continuous training to our technical and other staffs and through regular monitoring and supervision. All the employees of the company are also insured under Group Insurance Policy of Life Insurance Corp. of India.

b) ECONOMIC RISK

Domestic sales contribute to a major part of the revenue of the company so, the factors that may adversely affect the Indian economy and in turn company's business includes rising in interest rate, depreciation of rupees, inflation, change in tax structure, fiscal and monetary policies, scarcity of credits, global trade slowdown etc.

Moreover, Indian economy grew at 7.6% (GDP at market prices) in 2016-17. India is witnessing improving macroeconomic fundamentals – moderating inflation, stabilising currency and improving consumer demand.

c) COMPETITION RISK

We face competition from existing players and potential entrants in the Indian textile industry. The Indian textile industry is highly competitive both in the Dying & Printing Process. Domestic production is dominated by few organized players who have integrated facilities and large economies of scale and the unorganized sector is virtually absent.

d) MARKET RISK

The company has a well-defined TQM system of control points, comprehensive budgetary controls and review system to monitor its operations to remain cost competitive than its peer group. The company also widened the value added product portfolio to address a broader client base.

e) STRATEGIC RISK

Strategic plans for the company's business take in to account likely risks in the industrial environment from competition, changing customer needs, obsolescence and technological changes. Obsolescence of technology may affect the production process. The annual plans that are drawn up consider the risks that are likely to impact the Company's objectives in that year and the counter-measures put in place.

Market risks relate to the possibility that the fair value or future cash flows of a financial instrument could fluctuate due to variations in market prices. Market risks include currency risk and interest-rate risk.

OPPORTUNITIES & THREATS

Your Company see's enormous opportunity in Product and Design innovations to address the changing tastes of young vibrant India

The sector continues to be influenced by fluctuations in commodity prices and constant inflow of cheaper alternatives from unorganised sector

India has an enormous market potential, with per capita consumption of all fibres at approximately 50% of global per capita consumption.

WASTE MANAGEMENT

We have adopted various methods and practices for solid and hazardous waste management. Solid waste like Drums, Ashes, Waste Cloth are sold to authorized parties for re-use. Hazardous wastes are handled through registered recyclers, who are authorized by the concerned Pollution Control Boards.

SAFETY, HEALTH AND ENVIRONMENT CONTROLS (EHS)

In keeping with the environment-conscious tenor of the times, your company has taken effective steps in creating an aesthetic, environment-friendly industrial habitat in its factory units, mobilizing support and generating interest among staffs and labours for

maintaining hygienic and green surroundings. Being providing continual efforts and stress on fire and safety, no major incident was noted in the year 2016-17.

The Company is aware of its responsibilities as a good corporate citizen, in health, safety and environmental management. To achieve the environment, health & safety visions, various objectives have been set forth. These are as follows :-

- Compliance with environment, health & safety laws and regular assessment of the compliance of operations against the requirement.
- Ensuring safety related practices to enable employees and others to eliminate work related injury and illness.
- First Aid training camps organized.
- State-of-the-art fire and safety installations to meet emergencies with in the company, as well as nearby areas.
- Training and counseling of employees, contractors, sub-contractors and transporters to ensure effects of environment, health and safety.
- Imparting firefighting training to personnel and mock drills to ensure safety preparedness.
- Toilets and drinking water facility provided and they are being regularly inspected for cleanness.
- Proactive measures to increase usage of recycled water.
- To abide by all statutory compliance as per Factories Act, 1948.

HUMAN RESOURCES

The company firmly believes that success of any organization largely depends upon availability of human assets within the organization as it is one of the most valuable assets because revenue and profit growth cannot take place without the right equality of people. To that effect, company has taken a series of measures that ensures that the most appropriate people are recruited in to the organization.

a) RECRUITMENT POLICY

The Company has been able to attract a team of dedicated professionals with appropriate expertise and experience, leaders who are passionate, eager to learn and succeed.

Recruitment based on merit by following well defined and systematic selection procedures eliminating discrimination, sustain motivated and quality work force through appropriate and fair performance evaluation to retain the best talent.

Various training programs, with internal and external experts are organized regularly for skill upgradation. The sincere efforts of the employees have resulted in major administrative expense savings.

b) PERFORMANCE APPRAISAL SYSTEM

A competency based performance appraisal system has been devised and implemented the same across the organization. The best performers get recognized and rewarded by the management with the objective of motivating them for further improved performance. Employees are promoted to higher positions on the basis of their performance, attitude and potential to motivate them for further improvement in their work.

c) PERSONNEL TRAINING

The company from time to time fosters a culture of training, people development and meritocracy to ensure that the maximum efficiencies are derived from its human capital. The newly recruited employees undergo a comprehensive induction program. The employees underwent both functional/technical and behavioral training that would eventually result in improved productivity. Safety training is given on regular basis to all employees including temporary employees.

d) LABOUR RELATIONS

On the labour front, during the year, there were no incidents of labour unrest or stoppage of work on account of labour issues and relationship with them continues to be cordial. To increase team spirit inter department tournaments are organized and various festivals are celebrated in the company.

STATUTORY COMPLIANCE

The Whole-time Directors and CFO makes a declaration at each Board Meeting regarding the compliance with the provisions of various statutes, after obtaining confirmation from all the units of the Company. The Company Secretary ensures compliance accordance to SEBI regulations and provisions of the Listing Agreement.

CAUTIONARY STATEMENT

Statement in the Management Discussion and Analysis (MDA) describing the company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Several factors could make significant impact on the company's operation. These include geo political uncertainties affecting demand and supply and Government regulations, tax laws and other factors such as litigations and industrial relations.

**Identified as having been approved by the Board
Of Directors of Betex India Limited**

**Khushboo Vaishnav
Company Secretary**

Place :Surat

Date: 3rd August, 2017

BETEX INDIA LIMITED

(CIN : L17119GJ1992PLC018073)

Registered office : 436, GIDC PANDESARA, SURAT GUJARAT 394221 INDIA

Email: corporate@betexindia.com website: www.betexindia.com

Phone: 0261 – 2328902 / 2334189 Fax: (91-261) 2334189

ATTENDANCE SLIP ANNUAL GENERAL MEETING - 30/09/2017

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Folio No.	
DP ID	
CLIENT ID	
No. of Shares	

I/We hereby record my presence at the 30th ANNUAL GENERAL MEETING of the Company at 504, Trividh Chamber, Opp. Fire Brigade, Ring Road, Surat-395002 on Saturday, 30th September, 2017 at 02:00 P.M.

Name of the Shareholder		Signature of the Shareholder	
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Shareholders who come to attend the meeting are requested to bring their copies of Annual Report with them.

BETEX INDIA LIMITED

(CIN : L17119GJ1992PLC018073)

Registered office : 436, GIDC PANDESARA, SURAT GUJARAT 394221 INDIA

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Phone: 0261 – 2328902 / 2334189 Fax: (91-261) 2334189

PROXY FORM ANNUAL GENERAL MEETING - 30/09/2017

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No./Client ID	
DP ID	
No. of Shares	

I/We, being the member(s) of _____ shares of Betex India Limited, hereby appoint.

