

32nd

Annual Report
2018-19



BETEX INDIA LIMITED

CORPORATE INFORMATION
Board of Directors

Mr. Maheshkumar Sitaram Somani	Chairman
Mr. Rajkumar Sitaram Somani	Managing Director
Mr. Manish Kumar Somani	Executive Director & CFO
Mr. Ritesh Rajkumar Somani	Executive Director
Mr. Mangilal Sukhlal Lahoti	Non- Executive Director
Mrs. Deepa Dinesh Agarwal	Non- Executive Director

Company Secretary & Compliance Officer

Ms. Varsha Maheshwari*
*(w.e.f. 03/11/2018)

Statutory Auditor

M/s. B. Chordia & Co.
Chartered Accountants, Surat

Secretarial Auditor

Mr. Dhiren Dave
Practicing Company Secretary, Surat

Registered Office

436, GIDC, Pandesara,
Surat -394221.
Contact No: 0261 – 2328902 / 2334189
Email Id.:corporate@betexindia.com
Website: www.betexindia.com

Corporate Office

504, Trividh Chambers,
5TH Floor, Opp. Fire Station
Ring Road, Surat - 395 002
Contact No: 0261 – 2328902 / 2334189
Email Id.corporate@betexindia.com

Registrar & Share Transfer Agent

M/s Bigshare Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (E), Mumbai – 400 059
Tel No. : +91-262638200/62638295
Email: info@bigshareonline.com
Website: www.bigshareonline.com

Bankers

Bank of Baroda

32nd Annual General Meeting

Date : Monday, 30th September, 2019
Time : 10:00 A.M
Venue : 436, GIDC, Pandesara,
Surat-394221

CONTENTS	PAGE NO.
Corporate Information.....	2
Notice of Annual General Meeting.....	3
Board's Report.....	9
CFO Certification.....	44
Management Discussion & Analysis.....	45
Independent Auditor's Report.....	52
Balance Sheet.....	59
Statement of Profit & Loss Account.....	61
Cash Flow Statement.....	62
Notes to Financial Statements.....	64

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the members of BETEX INDIA LIMITED will be held on Monday, 30th September, 2019 at 10:00 a.m. at 436, GIDC, Pandesara, Surat -394221 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, 2019 and Profit & Loss Account for the year ended March, 2019 together with the reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Rajkumar Somani (DIN No. 00254038), who retires by rotation in terms of section 152(6) of Companies Act, 2013 and being eligible, offer himself for re-appointment.

3. APPOINTMENT OF STATUTORY AUDITORS

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, including any statutory enactment or modification thereof, **M/s. B.CHORDIA & CO, Chartered Accountants (FRN No. 121083W), Surat**, be and is hereby appointed as the Statutory Auditors of the Company for the term of 3 years i.e. 01.04.2019 to 31.03.2022 and hold office until the conclusion of the 35th Annual General Meeting of the Company to be held in the calendar year 2022, at such remuneration plus tax, out-of-pocket expenses etc., as may be mutually agreed between the Board of Directors and the Auditors."

SPECIAL BUSINESS:**4. RE-APPOINTMENT OF MAHESHKUMAR SOMANI AS NON-EXECUTIVE DIRECTOR:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions if any, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors, **Mr. Mahesh Kumar Somani (DIN:00106449)**, a Non-Executive Director of the Company whose term of office expires at this Annual General Meeting and in respect of whom the company has received a notice in writing from a member along with deposit of the requisite amount under Section 160 of the Act, proposing his candidature for the office of director be and is hereby appointed as Non- Executive Director of the Company to hold office for a term up to 3 (Three) consecutive years with effect from October 1st, 2019 whose office shall be liable to retire by rotation and other terms and conditions including designation of his appointment shall remain the same unless otherwise as may be decided by the Board and Members of the Company."

“RESOLVED FURTHER THAT any one director of the company be and is hereby severally authorized to do all such acts, deeds and things as may be required to give full effect to this resolution.”

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Mahesh Kumar Somani as Non-Executive Director, for the approval by the shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives is interested, financial or otherwise, in the resolution set out at Item No. 4 except Mr. Mahesh Kumar Somani.

**On behalf of the Board of Directors
For Betex India Limited**

**Place: Surat
Date: 05th August, 2019**

**Sd/-
Rajkumar Somani
(Director)**

Registered Office:

436, GIDC, Pandesara,
Surat-394221
CIN: L17119GJ1992PLC018073
Website: www.betexindia.com
Email: corporate@betexindia.com

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 Monday, 23rd September, 2019 to Monday, 30th September, 2019 (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, 2019 is uploaded on the Company's website www.betexindia.com and may be accessed by the members.
10. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode.
11. 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.
12. 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 updation.
13. 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.
14. **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 32ND 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. It may be noted that this e-voting facility is optional.
15. The members who would have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:-

- (i) The voting period begins on 27/09/2019 at 9:00 AM IST and ends on 29/09/2019 at 5:00 PM IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date 20/09/2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<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. E.g. If your name is Rakesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the "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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app. M-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) 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.

In case of members receiving the physical copy:

- A. Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- B. The voting period begins on 27/09/2019 at 9:00 A.M. IST and ends on 29/09/2019 at 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 20/09/2019 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

16. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Cut-off date of 20/09/2019.
17. Mr. Dhiren R. Dave, Practicing Company Secretary (Membership no. FCS 4889) has been appointed as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
18. The Scrutinizer shall within a period not exceeding 3 working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
19. The results declared along with the Scrutinizers' Report shall be placed on the Company's website www.betexindia.com within three days of the passing of the resolutions at the Annual General Meeting of the Company will be held on Monday, 30th day of September, 2019 and communicated to the BSE Ltd. within the prescribed period.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant To Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements Regulations, 2015) & Secretarial Standard 2]

Name of Director	Mr. Raj Kumar Somani	Mr. Mahesh Kumar Somani
Date of Birth	10/04/1960	28/06/1953
Date of Appointment	27/08/2001	27/08/2001
Expertise in specific functional areas	Project & Administration	General Management
Qualifications	B.com	B.com
Shareholding in the Company as on 05.08.2019	45000	45000
List of other public limited companies in which Directorship held as on 05.08.2019	1. Sumicot Limited	NONE
List of other entities in which the person also holds membership of committee of the Board.	NONE	NONE
Relationships between Directors inter-se	Brother of Mr. Mahesh Kumar Somani and Father of Ritesh Kumar Somani	Brother of Mr. Raj Kumar Somani and Father of Manish Kumar Somani

Explanatory Statements Pursuant To Section 102(1) of the Companies Act, 2013**ITEM NO. : 04**

The Board of Directors at their meeting held on 13.08.2019, on the recommendation of Nomination and Remuneration Committee and board of directors, Mr. Mahesh Kumar Somani who has been appointed as a Non-Executive Director of the Company pursuant to the provision of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, whose office is going to expire on the conclusion of this meeting on 30.09.2019, is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and eligible for appointment of Director and has also given his consent to act as a Non-Executive Director is proposed to be appointed as a Non- Executive Director of the Company for a consecutive period of 3 years with effect from October 1, 2019.

The Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Mahesh Kumar Somani as a Non- Executive Director. Accordingly, the Board recommends this resolution in relation to their appointment as Non-Executive Director, for the approval by the shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives is interested, financial or otherwise, in the resolution set out at Item No. 4 except Mr. Mahesh Kumar Somani.

**On behalf of Board of Directors
For Betex India Limited**

Place: Surat
Date: 05th August, 2019

Sd/-
Rajkumar Somani
(Director)

Registered Office:
436, GIDC, Pandesara,
Surat-394221
CIN: L17119GJ1992PLC018073
Website: www.betexindia.com
Email: corporate@betexindia.com

BOARD'S REPORT

Dear Members,

Your Directors are pleased to present the Thirty Second Annual Report of the Company together with the Audited Financial Statements for the Financial Year ended 31st March, 2019.

FINANCIAL RESULTS:

The Company's performance during the financial year ended 31st March, 2019 on standalone basis, as compared to the previous financial year, is summarised below.

(Rs. In. Lacs)

Particulars	2018-19	2017-18
Sales & Income from operations	4637.23	5125.01
Other Income	42.59	24.72
Profit before Financial cost , Depreciation and Exceptional items & Tax (EBIDTA)	257.93	304.75
Finance Cost	29.28	96.34
Depreciation	131.93	118.99
Profit before Tax	96.71	89.42
Provision for Taxation	-	-
Current tax	18.61	17.19
Mat Credit	(4.61)	(7.16)
Deferred Tax	(15.41)	(11.31)
Profit after Tax	98.11	90.71
Taxation for previous year	-	-
Profit available for appropriation	98.11	90.71
Dividend on Equity & Pref. Shares	-	-
Transfer to General Reserve	33.44	33.44

OPERATIONS:

Income from operation of the company has decreased from Rs. 5125.01 Lacs to Rs. 4637.23 Lacs. EBIDTA has been decreased from Rs. 304.75 Lacs to Rs. 257.93 Lacs and Net profit after Tax has been increased from Rs. 90.71 Lacs to Rs. 98.11 Lacs in comparison to previous year. Our earning per shares stand at Rs. 6.54.

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.

MATERIAL CHANGES AND COMMITMENTS

There have not been any material changes and commitments affecting the financial position of the Company during the year under review.

DEPOSITORY SYSTEM

As members are aware, the company's shares are compulsorily tradable in the electronic form. As on March 31, 2019 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. Rajkumar Somani (DIN: 00254038) Executive Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

Mr. Maheshkumar Somani (DIN: 00106449), Non-Executive Director of the company whose term of office of directorship is being expired at this Annual General Meeting and in respect of whom the company has received a notice in writing from a member along with deposit of the requisite amount under Section 160 of the Act, proposing his name as a director.

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

CORPORATE GOVERNANCE

Your Company shall not be mandatorily required to submit Corporate Governance Report as the equity share capital and net worth of the Company is less than required limits as on the last date of the previous financial year. Provided that where the provision of the Act becomes applicable to the Company at a later date, the Company shall comply with the requirements within six months from the date on which the provisions become applicable to the Company.

AUDITORS**a) Statutory Auditors**

In compliance with the Companies (Audit and Auditors) Rules, 2014, the Directors, at the board meeting of the Company held on May 30, 2019, re-appointed **M/s. B. Chordia & Co.**, Chartered Accountants, (ICAI Registration No.: 0121083W) as Statutory Auditors of the Company for the term of 3 years and hold office until the conclusion of the 35th Annual General Meeting of the Company, which requires approval of members in ensuing Annual General Meeting to be held on 30th September, 2019.

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 2018-19. The Secretarial Audit Report for the financial year ended 31 March, 2019 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 2019-20.

MANAGEMENT DISCUSSION AND ANALYSIS

In terms of Regulations 34 of the Listing regulations, a separate section on Management Discussion and Analysis together with a certificate from the Company's Statutory Auditors, confirming compliance with listing regulations, is set out and forms part of this Annual 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 this 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.

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-3** of this Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules 2014. The Policy is also available on the website of the Company i.e. www.betexindia.com

HUMAN RESOURCES & INDUSTRIAL RELATIONS

The Company understands that employees are vital and valuable assets. The Company recognises people as the primary source of its competitiveness and continues its focus on people development by leveraging technology and developing a continuously learning human resource base to increase their potential and fulfil their aspirations.

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. Risk Management is an important business aspect in the current economic environment and its objective is to identify, monitor and take mitigation measures on a timely basis in respect of the events that may pose risks for the business. We have established processes and guidelines, along with a strong overview and monitoring framework at the Board and Senior Management levels.

The Board of Directors regularly review risks 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. 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 transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 and the Rules made there under are not attracted. Thus, disclosure in form AOC-2 in terms of Section 134 of the Companies Act, 2013 is not required.

All Related Party Transactions are placed before the Audit Committee as also to the Board for approval. Omnibus approval was obtained for transactions which are of repetitive nature and a statement giving details of all Related Party Transactions are placed before the Audit Committee and the Board for review and approval.

The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company.

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-5**) is forming part of this 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 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 7 times during the financial year ended 31st March, 2019 in accordance with the provisions of the Companies Act, 2013 and rules made there under.

B) COMMITTEE MEETINGS:

1) 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 18-19.

2) 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.

3) Stakeholders Relationship Committee

The Stakeholders Relationship Committee review and ensures redressal of investor grievances. This 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.