1) Name: _____ Address: _____

Email id: _____ Signature: _____ or failing him;

2) Name: _____ Address: _____

Email id: _____ Signature: _____ or failing him;

3) Name: _____ Address: _____

Email id: _____ Signature: _____ or failing him;

as my/our proxy to attend and vote for me/us at the 30th Annual General Meeting of the Company to be held on Saturday, 30th September, 2017 at 02:00 P.M. or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	Vote(*Optional)	
	For	Against
Ordinary Business:		
1. Consider and Adopt Audited Statement of Accounts for the financial year ended on 31st March, 2017 and Reports of Auditors and Board of Directors.		
2. Re-appointment of Manish Kumar Somani (DIN No.: 00356113), Director of the Company who retires by rotation		
3. Appointment of Auditors		

Signed this _____ day of _____ 2017
 Signature of the Shareholder _____
 Signature of Proxy Holder(s) _____

Affix Rs.1 Revenue Stamp

Notes :

1. 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.
2. In the case of a body corporate, the proxy form should be signed by the authorised person duly enclosing thereto, a certified copy of the resolution of the Board under Section 113 of the Companies Act, 2013.
3. It is Optional to put a 'X' in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. A proxy need not be a member of the Company.

INDEPENDENT AUDITOR'S REPORT

To the Members of **BETEX INDIA LIMITED, Surat**

Report on the Financial Statements

We have audited the accompanying financial statements of **BETEX INDIA LIMITED, SURAT**, which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The management and Board of Directors of the Company are 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 Companies (Accounts) Rules, 2014. This responsibility 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; design, implementation and maintenance of adequate internal financial controls, that are 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

Auditor's Responsibility

Our responsibility is to express an opinion on these 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 & 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 management and Board of Directors, as well as evaluating the overall presentation of the financial statements .

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2017, its profit/loss and its cash flows for the year ended on that date

We Report that:

1. As required by the Companies (Auditor's Report) Order, 2016, as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters Specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we further 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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid financial statements comply with the applicable 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, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act
 - f) in our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and for the sale of services. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, no major weakness has not been noticed or reported
 - g) in our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i. The Company does not have any pending litigations which would impact its financial position.

- ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
- iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. Therefore the question of delay in transferring such sums does not arise.

FOR B. CHORDIA & CO.
CHARTERED ACCOUNTANTS,
F.R.N. 121083W



CA. B. C. CHORDIA
Partner
M.N. 048557



Place : Surat
Date : May 30, 2017

"ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT

BETEX INDIA LIMITED

The Annexure referred to in our report to the members of **BETEX INDIA LIMITED** for the year Ended on March 31, 2017, **We report that:**


- i.
- a) As per the information provided to us and based on our verification, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets ;
 - b) As explained to us, the fixed assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - c) As explained to us, the title deeds of immovable properties are held in the name of the Company.
- ii.
- a) As informed to us, physical verification of inventory has been conducted at reasonable intervals by the management.
 - b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) The company is maintaining proper records of inventory. The discrepancies noticed on physical verification were not material and these have been properly dealt with in books of accounts.
- iii.
- a) The company has granted unsecured loan/advances of Rs. 430.08 Lacs (Balance as on 31.03.2017) to companies, firms or other parties covered in the register maintained under section 189 of the Act.
 - b) As per information given to us, receipt of the principal amount and interest are as per decided by management.
 - c) The company has taken reasonable steps to recover the loan whose overdue amount is exceeding Rs. 1 Lakh.
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

respect of loans, investments, guarantees, and security.

- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rule made by the Central Government of maintenance of cost records under sub-section (1) of Section 148 of the Act. We are of the opinion that the prima facie the prescribed accounts and records have been made and maintained. However we have not made a detailed examination of the records.
- vii.
- a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, , Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India ;
- b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.
- viii. According to the records of the company examined by us and as per the information and explanations given to us, the company has not defaulted in any repayment of dues to financial institution or banks or debentures holders.
- ix. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- x. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- xi. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- xiii. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

- xiv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- xvi. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

FOR B. CHORDIA & CO.
CHARTERED ACCOUNTANTS,
F.R.N. 121083W


CA. B. C. CHORDIA
Partner
M.N. 048557



Place : Surat
Date : May 30, 2017

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note	Particulars
	<p>Corporate Information Betex India Limited is a Public Limited Listed Company domiciled in India and Incorporated under the provisions of the Companies Act, 1956. The Company is engaged in the business of Processing of Art Silk Cloth on job work basis. The Company has three processing units named BETEX, SUMEET SILK MILLS - 1 and SUMEET SILK MILLS - 2. The Company is also engaged in Power generation through its Wind Mill Unit.</p>
1	Significant accounting policies
1.1	<p>GENERAL : I) The Financial statements have generally, been prepared in accordance with applicable Accounting Standards on the historical cost Convention on accrual basis. II) Accounting Policies, not specifically referred to otherwise, are in consonance with generally accepted accounting policies.</p>
1.2	<p>BASIS OF PREPARATION OF FINANCIAL STATEMENTS (AS -1): The Company generally follows mercantile system of accounting except otherwise herein stated.</p>
1.3	<p>FIXED ASSETS (AS-10) : Fixed Assets are stated at cost of acquisition or construction less accumulated depreciation. Cost comprises of Purchase price and all other cost attributable to bringing the assets to its working condition for its intended use. Requirement of Sch.II of Companies Act 2013 has been complied with.</p>
1.4	<p>DEPRECIATION (AS-6) : Depreciation has been provided in accordance with the provision of schedule II of the Companies Act 2013, on Straight Line method, except Wind Mill Unit, on which Depreciation has been provided as per Written Down Value Method. Remaining useful life of the assets is as confirmed by the management.</p>
1.5	<p>INVESTMENTS (AS-13) : Investments are stated at Cost. Investment in Share & Securities are considered as long term and valued at cost. No provision for shortfall in value at the end of the year is provided for.</p>
1.6	<p>INVENTORIES (AS-2) : a). Raw Materials : At Cost. b). Stores & Spares : At Cost c). WIP : At average cost (including all overheads) c). Power Unit : At Cost Cost of Inventories is ascertained under FIFO Basis.</p>
1.7	<p>REVENUE AND EXPENDITURE RECOGNITION (AS-9) : Expenses and incomes, not specifically referred to otherwise consider payable and receivable respectively accounted for on accrual basis except claims, Claims in respect of materials purchased and sold and Rebate & Discount etc. which are accounted on cash basis.</p>
1.8	<p>IMPAIRMENT OF ASSETS (AS-28) : An assets is treated as impairment when the carrying cost of the assets exceeds its recoverable amount. An impairment loss is charged to the Profit & Loss Account in the year in which an assets is identified as impaired.</p>
1.9	<p>RETIREMENT BENEFIT (AS-15) : All the Retirement Benefits to the employees are being made on the payment basis.</p>



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note	Particulars
1.10	<p>INCOME TAX (AS-22) : 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. Tax expenses for the year, comprising Current Tax and Deferred Tax is included in determining the Net Profit for the year. Deferred Tax Assets and Liabilities are recognised for the Future Tax consequences of temporary difference between the carrying value of assets and liabilities in their respective tax base, and operating loss carry forward. The Deferred Tax Assets are recognised subject to managements judgements that realisation is more likely than not. Deferred Tax Assets and Liabilities are measured using the enacted tax rates expected to apply to taxable income in the year in which the temporary difference are expected to be reviewed or settled.</p>
1.11	<p>BORROWING COSTS : Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.</p>



BETEX INDIA LIMITED
436, G.I.D.C., PANDESARA, SURAT - 394221

BALANCE SHEET AS AT 31st MARCH 2017

Particulars		Note No.	As at 31st March, 2017	As at 31st March, 2016
			Amount in INR	Amount in INR
A	EQUITY AND LIABILITIES			
1	Shareholders' Funds			
	(a) Share Capital	2	1,99,69,370	1,99,69,370
	(b) Reserves and Surplus	3	18,87,45,737	17,76,05,787
			20,87,15,107	19,75,75,157
2	Share Application money pending allotment		-	-
3	Non-Current Liabilities			
	(a) Long-term Borrowings	4	11,15,17,183	15,06,90,390
	(b) Deferred Tax Liabilities (net)	5	-16,48,949	2,02,057
	(c) Other Long-Term Liabilities		-	-
	(d) Long-Term Provisions		-	-
			10,98,68,234	15,08,92,447
4	Current Liabilities			
	(a) Short-Term Borrowings	6	4,72,40,086	3,59,13,564
	(b) Trade Payables	7	7,49,66,847	9,51,85,455
	(c) Other Current Liabilities	8	7,91,48,839	1,50,05,042
	(d) Short-Term Provisions	9	22,00,663	24,53,286
			20,35,56,435	14,85,57,346
	TOTAL		52,21,39,776	49,70,24,950
B	ASSETS			
1	Non-Current Assets			
	(a) Fixed Assets			
	(i) Tangible Assets	10	8,92,90,991	8,15,43,232
	(ii) Intangible Assets		-	-
	(iii) Capital Work-In-Progress		-	51,61,848
	(iv) Intangible Assets under Development		-	-
			8,92,90,991	8,67,05,080
	(b) Non-Current Investments	11	8,31,98,039	8,31,98,039
	(c) Deferred Tax Assets (net)		-	-
	(d) Long-Term Loans and Advances	12	5,02,63,094	5,30,83,709
	(e) Other Non-Current Assets	13	75,000	1,50,000
			22,28,27,124	22,31,36,828
2	Current Assets			
	(a) Current Investments	14	-	40,00,000
	(b) Inventories	15	2,03,38,407	5,57,55,181
	(c) Trade Receivables	16	15,91,85,654	13,07,20,073
	(d) Cash and Cash Equivalents	17	1,34,29,421	1,10,12,983
	(e) Short-Term Loans and Advances	18	10,63,47,670	7,23,88,386
	(f) Other Current Assets	19	11,500	11,500
			29,93,12,652	27,38,88,123
	TOTAL		52,21,39,776	49,70,24,950

See accompanying notes forming part of the financial statements

As per our report of even date attached
FOR B. CHORDIA & CO.
Chartered Accountants
F.R.N. 121083W

For and on behalf of the Board of Directors
BETEX INDIA LIMITED

CA. B.C. CHORDIA
Partner
M. N. 048557



Mil Sonani
Maheshkumar Somani
[Director - DIN - 00106449]

Rajkumar Somani
Rajkumar Somani
[Director - DIN - 00254038]

Manish Somani
Manish Somani
[CFO]

Khushboo M Vaishnav
Khushboo M Vaishnav
[Company Secretary]

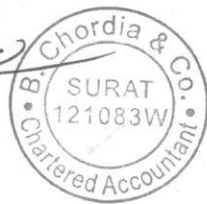
Place : Surat
Date : May 30, 2017

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2017

Particulars		Note No.	For the period ended	For the Period ended
			31st March, 2017	31st March, 2016
			Amount in INR	Amount in INR
1	Revenue from Operations (gross)	20	57,90,65,696	56,48,12,471
2	Other Income	21	8,23,340	35,86,317
3	Total Revenue (1+2)		57,98,89,036	56,83,98,788
4	Expenses			
	(a) Cost of materials consumed	22 -(A)	30,39,25,008	31,64,41,201
	(b) Purchase of Trade Goods		-	-
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	22 -(B)	58,30,075	-13,45,807
	(d) Other Manufacturing Expenses	22 -(C)	9,50,48,385	10,20,20,546
	(e) Employee benefits expense	23	11,97,29,106	9,81,57,163
	(f) Finance costs	24	1,10,11,513	1,27,98,898
	(g) Depreciation and amortisation expense			
	Depreciation	10	1,44,12,622	1,41,10,855
	(h) Other expenses	25	1,84,56,704	1,40,10,223
	Total Expenses		56,84,13,413	55,61,93,079
5	Profit / (Loss) before exceptional and extraordinary		1,14,75,623	1,22,05,709
6	Exceptional items		-	-
7	Profit / (Loss) before extraordinary items and tax (5 + 6)		1,14,75,623	1,22,05,709
8	Extraordinary items		-	-
9	Profit / (Loss) before tax (7 + 8)		1,14,75,623	1,22,05,709
10	Tax expense:			
	(a) Net current tax expense		21,86,680	24,42,088
	(b) Deferred tax		-8,93,278	-10,93,393
	(c) Short / (Excess) Provision of Tax for earlier years		-	-
	(c) Mat Credit		-9,57,729	4,39,031
			3,35,674	17,87,726
11	Profit / (Loss) for the year (09 + 10)		1,11,39,950	1,04,17,984
12	Earnings per share (of Rs. 10/- each):			
	(a) Basic		7.43	6.95
	(b) Diluted		7.43	6.95
	See accompanying notes forming part of the financial			

As per our report of even date attached
FOR B. CHORDIA & CO.
Chartered Accountants
F.R.N. 121083W

CA. B.C. CHORDIA
Partner
M. N. 048557



For and on behalf of the Board of Directors
BETEX INDIA LIMITED

M. Somani
Maheshkumar Somani
[Director - DIN - 00106449]

Rajkumar Somani
Rajkumar Somani
[Director - DIN - 00254038]

Manish Somani
Manish Somani
[CFO]

Khushboo M Vaishnav
Khushboo M Vaishnav
[Company Secretary]

Place : Surat
Date : May 30, 2017

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note-2: Share Capital

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in INR	Amount in INR
(a) Authorised		
15,00,000/- Equity shares of Rs.10/- each with voting rights (Previous Year 15,00,000 Equity Shares of Rs. 10 Each)	1,50,00,000	1,50,00,000
5,00,000/- 6% Non-convertible Redeemable Pref. shares of Rs. 10/- each (Previous Year 500,000/- Non-Convertible Red. Pref. Shares of Rs.0 Each)	50,00,000	50,00,000
	2,00,00,000	2,00,00,000
(b) Issued, Subscribed and Fully Paid up		
15,00,000/-Equity shares of Rs.10/- each with voting rights (Previous Year 15,00,000 Equity Shares of Rs.10 Each)	1,50,00,000	1,50,00,000
4,96,937/- 6% Non-convertible Redeemable Pref. shares of Rs.10/- each (Previous Year 496,937/- Non-Convertible Red. Pref. Shares of Rs.10 Each)	49,69,370	49,69,370
Total	1,99,69,370	1,99,69,370

- i. The Company has Two class of shares referred to as equity shares having face value of Rs.10/- each and Non-Convertible Redeemable Preference Shares having face value of Rs. 10/- each. Each holder of equity share is entitled to one vote per share.
- ii. The holder of equity shares are entitled to dividends, if any proposed by the Board of Directors and approved by share holder at the Annual General Meeting.
- iii. 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 exists currently. The distribution will be in proportion to the numbers of equity shares held by the Share holders.
- iv. Non-convertible Redeemable Pref. shares does not carry any voting rights