4) 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 comprises of Mr. Mahesh Kumar Somani, Chairman, Mr. Ritesh Kumar Somani, Member and Mr. Mangilal Lahoti, Member.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out an annual performance evaluation of its own performance and that of its statutory committee's viz. Audit Committee, Stakeholder Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee and that of the individual Directors.

The evaluation process covered the aspects which included Board structure and composition, frequency of Board meetings, participation in the long term strategic planning, contribution to and monitoring of corporate governance practices and the fulfilment of Directors' obligation and fiduciary responsibilities, including but not limited to, active participation at the Board and committee meetings. The result of the evaluation is satisfactory and meets the requirement of the Company.

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 Board has adopted, on recommendation of the Nomination and Remuneration Committee, a policy for selection and appointment of Directors, Senior Management and their remuneration in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirement (as may be amended from time to time).

The Nomination and Remuneration Committee has framed the "Nomination & Remuneration and Evaluation Policy **Annexure – 6(i)**" and "Policy On Board Diversity **"Annexure - 6(ii)"** forming part of this Annual Report.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

A policy on familiarization program for Independent Directors has also been adopted by the Company and is put up on the website of the company www.betexindia.com. All new Independent Directors (IDs) included in the Board are presented with an overview of the Company's business operations, products, organization structures and about the Board Constitutions and its procedures.

KEY MANAGERIAL PERSON

Pursuant to the provisions of section 203 of the Companies Act, 2013 read with rules framed thereunder, the following persons are the key Managerial Personnel's of the company.

- 1) Mr. Rajkumar Somani, Managing Director
- 2) Mr. Manish Somani, Chief Financial Officer
- 3) Ms. Varsha Maheshwari, Company Secretary (w.e.f. 03/11/2018)

SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to Meetings of the Board of Directors and General Meetings, respectively, have been duly followed by 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
For Betex India Limited**

Place: Surat

Date: 05th August, 2019

**Sd/-
Rajkumar Somani
(Director)**

Registered Office:

436, GIDC, Pandesara,
Surat-394221

CIN: L17119GJ1992PLC018073

Website: www.betexindia.com

Email: corporate@betexindia.com

ANNEXURE TO BOARD'S REPORT**ANNEXURE - 1**

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

Secretarial Audit Report For the financial year ended March 31, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration 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 31.03.2019, 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 31.03.2019 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the Rules made there under;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to 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
 - 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.

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.
- 5. However, following event is having major bearing on the company's affairs after the audit period but before the date of this report :
 - a. Company's director has received show cause notice from SEBI for making undue gains from buy/sell of stock in past years. Investigation/Litigation is still on the subject matter of SEBI order dated May 21, 2014.

Place: SURAT
Date: 05th August, 2019

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: 05th August, 2019

DHIREN R DAVE
COMPANY SECRETARY
FCS: 4889
CP: 2496

ANNEXURE TO BOARD'S 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, 2019 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, 2019:-**

Name of the Director / KMP & Designation	Remuneration (Rs. in Lacs)	% increase in Remuneration in F.Y. 2018-2019	Ratio to median remuneration	Comparison of the Remuneration of the KMP against the performance of the company
Shri Raj Kumar Somani (Director)	4.80	-	1.95	The company has made profit of Rs. 98.11 Lacs during the year but EBIDTA is Rs. 257.93 Lacs
Shri Ritesh Kumar Somani (Executive Director)	-	-	-	
Shri Manish Somani (Director & CFO)	6.00	-	2.05	

- 2. Percentage increase in the median remuneration of employees in the financial year: 7% to 7.5%**
- 3. Number of permanent employees on the rolls of Company as on 31st March, 2019: 606**
- 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 7.5% 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 BOARD'S 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)]

1.	A brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	To actively contribute to the social and economic development of the communities and build a better sustainable way of life for the weaker sections of society, through our meaningful engagement in the areas of- Education, Health, Sustainable Livelihood & women empowerment, Infrastructure, Animal Care. The Company's CSR policy can be accessed on the Company's website: www.betexindia.com												
2.	The composition of the CSR Committee	Mr. Mahesh Kumar Somani	Chairman											
		Mr. Mangilal Lahoti	Member											
		Mr. Ritesh Kumar Somani	Member											
3.	Net profit of the company for last three financial years:-	<table><tr><td></td><td>(Rs. in Crores)</td></tr><tr><td>Year</td><td>Net profit as per Section 198 of the Companies Act , 2013</td></tr><tr><td>2015-16</td><td>1.22</td></tr><tr><td>2016-17</td><td>1.15</td></tr><tr><td>2017-18</td><td>0.89</td></tr><tr><td>Average net profits of last three years</td><td>1.09</td></tr></table>		(Rs. in Crores)	Year	Net profit as per Section 198 of the Companies Act , 2013	2015-16	1.22	2016-17	1.15	2017-18	0.89	Average net profits of last three years	1.09
	(Rs. in Crores)													
Year	Net profit as per Section 198 of the Companies Act , 2013													
2015-16	1.22													
2016-17	1.15													
2017-18	0.89													
Average net profits of last three years	1.09													
4.	Prescribed CSR Expenditure (2% of the Average net profit of last three financial years)	Rs. 2.17 Lakhs												
5.	Details of CSR spent during the financial year:													
	Total amount to be spent for the financial year	2.17 Lakhs												
	Amount unspent, if any	NIL												