(a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares	Amount in INR	Number of shares	Amount in INR
Equity Shares:				
Number of Shares at the Beginning	15,00,000	1,50,00,000	15,00,000	1,50,00,000
Add. : Issue	-	-	-	-
Less : Bought Back	-	-	-	-
Add. : Others	-	-	-	-
Number of Shares at the end	15,00,000	1,50,00,000	15,00,000	1,50,00,000
Non-Convertible Redeemable Pref. Shares:				
Number of Shares at the Beginning	4,96,937	49,69,370	4,96,937	49,69,370
Add. : Issue	-	-	-	-
Less : Bought Back	-	-	-	-
Add. : Others	-	-	-	-
Number of Shares at the end	4,96,937	49,69,370	4,96,937	49,69,370

(b) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Sumeet Menthol Pvt. Ltd.	3,19,300	21.29	3,19,300	21.29
Raghuvir Texturizer Pvt. LTd.	1,76,099	11.74	1,76,099	11.74



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note-3: Reserves and Surplus

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in INR	Amount in INR
(a) Securities premium account		
Opening balance	7,45,40,630	7,45,40,630
Add : Premium on shares issued during the year	-	-
Less : Utilised during the year for:	-	-
Closing balance	7,45,40,630	7,45,40,630
(b) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	9,97,20,791	8,93,02,808
Add: Profit / (Loss) for the year	1,11,39,950	1,04,17,984
Closing balance	11,08,60,741	9,97,20,791
(c) General Reserve	33,44,366	33,44,366
Total a+b+c	18,87,45,737	17,76,05,787

Note-4: Long-Term Borrowings

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in INR	Amount in INR
Secured Loan		
Other than Repayable with in One Year		
-- Car Loan - ICICI Bank	15,00,946	35,83,907
-- Car Loan - HDFC Bank	4,05,846	27,12,559
-- Car Loan-BMW Financial Services P. L.	14,54,086	-
-- Term Loan - Bank of Baroda	23,84,496	21,26,735
Unsecured Loan		
From Directors, Share holders & Relatives	-	-
From Other Corporates	10,57,71,809	14,22,67,189
Total	11,15,17,183	15,06,90,390

Note: Loans and advances include those advances which are in the nature of loans

Classification of secured borrowings and Nature of security:

A . Term Loan From Bank of Baroda

1. **Primary Security:** Hypothecation of Fixed Assets added.
2. **Collateral Security:** Factory Land & Building
3. **Personal Guarantee:** By Directors of the Company

B . Car Loan: Secured against hypothecation of Motor Car.

Note-5: Deferred Tax Liabilities (net)

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in INR	Amount in INR
Deferred Tax Assets		
(i) Tax Credit of MAT u/s. 115J AA	41,53,223	31,95,494
	41,53,223	31,95,494
Deferred Tax Liabilities		
Tax effect on Differences between W.D.V. as per Company Act and as per I.Tax Act.	25,04,274	33,97,551
	25,04,274	33,97,551
Deferred Tax (Net)	-16,48,949	2,02,057

Provision for Deferred Tax Liabilities/ Assets (net) is based on accounting standard for deferred tax (AS-22) being "Timing differences" between books and taxable profit which will be adjusted/reversed in future when these expenditure would be accounted for on accrual basis or allowed for tax purposes. The major component of deferred tax assets and liability arising out timing difference as above.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note-6: Short-Term Borrowings

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in INR	Amount in INR
Secured Loan		
Repayable with in One Year		
-- Car Loan - ICICI Bank	20,82,952	22,18,907
-- Car Loan - HDFC Bank	23,06,712	21,01,011
-- Car Loan-BMW Financial Services P. L.	9,28,300	-
-- Term Loan - Bank of Baroda	-	-
Loans Repayable on Demand		
From Banks		
Secured		
-- Bank of Baroda (Overdraft against F.D.)	10,88,126	41,47,335
-- Bank of Baroda C/C	4,08,33,995	2,74,46,311
Total	4,72,40,086	3,59,13,564

Overdraft facility of Rs. 45.00 Lacs is from Bank of Baroda, Udhna Branch, Surat, repayable on demand against the following securities :-

Particulars	Security Holders
(A) Primery Securities Fixed Deposit Worth Rs. 50.00 Lacs	Betex India Limited

Cash Credit Facility of Rs. 500.00 Lacs is taken from Bank of Baroda, Udhna Branch, Surat. This facility is against hypothecation of Stock and Book Debts of the Company. Extension of Mortgage of Factory Building is provided as collateral security.

Note-7: Trade Payables

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in INR	Amount in INR
Trade Payables	6,65,41,989	8,39,20,528
Others	84,24,859	1,12,64,927
Total	7,49,66,847	9,51,85,455

The details of status of suppliers whether MSME or Otherwise are not available to the company, hence due/ payable to creditors are not separately given as required under the Companies Act. The information regarding the suppliers, whether they are registered with the authority specified under the Micro, Small & Medium Enterprises Development Act, 2006 is not available with the auditee. Hence we are unable to calculate the amount of interest paid or payable to them U/s.23 of that Act.

Note-8: Other Current Liabilities

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in INR	Amount in INR
Other payables		
(i) Statutory remittances	7,81,858	13,00,584
(ii) T.D.S. Payable	8,91,981	12,04,458
(iii) Advances from customers	7,74,75,000	1,25,00,000
Total	7,91,48,839	1,50,05,042

Note-9: Short-Term Provisions

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in INR	Amount in INR
(i) Provision for Income Tax	21,86,680	24,42,088
(ii) Provision - others		
Telephone Exp. Payable	13,983	11,198
Total	22,00,663	24,53,286



BETEX INDIA LTD.

504, TRIVIDH CHAMBERS, RING ROAD, SURAT-395002.