BETEX INDIA LIMITED

Manner in which the amount spent during the financial year				Details specified as under : (Rs. in lakhs)			
Sr. No	CSR Project or activities identified	Sector in which the project is covered	Projects or Programs undertaken (Place)	Amount outlay Budget Project/ program wise	Amount spent on projects/ program	Cumulative expenditure up to the reporting period	Amount Spent: Direct or through implementing agency
1.	Health care	Medical Aid for Dialysis	Surat	0.25	0.21	0.21	Surat Manav Seva Sangh
2.	Animal Care	Gau Chikitsalaya	Nagaur (Rajasthan)	0.30	0.25	0.25	Shri Krishna Gopal Gauseva Samiti
3.	Animal Care	Gau Seva	Jalore (Rajasthan)	0.50	0.50	0.50	Shri Gopal Govardhan Gaushala
4.	Promotion of Education	Education to special childrens of Society	Nagaur (Rajasthan)	0.11	0.11	0.11	Nutan Prabhat seva sansthan
5.	Promoting Social Welfare	Social Development of Tribals People	Surat	0.60	0.50	0.50	Friends of Tribal Society
6.	Promoting Social Welfare	Social Welfare Projects	Surat	0.15	0.11	0.11	Aryavart Foundation
7.	Promoting Social Welfare	Social Welfare Projects	Surat	0.21	0.21	0.21	Bhagwan Gauttam Buddha Rashtriya Shanskrutik and Saikshanik Trust
8.	Health care	Medical Aid	Surat	0.25	0.21	0.21	Adhyatam Chetna Charitable Trust
9.	Promotion of Education	Education to weaker sections of society	Surat	0.60	0.50	0.50	Maheshwari Sikshan Sansthan
10.	Animal Care	Animal Welfare Organization	Ahmadabad	0.11	0.11	0.11	Shri Jeevdya Jankalyan Parivar Trust
11.	Animal Care	Gau Seva	Gujarat	0.40	0.36	0.36	Shree Gau Seva Samiti
	Total :			3.48	3.07	3.07	

A Responsibility Statement of the Corporate Social Responsibility Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the company: The CSR Committee confirms that the implementation and monitoring of the CSR policy is in compliance with the CSR objectives and Policy of the Company.

ANNEXURE TO BOARD'S 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 is continuously putting its efforts to improve Energy Management by way of monitoring energy related parameters on regular basis. The Company is committed to transform energy conservation into a strategic business goal fully along with the technological sustainable development of Energy Management System. It is putting best endeavour to reduce energy consumption in all its operations and activities.

a) Energy Conservation measures taken by the company

- 1) Continuously replacing the inefficient equipment's with latest energy efficient technology & up gradation of equipment's continually.
- 2) Automated load management system to improve power factor.
- 3) Replaced old conventional lights with LED lights resulting saving in energy.

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

- 1) Modification and improvement in process system of Dying and 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 of dying and printing on fabrics.
- 3) Reduction in consumption of electricity and fuel oils with consequent reduction in cost of production.

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	2018-19	2017-18
a) Purchased		
-Units	4674844	5037976
-Total Amount	35231579	37141791
-Rate/Unit (Rs.)	7.54	7.37

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) Optimization in process parameter to increase productivity.
- c) Printing machines of new product concept will be installed.
- d) 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.
- c) Strengthening value added product portfolio and improved contribution margin

3. Expenditure on R & D / product development

- a) Capital and recurring expenditure is incurred by the company regularly.

II. Technology absorption, adaptation and innovation

1. Efforts made towards technology absorption, adoption and innovation

- a) Replacing local developed spares from costlier imported spares in various imported equipments.
- b) Adopting modern tools & techniques in maintenance to reduce down time of machineries
- c) Process Optimisation to improve Coal Boiler efficiency.
- d) Process optimisation & design change for energy conservation

2. Benefits derived as a result of above efforts

- a) Improvement in operating performance and reduction in wastage
- b) Reduction in cost of production
- c) Reduction in energy cost
- d) Better yield & productivity
- e) Increased market share with diversified product mix.

3. Information regarding technology imported during the last five years

Technology Imported	Year of Import	Status
Nil		

III. Foreign Exchange Earning and Outgo

1. Activities relating to exports, Initiatives taken to increase export markets for products and services and export plans

Newer markets are being explored and initiative taken to focus on increasing exports.

2. Total Foreign Exchange used and earned

Particulars	2018-19	2017-18
Foreign Exchange Earnings	0	0
Foreign Exchange Outgo	0	24,451,271

ANNEXURE TO BOARD'S REPORT
ANNEXURE-5
Form No.MGT-9
EXTRACT OF ANNUAL RETURN
(As on the financial year ended on 31st March, 2019)

[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	7 th 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 Marol, Maroshi Road Andheri (E), Mumbai-400072 Phone:022-62638200 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
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, 2018)				No. of Shares held at the end of the year (As on 31st March, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Share	
A. Promoters									
(1) Indian									
a)Individual/ HUF	269981	0	269981	18.00	262061	0	262061	17.47	(0.53)
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)	807281	0	807281	53.82	799361	0	799361	53.29	(0.53)
(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
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	807281	0	807281	53.82	799361	0	799361	53.29	(0.53)

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) FIs	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	208372	11400	219772	14.65	201950	11400	213350	14.22	(0.43)
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakhs	155794	316900	472694	31.51	168856	316900	485756	32.38	0.87
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakhs	0	0	0	0.00	0	0	0	0.00	0.00
c) Others									
c1) Clearing Member	253	0	253	0.02	210	0	210	0.01	(0.01)
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	1323	0	1323	0.09	0.09
Sub-total (B)(2)	364419	328300	692719	46.18	372339	328300	700639	46.70	0.52
Total Public Shareholding (B)=(B)(1)+(B)(2)	364419	328300	692719	46.18	372339	328300	700639	46.70	0.52
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	1171700	328300	1500000	100	(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 01/04/2018			Shareholding at the end of the year 31/03/2019			% 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	Bajranglal Sitaram Somani	34000	2.27	0.00	0	0.00	0.00	(2.27)
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	Sharda Devi Somani	9000	0.60	0.00	28930	1.93	0.00	1.33
10	Manish Maheshkumar Somani	8000	0.53	0.00	20150	1.34	0.00	0.81
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	1981	0.13	0.00	1981	0.13	0.00	0.00
16	Urmiladevi Somani	2000	0.13	0.00	0	0.00	0.00	(0.13)
17	Ankit Bajrang Somani	2000	0.13	0.00	0	0.00	0.00	(0.13)
18	Amit Bajranglal Somani	2000	0.13	0.00	0	0.00	0.00	(0.13)
19	Siddhipriya Poly Fab Pvt Ltd (Formerly known as Sumeet Menthol Pvt Ltd)	319300	21.29	0.00	319300	21.29	0.00	0.00
20	Sumeet Silk	74000	4.93	0.00	74000	4.93	0.00	0.00

BETEX INDIA LIMITED

	Processors Pvt. Ltd.							
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	807281	53.82	0.00	799361	53.29	0.00	(0.53)

ANNEXURE – E
IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(iii) Change in Promoters' Shareholding

Sr. No.	Particulars	Shareholding at the beginning of the year (As on 1st April, 2018)				Cumulative Shareholding during the year (As on 31st March 2019)	
		Date	No. of shares	% of total shares of the company	Reason	No. of shares	% of total shares of the company
1	Total Promoters' Holding	01/04/2018	807281	53.82		799361	53.29
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):	Increase 29/06/2018	4500	0.30	Market Purchase	811781	54.12
		Decrease 31/08/2018	5370	0.36	Market Sale	806411	53.76
		Decrease 07/09/2018	5630	0.37	Market Sale	800781	53.38
		Decrease 14/09/2018	13750	0.92	Market Sale	787031	52.47
		Decrease 21/09/2018	5605	0.37	Market Sale	781426	52.09
		Decrease 05/10/2018	9645	0.64	Market Sale	771781	51.45
		Increase 12/10/2018	12150	0.81	Market Purchase	783931	52.26
		Increase 17/01/2019	15430	1.03	Market Purchase	799361	53.29
3	At the end of the year	31/03/2019	807281	53.82	-	799361	53.29

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

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

Sr. No	Name	No. of Shares at the beginning/ ending of the year	Date	Increase/ Decrease in shareholding	Reason	Number of Shares	% of total shares of the company
1	SHAKTIVEER TEXTFAB PVT LTD (Formerly known as Raghuvir Texturizers Pvt Ltd)	1,76,099	01-04-18	0	Transfer	1,76,099	11.74
			12-10-18	(300)	Transfer	1,75,799	11.72
			14-12-18	(2500)	Transfer	1,73,299	11.55
			18-01-19	(9500)	Transfer	1,63,799	10.92
			25-01-19	(925)	Transfer	1,62,874	10.86
		1,62,874	31-03-19	0	Transfer	1,62,874	10.86
2	GINNI TRADELINKS PVT LTD	24,200	01-04-18	0	Transfer	24,200	1.61
		24,200	31-03-19	0	Transfer	24,200	1.61
3	ARIHANT CAPITAL MKT. LTD	4,500	01-04-18	0	Transfer	4,500	0.30
			29-06-18	(4137)	Transfer	363	0.02
			05-10-18	18979	Transfer	19,342	1.29
			12-10-18	(5322)	Transfer	14,020	0.93
			19-10-18	1301	Transfer	15,321	1.02
			02-11-18	(15321)	Transfer	0	0.00
			07-12-18	7501	Transfer	7,501	0.50
			14-12-18	(7501)	Transfer	0	0.00
			04-01-19	30700	Transfer	30,700	2.05
			11-01-19	(3785)	Transfer	26,915	1.79
			18-01-19	(1215)	Transfer	25,700	1.71
			01-02-19	(700)	Transfer	25,000	1.67
			15-02-19	(905)	Transfer	24,095	1.61
			22-02-19	(10400)	Transfer	13,695	0.91
			22-03-19	(3695)	Transfer	10,000	0.70
4	DIIKABEN D SHAH	10,000	31-03-19	0	Transfer	10,000	0.70
		0	01-04-18	0	-	0	0.00
			01-01-19	2400	Transfer	2,400	0.16
			08-02-19	175	Transfer	2,575	0.17
			15-Feb-19	525	Transfer	3,100	0.21
			22-Feb-19	625	Transfer	3,725	0.25
			01-03-19	120	Transfer	3,845	0.26
			15-03-19	1883	Transfer	5,728	0.38
			29-03-19	933	Transfer	6,661	0.44
5	VAIBHAV NARENDRA SABOO	6,661	31-03-19	0	Transfer	6,661	0.44
		5,200	01-04-18	0	Transfer	5,200	0.35
			04-01-19	(5200)	Transfer	0	0.00
			22-02-19	5200	Transfer	5,200	0.35
6	SADHANA SABOO	5,200	31-03-19	0	Transfer	5,200	0.35
		5,200	01-04-18	0	Transfer	5,200	0.35
			04-01-19	(5200)	Transfer	0	0.00
			22-02-19	5200	Transfer	5,200	0.35
7	NEELAM BHAGCHAND	5,200	31-03-19	0	Transfer	5,200	0.35
		10,000	01-04-18	0	Transfer	10,000	0.67

BETEX INDIA LIMITED

	CHORDIA		14-12-18	(5000)	Transfer	5,000	0.33
		5,000	31-03-19	0	Transfer	5,000	0.33
8	ANIL KUMAR JAIN (HUF)	5,000	01-04-18	0	Transfer	5,000	0.33
		5,000	31-03-19	0	Transfer	5,000	0.33
9	AKSHAY MANTRI	5,000	01-04-18	0	Transfer	5,000	0.33
		5,000	31-03-19	0	Transfer	5,000	0.33
10	ANKIT MANTRI	5,000	01-04-18	0	Transfer	5,000	0.33
		5,000	31-03-19	0	Transfer	5,000	0.33

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

Sr. No.	Particulars	Shareholding at the beginning of the year (As on 1st April, 2018)		Cumulative Shareholding during the year (As on 31st March, 2019)	
	Name of the Directors and KMP	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	20150	1.34
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.	Mrs. Deepa Dinesh Agarwal	0	0.00	0	0.00
C.	Key Managerial Person				
1.	Mr. Manish Kumar Somani (Chief Financial officer)	8000	0.53	20150	1.34
2.	Mr. Raj Kumar Somani (Managing Director)	45000	3.00	45000	3.00
3.	Ms. Varsha Maheshwari (w.e.f. 03/11/2018) (Company Secretary)	0	0.00	0	0.00

ANNEXURE H
Indebtedness of the Company including interest outstanding/accrued but not due for payment
(Rs. in lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	456.86	1182.68	0.00	1639.54
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)	456.86	1182.68	0.00	1639.54
Change in Indebtedness during the financial year				
Addition	0.00	0.00	0.00	0.00
Reduction	(331.91)	(19.13)	0.00	(351.04)
Net Change	(331.91)	(19.13)	0.00	(351.04)

BETEX INDIA LIMITED

Indebtedness at the end of the financial year				
i) Principal Amount	124.95	1163.55	0.00	1288.50
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)	124.95	1163.55	0.00	1288.50