Note 10 Fixed assets

DESCRIPTION	G R O S S B L O C K		DEDUCT.	TOTAL 31/03/2017	D E P R E C I A T I O N			N E T B L O C K		
	OPENING 01/04/2016	ADDITION			UPTO 01/04/2016	FOR THE Period	ADJ. FOR THE YEAR	UPTO 31/03/2017	AS ON 31/03/2017	AS ON 01/04/2016
(A) TANGIBLE ASSETS										
BETEX										
LAND & LAND DEVELOP.	41,38,700	-	-	41,38,700	-	-	-	-	41,38,700	41,38,700
PLANT & MACHINERY	2,62,26,972	35,50,617	-	2,97,77,589	32,92,415	-	1,01,28,223	1,34,20,637	1,63,56,952	1,60,98,749
BOILER	13,92,521	-	-	13,92,521	1,37,602	-	8,41,289	9,78,891	4,13,630	5,51,232
PHOTOGRAPHICS MC.	3,67,500	-	-	3,67,500	37,244	-	2,00,148	2,37,392	1,30,108	1,67,352
AIR CONDITIONER	4,54,850	67,900	-	5,22,750	34,350	-	3,13,113	3,47,463	1,75,287	1,41,737
COMPUTER & PRINTER	90,761	63,000	-	1,53,761	30,647	-	38,064	68,711	85,050	52,697
GENERATOR	19,00,022	-	-	19,00,022	1,53,041	-	14,22,418	15,75,459	3,24,563	4,77,604
OFFICE EQUIPMENT	1,14,555	57,000	-	1,71,555	17,984	-	55,694	73,678	97,877	58,861
ACTIVA SCOOTER	51,217	-	-	51,217	4,578	-	25,766	30,344	20,873	25,451
CAMERA	96,902	40,800	-	1,37,702	27,420	-	66,038	93,459	44,243	30,864
MOTOR CAR	57,87,951	35,13,224	-	93,01,175	9,00,563	-	11,12,253	20,12,816	72,88,359	46,75,698
ELECTRICAL EQUIPMENTS	49,731	4,63,050	-	5,12,781	22,910	-	13,423	36,333	4,76,448	36,308
FURNITURE & FIXTURES	3,22,450	-	-	3,22,450	30,633	-	49,610	80,243	2,42,207	2,72,840
FACTORY BUILDING	-	51,82,338	-	51,82,338	1,50,778	-	-	1,50,778	50,31,560	-
SUB T O T A L	4,09,94,132	1,29,37,929	-	5,39,32,061	48,40,165	-	1,42,66,039	1,91,06,204	3,48,25,857	2,67,28,093
PREVIOUS YEAR	3,67,41,482	42,52,650	-	4,09,94,132	42,18,922	-	1,00,47,118	1,42,66,039	2,67,28,093	2,66,94,364
Depreciation has been provided as per Company Act under "Straight Line Method"										
WIND MILL										
LAND & BUILDING	48,37,500	-	-	48,37,500	1,63,193	-	29,34,893	30,98,085	17,39,415	19,02,607
PLANT & MACHINERY	5,91,60,476	-	-	5,91,60,476	14,66,667	-	4,46,06,632	4,60,73,299	1,30,87,177	1,45,53,844
SUB T O T A L	6,39,97,976	-	-	6,39,97,976	16,29,859	-	4,75,41,525	4,91,71,385	1,48,26,591	1,64,56,451
PREVIOUS YEAR	6,39,97,976	-	-	6,39,97,976	18,09,538	-	4,57,31,987	4,75,41,525	1,64,56,451	1,82,65,989
Depreciation has been provided as per Company Act under "Written Down Value"										



BETEX INDIA LTD.

504, TRIVIDH CHAMBERS, RING ROAD, SURAT-395002.

Note 10 Fixed assets

DESCRIPTION	G R O S S		B L O C K		D E P R E C I A T I O N			N E T B L O C K		
	OPENING 01/04/2016	ADDITION	DEDUCT. DEDUCT.	TOTAL 31/03/2017	UPTO 01/04/2016	FOR THE Period	ADJ. FOR THE YEAR	UPTO 31/03/2017	AS ON 31/03/2017	AS ON 01/04/2016
SUMEET SILK MILLS - I & II										
LAND & LAND DEVELOP.	30,79,025	-	-	30,79,025	-	-	-	-	30,79,025	30,79,025
PLANT & MACHINERY	2,84,39,875	-	-	2,84,39,875	2,70,17,881	-	-	2,70,17,881	14,21,994	14,21,994
PLANT & MACHINERY	3,47,64,520	90,40,434	-	4,38,04,954	2,24,62,944	31,66,675	-	2,56,29,620	1,81,75,334	1,23,01,576
PHOTOGRAPHIC MC.	5,39,700	-	-	5,39,700	2,90,624	55,200	-	3,45,823	1,93,877	2,49,076
GENERATOR	54,70,127	-	-	54,70,127	32,60,938	5,53,052	-	38,13,990	16,56,137	22,09,189
FURNITURE & FIXTURE	9,91,951	-	-	9,91,951	9,42,353	-	-	9,42,353	49,598	49,598
OFFICE EQUIP. (OLD)	13,84,762	-	-	13,84,762	13,15,524	-	-	13,15,524	69,238	69,238
OFFICE EQUIP. (NEW)	1,06,850	84,740	-	1,91,590	70,108	15,353	-	85,461	1,06,129	36,742
FACTORY BUILDING	96,09,808	9,55,773	-	1,05,65,581	39,96,615	2,91,169	-	42,87,784	62,77,797	56,13,193
VEHICLE (CAR)	2,80,91,168	9,26,289	62,50,234	2,27,67,223	1,68,82,400	32,72,172	40,99,055	1,60,55,517	67,11,706	1,12,08,768
VEHICLE (OTHER)	9,67,750	53,000	-	10,20,750	4,81,271	1,36,392	-	6,17,663	4,03,087	4,86,479
COMPUTER	10,95,934	70,600	-	11,66,534	8,75,055	89,052	-	9,64,107	2,02,427	2,20,879
AIR CONDITIONER	10,78,213	1,84,500	-	12,62,713	7,28,359	89,979	-	8,18,339	4,44,374	3,49,854
BORWELL	55,903	-	-	55,903	53,108	-	-	53,108	2,795	2,795
ELECTRIC FITTINGS	8,56,847	-	-	8,56,847	4,35,354	94,663	-	5,30,017	3,26,830	4,21,493
ELECTRIC INSTALLA	13,98,525	-	-	13,98,525	8,13,334	1,28,816	-	9,42,150	4,56,375	5,85,191
MOBILE	1,14,250	-	-	1,14,250	77,320	31,218	-	1,08,538	5,712	36,930
CAMERA	52,344	58,295	-	1,10,639	35,676	18,855	-	54,531	56,108	16,668
SUB T O T A L	11,80,97,552	1,13,73,631	62,50,234	12,32,20,949	7,97,38,864	79,42,598	40,99,055	8,35,82,406	3,96,38,543	3,83,58,688
PREVIOUS YEAR	11,29,83,076	60,80,476	9,66,000	11,80,97,552	7,21,79,869	80,82,395	5,23,401	7,97,38,864	3,83,58,688	4,08,03,207
Depreciation has been provided as per Company Act under "Straight Line Method"										
TOTAL [A]	22,30,89,660	2,43,11,560	62,50,234	24,11,50,986	14,15,46,428	1,44,12,622	40,99,055	15,18,59,995	8,92,90,991	8,15,43,232
PREVIOUS YEAR [A]	21,37,22,534	1,03,33,126	9,66,000	22,30,89,660	12,79,58,974	1,41,10,855	5,23,401	14,15,46,428	8,15,43,232	8,57,63,560

[B] CAPITAL WORK IN PROGRESS

BETEX										
FACTORY BUILDING	51,61,848	-	-	51,61,848	-	-	-	-	-	51,61,848
TOTAL [B]	51,61,848	-	-	51,61,848	-	-	-	-	-	51,61,848
PREVIOUS YEAR [B]	21,55,693	30,06,155	-	51,61,848	-	-	-	-	51,61,848	21,55,693
GRAND TOTAL [A + B]	22,82,51,508	2,43,11,560	1,14,12,082	24,11,50,986	14,15,46,428	1,44,12,622	40,99,055	15,18,59,995	8,92,90,991	8,67,05,080
PREVIOUS YEAR [A + B]	21,58,78,227	1,33,39,281	9,66,000	22,82,51,508	12,79,58,974	1,41,10,855	5,23,401	14,15,46,428	8,67,05,080	8,79,19,253



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note-11: Non-Current Investments