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	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	4.80	6.00	-	10.80
	(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)	4.80	6.00	-	10.80
	Ceiling as per the Act @10% of profit calculated u/s. 198 of the Companies Act, 2013	-	-	-	-

ANNEXURE – J
VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
B. Remuneration to other directors:
(Rs. in Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			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 Lakhs)

Sr. No.	Particulars	Key Managerial Personnel		Total Amount
		Manish Kumar Somani (C.F.O.)	Varsha Maheshwari* (w.e.f. 03/11/2018) (Company Secretary)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6.00	1.00	7.00
	(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	6.00	1.00	7.00

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

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)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty		The SEBI has issued show cause notice under Section 11(4)(d) read with Section 11 B of the SEBI Act , 1992 dated 05.04.2018 for disgorgement of unlawful gain by its Director	Rajkumar Somani- Rs. 80.14 Lacs	SEBI	Matter is under sub-judice
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

ANNEXURE TO BOARD'S REPORT

ANNEXURE-6(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". The said policy is also available on website of the company i.e. www.betexindia.com
- 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;
- iv) 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 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 TO BOARD'S REPORT**ANNEXURE-6(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. This policy is also available on the website of the company www.betexindia.com

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.

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

To,

BETEX INDIA LIMITED

436, GIDC PANDESARA, SURAT-394221 GUJARAT

The Company has a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company in terms of Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to further strengthen corporate governance practices of the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non compliance thereof during the year ended 31st March, 2019.

For Betex India Limited

Sd/-

**Rajkumar Somani
(Managing Director)**

Place: Surat

Date: 30th May 2019

MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER CERTIFICATION

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

To,
The Board of Directors,
BETEX INDIA LIMITED
436, GIDC PANDESARA, SURAT-394221 GUJARAT

Dear Sirs,

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, 2019 and that to the best of our knowledge and belief, we state that:
 - 1.1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
 - 1.2. 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: May 30, 2019

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

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Global economic overview

The global economy grew 3.7% in 2018 compared to 3.8% in 2017, largely on account of the failure of Brexit negotiations, tightened financial conditions, geopolitical tension and higher crude oil costs. Global growth is estimated at 3.5% in 2019 and 3.6% in 2020 on account of a sustained weakening in advanced economies. (Source: World Economic Outlook).

International Monetary Fund's (IMF) recent World Economic Outlook (WEO) states that global economic activity slowed notably in the second half of last year, after strong growth in 2017 and early 2018, reflecting a confluence of factors affecting major economies.

Global Economic growth over six years

Year	2015	2016	2017 (E)	2018 (E)	2019 (P)	2020 (P)
Real GDP Growth (%)	3.2	3.1	3.8	3.7	3.5	3.6

[Source: World Economic Outlook, January 2019 (E: Estimated, P: Projected)]

Indian economic overview

India emerged as the sixth-largest and retained its position as the fastest-growing trillion-dollar economy. However, after growing 7.2% in 2017-18, the Indian economy slowed down to 7% in FY 2018-19. In 2018, the country attracted more foreign inflows worth ~US\$ 38 billion, higher than China's US\$ 32 billion. India witnessed a 23-notch jump to reach the 77th position in the World Bank's Ease of Doing Business rankings. The commencement of the US-China trade war opened a new opportunity for India. Inflation (including food and energy prices) was pegged at 2.6% on an annual basis, one of the lowest in years and below the RBI's medium-term target of 4%. The rupee rebounded after touching a low of H74.45 to a dollar to close the financial year at H69.44. The growth of India's manufacturing sector to 8.3% from 5.7% in 2017-18 reflected a rebound from transitory shocks (the currency exchange initiative and implementation of the GST), with strengthening investments and robust private consumption. India is expected to grow at 7.3% in FY2019-20, benefiting from ongoing structural reforms. (Source: CSO, Fitch, Economic Times, Business Standard, IBEF, Business Today, India Today, IMF)

India's growth pattern (%)

Year	2014-15	2015-16	2016-17	2017-18	2018-19
Real GDP Growth (%)	7.3	7.6	7.1	7.2	7.0

Indian government initiatives

GST: The Goods and Services Tax Council doubled the threshold limit of textile payers from Rs.2 million to Rs. 4 million from April 2019.

Technology Upgradation Fund Scheme: Under the Union Budget 2018-19, Rs. 2,300 crore (US\$ 355.27 million) was allocated for this scheme. It is expected to create employment for 3.5 million people and enable investments worth Rs. 950 billion (US\$ 14.17 billion) by 2022.

National Textile Policy 2000: This is expected to employ 35 million people by attracting foreign investments and also focuses on establishing a modern apparel garment manufacturing centre in every North Eastern state for which the Central Government has invested US\$ 3.27 million.

FDI: 100% FDI was allowed in the textile sector through the automatic route.

SAATHI: The Union Ministry of Textiles and Energy Efficiency Services Limited launched a technology upgradation scheme called SAATHI (Sustainable and Accelerated Adoption of Efficient Textile Technologies to Help Small Industries) for reviving the power loom sector in India.

Capacity building: The Cabinet Committee on Economic Affairs approved the Scheme for Capacity Building in Textile Sector with an outlay of Rs. 1,300 crore from 2017-18 to 2019-20, comprising placement-oriented skilling programmes. Under SAMARTH, Rs. 1,300 crore was approved for providing employment-oriented training to 10 lac individuals by March, 2020.

Textile incentives: The Textile Ministry earmarked Rs. 690 crore for setting up 21 readymade garment manufacturing units in seven states for the development and modernization of the Indian textile sector.

Exports: The Government of India announced a special package worth US\$ 31 billion to boost exports, create one crore job opportunities and attract investments worth Rs. 800 billion (US\$ 11.93 billion) between 2018 and 2020.

(Source: IBEF, Business Standard)

Global Textile and Apparel Industry

Over the years, the global textile & apparel industry has been influenced by several disruptive changes that have shaped the textile landscape. The Textile and apparel industry has continued to evolve driven by changes in consumption patterns, sourcing and manufacturing trends, technology changes and overall market demand –supply dynamics.

The textile and apparel trade is predicted to grow at a CAGR of 3.7% during the period 2018-28. During this period, the increase in apparel trade is expected to be at a CAGR of 4.5% and textiles at a CAGR of 2.5%.

According to the Textiles Intelligence Report on Forecasts of Regional and Global end-use, demand for man-made fibres is projected to increase by 3.4% in 2017 whereas end-use demand for cotton is projected to increase by only 0.5%. As a result of these trends, the share of man-made fibres in global end-use demand will grow from 72.5% to 73.0% but the share of cotton will fall to 25.7% of which most of the overall growth will take place in developing countries and most of this growth will be in Asia. (Report: Indian Manmade Fibre Textile Industry; 2018-19)

Indian textiles and apparel industry

India remains the second largest producer of manmade fibre (MMF) and filaments globally after China. The country's MMF industry has been wading through a lean phase for the last few financial years. In the last couple of years, the industry witnessed softened demand due to rise in imports, greater competition from cotton yarn, fall in realisations and short-term loss of production owing to demonetisation (Source: CARE Ratings Report).

At Betex India Limited, we are reviewing these developments with a critical eye to capitalise on the upcoming opportunities and scrutinise the challenges to our growth.

Indian textiles and apparel exports were estimated at \$39 billion and are expected to grow at a CAGR of 7.5% over the next decade to reach \$76 billion by 2028. The fundamental strength of India's textile industry is its strong production base with a wide range of fibres and yarns that include natural fibres like cotton, jute, silk and wool; and synthetic and manmade fibres such as polyester, viscose, nylon and acrylic.

Our Business Overview

The company is mainly engaged in job processing work on grey fabrics through its dyeing and printing units. It has two Dyeing & Printing processing units namely:-

1. Sumeet Silk Mills (Unit-1)
2. Sumeet Silk Mills (Unit 2)

Such units have total output capacity to process 55000 thousand meters fabrics per day which comes to 200 million meters fabric per annum. In the year 2007, Company has also installed 1.25 MW Wind Mill Project at Kutch, Gujarat. The company has shown outstanding performance in the year under review due to business re-engineering work undertaken in the previous year, diversification in product portfolio in value added products. 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. The Company is recognised as a Dyeing and Printing mills providing job work on different types of Polyester Fabrics.

Financial overview

Turnover: Betex India Limited has achieved a turnover of Rs. 4637.23 Lacs in the year 2018-19 as against Rs. 5125.01 Lacs during the previous year. Decrease in sales was noted due to decrease in volume of processing of fabrics.

Other Income: Other income consisting receipt of Interest on Fixed Deposits and Profit on sales of Shares & Mutual Funds. Other income for the year 2018-19 is amounting to Rs. 42.59 Lacs against Rs. 24.72 Lacs in the previous year.

Consumption of Raw material: Consumption of raw material decreased from Rs. 2268.37 Lacs to Rs. 1957.41 Lacs due to decrease in cost of Raw Materials & Production.

Employee Cost: Employees costs were increased from Rs. 1489.40 Lacs to Rs. 1720.17 Lacs. This increase is mainly due to higher increments given to employees and further recruitment of employees.

Interest Cost: Interest costs were decreased from Rs. 96.34 Lacs to Rs. 29.28 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 F.Y. 2018-19.

Internal control systems and their adequacy:

The Company has a well-established framework of internal controls in all areas of its operations, including suitable monitoring procedures and competent personnel. Its audit system is continuously monitored and updated to ensure that assets are safeguarded, established regulations are complied with and pending issues are addressed promptly. The Audit Committee is headed by an Independent Director and this ensures independence of functions and transparency of the process of supervision. The committee makes note of the audit observations and takes corrective actions, if necessary. It maintains constant dialogue with statutory auditors to ensure that internal control systems are operating effectively. Based on its evaluation (as provided under Section 177 of the Companies Act, 2013 and Clause 18 of SEBI Listing Regulations), the Audit Committee has concluded that as of March 31, 2019, the Internal Financial Controls were adequate and operating effectively. The Company conducts its business with integrity and high standards of ethical behaviour and in compliance with the all applicable laws and regulations that govern its business.

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.

Risk Management Framework

As a diversified enterprise, The Company believes that, periodic review of various risks which have a bearing on the business and operations is vital to proactively manage uncertainty and changes in the internal and external environment so that it can limit negative impacts and capitalize on opportunities.

Risk management framework enables a systematic approach to risk identification, leverage on any opportunities and provides strategies to manage, transfer and avoid or minimize the impact of the risks and helps to ensure sustainable business growth with stability of affairs and operations of the Company. The risks and concerns associated with each segment of our company's business are discussed while reviewing segment-wise Management and Discussion Analysis. The other risks that the management reviews also include:

a) Industry & Services Risk: This includes Economic risks like demand and supply chain, Profitability, Gestation period etc.; Services risk like infrastructure facilities; Market risk like consumer preferences and distribution channel etc.; Business dynamics like inflation/deflation etc.; Competition risks like cost effectiveness.

b) Management and Operational Risk: This includes Risks to Property; Clear and well-defined work process; Changes in technology / up gradation; R&D Risks; Agency network Risks; Personnel & labour turnover Risk; Environmental and Pollution Control Regulations etc.; Locational benefits near metros.

c) Market Risk: This includes Raw Material rates; Quantities, quality, suppliers, lead time, interest rate risk and forex risk.

d) Liquidity Risk: This includes risks like financial solvency and liquidity; Borrowing limits, delays; Cash/Reserve management risks and Tax risks.

e) Disaster Risk: This includes Natural calamities like fires, floods, earthquakes etc.; Manmade risk factors arising under the Factories Act, Mines Act etc.; Risk of failure of effective disaster Management plans formulated by the Company.

f) Government Policy: This includes Exemptions, import licenses, income tax and sales tax holidays, subsidies, tax benefits etc. Further your Board has constituted a Risk Management Committee, inter-alia, to monitor and review the risk management framework.

g) 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.

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, and 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

In keeping with the environment-conscious tenure 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 2018-19.

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 within 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 believes that the quality of the employees is the key to its success and is committed to equip them with skills, enabling them to seamlessly evolve with ongoing technological advancements. During the year, the Company organized training programmes in different areas such as technical skills, behavioral skills, business excellence, general management, advanced management, leadership skills, customer orientation, safety, values and code of conduct.

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 up gradation. 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 behavioural 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.

CAUTIONARY STATEMENT

The statements made in this Management Discussion and Analysis Report describes the Company's objectives, projections, expectations and estimations, which may be 'forward-looking statements', within the meaning of applicable laws and regulations. Actual results may differ materially from those Expressed in the statement.