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in INR	Amount in INR
Investments (At cost):		
(a) Investment in Jewellery		
Gold Watch	6,20,000	6,20,000
(b) Investment in equity instruments / Mutual Funds (Quoted)		
Sumeet Ind. Ltd. (584000 Sh.) (P.Y. 584000 Sh.)	72,82,004	72,82,004
MRPL (500 Sh.) (P.Y. 500 Sh.)	16,875	16,875
Rajasthan Petro Ltd. (550 Sh.) (P.Y. 550 Sh.)	5,500	5,500
D.C.L. Poly Ltd. (25 Share) (P.Y. 25 Sh.)	2,500	2,500
Poddar Pigment Ltd. (200 Sh.) (P.Y. 200 Sh.)	2,000	2,000
(Market Value as on 31.03.2017 Rs. 195.57 Lacs)		
	79,28,879	79,28,879
(c) Investment in equity instruments (unquoted)		
Survika Vinimay Pvt. Ltd. (42500 Sh.) (P.Y. 42500 Sh.)	4,25,000	4,25,000
Sumeet Menthol Pvt. Ltd. (34000 Sh.) (P.Y. 34000 Sh.)	3,40,000	3,40,000
Ambaji Syntex Pvt. LTd. (35000 Sh.) (P.Y. 35000 Sh.)	3,50,000	3,50,000
Chintan Proc. Pvt. LTd. (74580 Sh.) (P.Y. 74580 Sh.)	1,49,160	1,49,160
Akashganga Proc. Pvt. Ltd. (57500 Sh.) (P.Y. 57500 Sh.)	5,75,000	5,75,000
Abhiruchi Vision Private Ltd.(8500 Sh)(P.Y. 8500 Sh.)	85,000	85,000
Bootnath Vinimay Private Ltd. (10000 Sh) (P.Y. 10000 Sh)	1,00,000	1,00,000
Hanuman Vinimay Private Ltd.(9000 Sh) (P.Y. 9000 Sh)	90,000	90,000
Rangila Fabrics Pvt. Ltd.(12200 Sh) (P.Y. 12200 Sh)	61,000	61,000
Kamna Credit And Promotors P. Ltd.(4200 Sh) (P.Y. 4200 Sh)	42,000	42,000
Sumeet Poly Power Limited (1371000 Sh) (P.Y. 1371000 Sh)	7,19,38,000	7,19,38,000
Ekta Polyfab Private Ltd.(103100 Sh)(P.Y. 103100 Sh)	10,31,000	10,31,000
Ramshila Enterprise Private Ltd.(8300 Sh)(P.Y. 8300 Sh)	83,000	83,000
	7,52,69,160	7,52,69,160
Total	8,31,98,039	8,31,98,039

Note-12: Long-Term Loans and Advances

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in INR	Amount in INR
Capital Advances		
Secured, considered good	-	-
Unsecured, considered good	4,40,64,000	4,68,64,000
Doubtful	-	-
	4,40,64,000	4,68,64,000
Security Deposits		
Secured, considered good	-	-
Unsecured, considered good	61,99,094	62,19,709
Doubtful	-	-
	61,99,094	62,19,709
Total	5,02,63,094	5,30,83,709



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note-13: Other Non Current Assets

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in INR	Amount in INR
Deferred Revenue Expenditure		
DGVCL - Cable Network Development Fund	63,000	1,26,000
Building Fund	12,000	24,000
Total	75,000	1,50,000

Note-14: Current Investments

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in INR	Amount in INR
SBI Balance Funds (C.Y. - Nil) (P.Y. - 21414.285)	-	20,00,000
TATA Balance Funds (C.Y. Nil) (P.Y. - 11736.435)	-	20,00,000
Total	-	40,00,000

Note-15: Inventories

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in INR	Amount in INR
(a) Raw materials		
- Colours & Chemicals	89,22,119	2,12,39,934
- Coal & Fuel	37,03,819	2,14,68,715
- Design Material	7,21,576	7,14,364
(b) Stores & Spares	13,63,914	8,75,114
(c) Work in Progress	52,08,182	1,05,97,079
(d) Power Unit with GEB	4,18,796	8,59,974
Total	2,03,38,407	5,57,55,181

Raw Materials and Stores & Spares are valued at Cost.

Note-16: Trade Receivables

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount in INR	Amount in INR
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured, considered good	-	-
Unsecured, considered good	-	42,58,761
Doubtful	-	-
	-	42,58,761
Less: Provision for doubtful trade receivables	-	-
	-	42,58,761
Other Trade receivables		
Secured, considered good	-	-
Unsecured, considered good	15,91,85,654	12,64,61,312
Doubtful	-	-
	15,91,85,654	12,64,61,312
Less: Provision for doubtful trade receivables	-	-
	15,91,85,654	12,64,61,312
Total	15,91,85,654	13,07,20,073



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note-17: Cash and Cash Equivalents

Particulars	As at 31st	As at 31st
	March, 2017	March, 2016
	Amount in INR	Amount in INR
(a) Cash on hand	37,79,475	14,96,143
(b) Balances with banks		
(i) In Current Account		
Bank of Baroda C/A	-	10,461
Bank of Baroda O/D	-	-17,52,257
State bank of India	21,168	-
Axis Bank	13,75,392	1,02,994
(ii) In Fixed Deposit	82,53,387	1,11,55,642
Total	1,34,29,421	1,10,12,983

Note-18: Short-Term Loans and Advances

Particulars	As at 31st	As at 31st
	March, 2017	March, 2016
	Amount in INR	Amount in INR
(a) Loans and advances to related parties		
Secured, considered good	-	-
Unsecured, considered good	1,59,44,432	1,70,29,432
Doubtful	-	-
	1,59,44,432	1,70,29,432
(b) Prepaid expenses - Unsecured, considered good	3,52,118	3,85,656
(c) Balances with government authorities		
Unsecured, considered good		
T.D.S. Receivable	2,20,68,077	1,74,85,675
Income Tax Appeal - Deposit	21,95,420	-
Insurance claim recivable	-	-
	2,42,63,497	1,74,85,675
(d) Others		
Unsecured, considered good		
Advance To Suppliers	6,57,87,623	3,74,87,623
	6,57,87,623	3,74,87,623
Total	10,63,47,670	7,23,88,386

Note-19: Other Current Assets

Particulars	As at 31st	As at 31st
	March, 2017	March, 2016
	Amount in INR	Amount in INR
Insurance Claim Receivable	11,500	11,500
Total	11,500	11,500



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note-20: Revenue from Operations

Particulars	For the period ended 31st March, 2017	For the Period ended 31st March, 2016
	Amount in INR	Amount in INR
Job Charges	56,15,89,092	54,80,66,285
Wind Mill Power Sale (Inter Unit Sale)	1,74,76,604	1,16,46,149
Coal Trading	-	51,00,037
Total	57,90,65,696	56,48,12,471

Note-21: Other Income

Particulars	For the period ended 31st March, 2017	For the Period ended 31st March, 2016
	Amount in INR	Amount in INR
Dividend Income	-	-
Interest Income	6,59,994	12,04,776
Profit on Sale of Shares & M.F. (Capital Gain)	11,124	23,81,541
Profit on Sale of Fixed Assets	1,52,222	-
Total	8,23,340	35,86,317

Note-22 (A): Cost of Materials Consumed

Particulars	For the period ended 31st March, 2017	For the Period ended 31st March, 2016
	Amount in INR	Amount in INR
(i) Colour and Chemicals	2,12,39,934	93,65,949
Opening stock	11,48,27,545	16,30,08,125
Add: Purchases	13,60,67,480	17,23,74,074
Less: Closing stock	89,22,119	2,12,39,934
	12,71,45,360	15,11,34,140
(ii) Stores, Spares & Oil	8,75,114	4,39,435
Opening stock	3,44,31,878	3,24,43,145
Add: Purchases	3,53,06,992	3,28,82,581
Less: Closing stock	13,63,914	8,75,114
	3,39,43,077	3,20,07,467
(iii) Design Materials	7,14,364	14,60,677
Opening stock	1,44,99,641	92,66,724
Add: Purchases	1,52,14,005	1,07,27,401
Less: Closing stock	7,21,576	7,14,364
	1,44,92,429	1,00,13,037
(iv) Fuel & Coal	2,14,68,715	2,97,38,062
Opening stock	11,05,79,245	10,99,17,174
Add: Purchases	13,20,47,961	13,96,55,236
Less: Closing stock	37,03,819	2,14,68,715
	12,83,44,142	11,81,86,521
(v) Coal (Trading)	-	-
Opening stock	-	51,00,037
Add: Purchases	-	51,00,037
Less: Closing stock	-	-
	-	51,00,037
Cost of material consumed	Total	
	30,39,25,008	31,64,41,201



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note-22 (B): Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

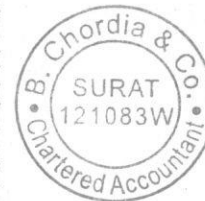
Particulars	For the period ended 31st March, 2017	For the Period ended 31st March, 2016
	Amount in INR	Amount in INR
Inventories at the end of the year:		
Power Units	4,18,796	8,59,974
Work in Progress - Others	52,08,182	1,05,97,079
	56,26,978	1,14,57,053
Inventories at the beginning of the year:		
Power Units	8,59,974	5,90,829
Work in Progress - Others	1,05,97,079	95,20,417
	1,14,57,053	1,01,11,246
Net (Increase) / Decrease	58,30,075	-13,45,807

Note-22 (C): Other Manufacturing Expenses

Particulars	For the period ended 31st March, 2017	For the Period ended 31st March, 2016
	Amount in INR	Amount in INR
Energy Charges	1,19,385	1,17,936
C.E.T.P. Expenses	47,28,600	48,12,789
Coal Testing Expenses	4,000	-
Gas Consumption	13,01,377	9,86,695
Jobwork Expenses	23,10,516	-
Operating & Maintenance Exp.	10,20,253	7,86,215
Photographic Printer Expenses	3,03,210	2,69,449
Power & Fuel Expenses	3,27,68,303	4,43,17,323
Repairs & Maintenance Expenses	46,28,864	90,50,924
Service Tax (Transportation)	7,00,591	7,37,544
Substation Charges	1,37,620	1,36,990
Transportation	1,27,31,005	1,19,38,789
Water Charges	1,68,18,057	1,72,19,743
Wind Mill Power Purchase (Inter Unit Purchase)	1,74,76,604	1,16,46,149
Total	9,50,48,385	10,20,20,546

Note-23: Employee Benefits Expense

Particulars	For the period ended 31st March, 2017	For the Period ended 31st March, 2016
	Amount in INR	Amount in INR
Salaries and Wages	11,58,39,979	9,34,12,029
Contribution to Provident and Other Funds	36,34,487	37,37,009
Staff Welfare Expenses	2,54,640	10,08,125
Total	11,97,29,106	9,81,57,163



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note-24: Finance Costs

Particulars	For the period	For the Period
	ended 31st	ended 31st
	March, 2017	March, 2016
	Amount in INR	Amount in INR
(a) Interest expense on:		
(i) Borrowings from Banks	24,64,920	59,27,868
(ii) Other:		
- Interest on Unsecured Loan	78,88,467	63,57,384
- Interest on delayed/deferred payment of I.Tax / TDS	23,399	-
(b) Bank Charges & Commission	6,34,727	5,13,646
Total	1,10,11,513	1,27,98,898

Note-25: Other Expenses

Particulars	For the period	For the Period
	ended 31st	ended 31st
	March, 2017	March, 2016
	Amount in INR	Amount in INR
Advertisement Exp.	46,099	5,000
Building fund - Written off	-	12,000
Computer Exp.	78,085	1,14,247
Consultancy Charges	7,24,409	7,42,341
Corporation Tax	16,05,651	13,67,167
DGVCL Expenses - Written off	75,000	63,000
Donations and contributions	9,58,851	3,28,311
Factory License Fees	-	94,800
G.P.C.B. Charges	1,98,960	1,69,576
GIDC Expenses	12,747	45,876
Insurance Exp.	6,96,600	7,01,574
Insurance Claim Short Received	61,315	-
Lease Rent Others	3,38,419	3,58,345
Legal and Professional Exp.	14,375	1,81,000
Loss on sales of Cars	-	20,599
Membership Fees	10,001	2,500
Meter Expenses	-	2,35,000
Office Expenses	20,40,850	14,37,413
Other Expenses	6,35,328	3,87,500
Packing Expenses	1,94,307	1,23,741
Payments to auditors		
For Audit Matters	80,000	-
Professional Tax	5,35,721	6,59,670
Repair & Maintenance	27,637	38,938
Sample Sarees Exp.	46,16,486	15,81,335
Short Term Capital Loss	65,982	-
Telephone & Mobile Exp.	1,93,542	1,83,414
Textile Cess / Committee Expenses	3,85,000	2,74,047
Travelling Exp.	19,18,808	14,97,922
VAT Expenses	22,62,284	26,39,764
Vehicle Parking & Running Exp.	6,80,247	7,45,143
Total	1,84,56,704	1,40,10,223



26 NOTES ON ACCOUNTS :

Notes Forming Part of the Accounts for the Year ended 31st March 2017.

26.1 CONTINGENT LIABILITIES (AS-29):

Contingent Liabilities (Not provided for) in respect of:-

PARTICULARS	As On 31/03/2017	As On 31/03/2016
Central Excise & Customs Liabilities	22,13,789	22,13,789
TOTAL	22,13,789	22,13,789

26.2 DETAILS OF REMUNERATION TO DIRECTORS

Particulars	As On 31/03/2017	As On 31/03/2016
Remuneration	6,00,000	9,75,000
TOTAL	6,00,000	9,75,000

26.3 FOREIGN EXCHANGE EARNING & OUT GO :

PARTICULARS	As On 31/03/2017	As On 31/03/2016
Foreign Exchange Earnings	NIL	NIL
Foreign Exchange outgo	NIL	NIL
Purchase of Capital goods	NIL	NIL

26.4 TRANSACTIONS WITH RELATED PARTIES (AS-18)

SR. NO.	NAME OF THE PARTY	RELATION SHIP	NATURE OF TRANSACTION	Amount in INR
BETEX UNIT				
1	Ritesh Somani	Related Party	Director Remuneration	3,00,000
2	Aruna Somani	Related Party	Salary	10,20,000
3	Sumeet Silk Processors Pvt. Ltd.	Related Party	Loan Repaid Loan Given Interest Earned Loan Outstanding Dr.	- - - 1,61,18,168
4	Bhoomeka Processors Pvt. Ltd.	Related Party	Rent Expense Incurred	3,30,000
SUMEET SILK MILLS [I+II]				
1	Rajkumar Somani	Related Party	Director Remuneration	3,00,000
2	Suman Devi Somani	Related Party	Salary	10,20,000
3	Amrita Somani	Related Party	Salary	10,20,000
4	Mahesh Somani	Related Party	Loan Repayment Loan Outstanding Cr.	2,00,000 -
5	Manish Somani	Related Party	Loan Repayment Loan Outstanding Cr.	50,000 1,50,000
6	Rashmi Somani	Related Party	Salary	15,50,000
7	Sharda Devi Somani	Related Party	Salary	23,50,000
Note : The above Transaction include Inter unit Transactions				

26.5

The Information as called for vide MCA notification, G.S.R. 308(E), dated March 31,2017 in respect of Specified Bank Notes (SBNs) or Other Denomination notes, held and transacted during the period from November 08, 2016 to December 30, 2016, is as follows:

Particulars	SBN	Other Notes	Total
Balance as on 08/11/2016	-	11,30,764	11,30,764
Add: Permitted Receipts	-	8,98,000	8,98,000
Less: Permitted Payments	-	4,34,906	4,34,906
Balance as on 30/12/2016	-	15,93,858	15,93,858



26.6 SEGMENT REPORTING (AS-17)

The requirement of Segment reporting is not applicable to the Company both in respect of Geographical Segment and Product wise Segment.

26.7 In the absence of necessary information with the company relating to the status of the supplier under Micro, Small, and Medium Enterprises Act, 2006, the information could not be compiled.

26.8 Estimated amount of contracts remained to be executed not provided for : NIL, Advance paid : NIL

26.9 In the opinion of the Board of directors of the Company, the current assets, Loans, advance and deposits are approximately of the value stated in the accounts if realized, in the ordinary course of Business, unless otherwise stated.

26.10 The provision of all known liabilities are adequate and not in excess of the amount reasonably necessary.

26.11 The Amount of Loans & Advances includes Rs. 430.08 Lacs (P.Y. Rs.440.93 Lacs) due from Firm/Companies/Individuals in which directors of the company are interested.

26.12 No Balance confirmation letters have been sent to Sunday debtors, creditors Loans & Advances unsecured Loan etc. Hence the said balance remains unconfirmed.

26.13 No employees was in receipt of remuneration aggregating to Rs. 24,00,000/- p.a. or Rs. 2,00,000/- or more per month for the part of the year. Previous year also there was no such employees.

26.14 We have verified the vouchers and documentary evidences wherever made available. Where no documentary evidences were available, We have relied on the authentication given by the management.

26.15 The Quantity of closing stock of Raw Materials, Finished Goods etc. as shown in the Balance Sheet has been physically verified by the management and has been certified as true and correct. We have totally relied upon the quantitative statements of stock as provided by the management's. The value of closing stock is also taken as certified by the management.

26.16 Income tax search under section 132 of the Income Tax Act, 1961 has been conducted in the Company premises on February 2015. Assessment for the same is still pending.

26.17 The figures are rounded off to nearest rupee wherever necessary.

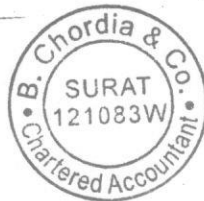
26.18 Previous year figure have been regrouped or rearranged wherever considered necessary

As per our report of even date attached
FOR B. CHORDIA & CO.
Chartered Accountants
F.R.N. 121083W



For and on behalf of the Board of Directors
BETEX INDIA LIMITED



CA. B.C. CHORDIA
Partner
M. N. 048557



Place : Surat
Date : May 30, 2017


Maheshkumar Somani
[Director - DIN - 00106449]
Manish Somani
[CFO]
Rajkumar Somani
[Director - DIN - 00254038]
Khushboo M Vaishnav
[Company Secretary]

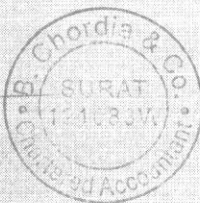
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

PARTICULAR	F.Y. 2016-2017		F.Y. 2015-2016	
	AMOUNT	AMOUNT	AMOUNT	AMOUNT
A CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit before Tax		1,14,75,623		1,22,05,709
Add: Adjustment For :				
Interest & Financial Charges	1,10,11,513		1,27,98,898	
Depreciation	1,44,12,622		1,41,10,855	
Loss on Sale of Assets	-		20,599	
Loss on Sale of Investments	85,982		-	
		2,54,90,116		2,69,30,352
		3,69,65,740		3,91,36,061
Less: Interest Income	6,59,994		12,04,776	
Profit on Sale of Investments	11,124		23,81,541	
Profit on Sale of Fixed Assets	1,52,222			
Dividend Income	-	8,23,340	-	35,86,317
		3,61,42,399		3,55,49,744
Less: Adjustment For :				
Increase/(Decrease) In Inventories	(3,54,16,775)		46,39,812	
Increase/(Decrease) In Trade Receivable	2,84,65,582		4,83,39,225	
Increase/(Decrease) In Other Current Assets	-		11,500	
Increase/(Decrease) In Loan & Adv. (Excluding Loan Given)	3,21,48,669	2,51,97,476	2,08,18,453	7,38,08,989
		1,09,44,923		(3,82,59,245)
Add: Adjustment For :				
Increase/(Decrease) In Current Liabilities & Provisions		4,14,85,886		2,05,06,779
Net Cash Flow from Operating Activities - (A)		5,24,30,809		(1,77,52,466)
B Cash Flow from Investing Activities				
Add: Adjustment For :				
Interest Income	6,59,994		12,04,776	
Profit on Sale of Fixed Assets	1,52,222			
Profit on Sale of Investments	11,124	8,23,340	23,81,541	35,86,317
Less: Adjustment For :				
Purchases of Fixed Assets (Net)	1,69,98,533		1,29,17,281	
Purchases of Investments (Net)	(40,00,000)		(17,30,000)	
Loss on sale of Investment	65,982			
Increase/(Decrease) In Loan Given	(10,85,000)	1,19,79,515	-	1,11,87,281
Net Cash Flow From Investing Activities - (B)		(1,11,56,175)		(76,00,964)
C Cash Flow From Financing Activities				
Add: Increase/(Decrease) in Unsecured Loan		(3,91,73,206)		4,61,71,031
Increase/(Decrease) in Bank Loan		1,13,26,523		(77,25,422)
Less: Interest & Financial Charges		1,10,11,513		1,27,98,898
Net Cash Flow form Financing Activities - (C)		(3,88,58,197)		2,56,46,711
Net Increase/(Decrease) in Cash And Cash Equivalents (A+B+C)		24,16,438		2,93,281
Cash and Cash Equivalents at the Beginning of the Year		1,10,12,983		1,07,19,702
Cash and Cash Equivalents at the End of the Year		1,34,29,421		1,10,12,983

FOR B. CHORDIA & CO.
Chartered Accountants
F.R.N. 121083W

For and on behalf of the Board of Directors
BETEX INDIA LIMITED

CA. B.C. CHORDIA
Partner
M. N. 048557



Maheshkumar Somani
[Director - DIN - 00106449]

Rajkumar Somani
[Director - DIN - 00254038]

Manish Somani
[CFO]

Khushboo M Vaishnav
[Company Secretary]

Place : Surat
Date : May 30, 2017