Identified as having been approved by the Board of Directors
BETEX INDIA LIMITED

Rajkumar Somani
(Director)

Place: Surat
Date: 05th August, 2019

Financial Statements 2018-19

INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS,
BETEX INDIA LIMITED
Surat**

Opinion

We have audited the standalone financial statements of **BETEX INDIA LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and loss, (changes in equity) and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease

operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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 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 circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on financial Statements.

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 2015 as amended;
 - e) on the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164(2) of the Act
 - f) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
 - h) 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 M/s B. CHORDIA & CO.
CHARTERED ACCOUNTANTS,
(Firm's Registration No: 121083W)**

**Place: Surat
Date: May 30, 2019**

**CA. VIKAS CHORDIA
Partner
M. No. 158536**

“Annexure A” to the Independent Auditor’s Report

The Annexure referred to in our report to the members of BETEX INDIA LIMITED for the year Ended on March 31, 2019, **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. 744.54 Lakh (Balance as on 31.03.2019) 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.
- d) 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.

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 Goods & Services Tax, 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 Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty, Goods & Services Tax which have not been deposited on account of any disputes. Income tax assessment for A.Y. 2009-10, A.Y. 2010-11, A.Y. 2011-12, A.Y. 2012-13, A.Y. 2013-14, A.Y. 2014-15, A.Y. 2015-16 is pending with CIT (Appeals). Total amount involved in all these cases are amounting to Rs.18.66 Crores which is subject to final order and rectification.
- 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 M/s B. CHORDIA & CO.
CHARTERED ACCOUNTANTS,
(Firm's Registration No: 121083W)**

**Place: Surat
Date: May 30, 2019**

**CA. VIKAS CHORDIA
Partner
M. No. 158536**

“Annexure-B” to the Auditor’s Report**Report on the Internal Financial Controls under Clause (I) of Sub-Section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of BETEX INDIA LIMITED (“the Company”) as on 31st March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITOR’S RESPONSIBILITY

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

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

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

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion ,the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR M/s B. CHORDIA & CO.
CHARTERED ACCOUNTANTS,
(Firm's Registration No: 121083W)

Place: Surat
Date: May 30, 2019

CA. VIKAS CHORDIA
Partner
M. No. 158536

BALANCE SHEET

(Amount in INR)

Particulars	Note No.	As at 31/03/2019	As at 31/03/2018
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	2	5,74,83,127	6,29,50,096
(b) Capital Work in Progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible Assets		-	-
(f) Intangible Assets under Development		-	-
(g) Financial Assets			
(i) Investments	3	7,53,16,035	8,25,98,039
(ii) Trade Receivables		-	-
(iii) Loans	4	4,03,69,116	4,03,97,226
(iv) Other Financial Assets		-	-
(h) Deferred Tax Assets		-	-
(i) Other Non-current assets	5	-	-
Current Assets			
(a) Inventories	6	2,51,81,802	1,75,59,786
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	7	13,25,53,840	12,78,05,340
(iii) Cash and Cash Equivalents	8	1,10,11,244	84,76,013
(iv) loans	9	1,59,44,432	1,59,44,432
(v) Other Financial Assets	10	13,09,34,042	12,00,80,755
(b) Others Current Assets	11	6,252	6,252
TOTAL ASSETS		48,87,99,890	47,58,17,940
EQUITY AND LIABILITIES			
Equity			
Share Capital	12	1,99,69,370	1,99,69,370
Other Equity	13	20,76,27,973	19,78,16,438
Total Equity		22,75,97,343	21,77,85,808
Liabilities			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	11,63,54,892	11,90,84,444
(ii) Trade Payable		-	-
(iii) Other Financial Liabilities		-	-
(b) Provisions		-	-
(c) Deferred Tax liabilities (Net)	15	(54,97,730)	(34,96,532)
(d) Other Non-current liabilities		-	-
Total non-current liabilities		11,08,57,162	11,55,87,911
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	1,24,95,142	4,48,70,409
(ii) Trade Payable	17	6,99,89,039	5,76,53,418

		BETEX INDIA LIMITED	
(iii) Other Financial Liabilities		-	-
(b) Other Current Liabilities	18	6,59,94,785	3,81,96,577
(c) Provisions	19	18,66,419	17,23,816
Total Current liabilities		15,03,45,385	14,24,44,220
Total Liabilities		26,12,02,548	25,80,32,132
TOTAL EQUITY AND LIABILITIES		48,87,99,890	47,58,17,940

See accompanying notes forming part of the financial statements 1-26

As per our report of even date attached

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

CA. VIKAS CHORDIA
Partner
M. N. 158536

Place: Surat
Date: May 30, 2019

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

Maheshkumar Somani
(Director)
(DIN 00106449)

Rajkumar Somani
(Director)
(DIN 00254038)

Manish Somani
(Chief Financial Officer)

Varsha Maheshwari
(Company Secretary)

STATEMENT OF PROFIT AND LOSS

(Amount in INR)

Particulars	Note No.	Year ended 31/03/2019	Year ended 31/03/2018
Revenue			
Revenue from Operations	20	46,37,23,176	51,25,01,206
Other Income	21	42,59,157	24,72,367
Total Revenue (1+2)		46,79,82,333	51,49,73,573
Expenses			
(a) Cost of materials consumed	22 -A	19,57,41,149	22,68,37,409
(b) Purchase of Trade Goods		-	-
(c) Changes in inventories of finished goods, work-in- progress & stock-in-trade	22 -B	(55,68,160)	28,63,384
(d) Other Manufacturing Expenses	22 -C	6,58,61,222	9,33,07,429
(e) Employee benefits expense	23	17,20,17,717	14,89,39,723
(f) Finance costs	24	29,28,490	96,33,871
(g) Depreciation and amortization expense			
Depreciation	2	1,31,93,406	1,18,99,244
(h) Other expenses	25	1,41,37,462	1,25,50,191
Total Expenses		45,83,11,287	50,60,31,252
Profit /Loss before exceptional & extraordinary items & tax (3 - 4)		96,71,046	89,42,321
Exceptional items		-	-
Profit / (Loss) before extraordinary items and tax (5 ± 6)		96,71,046	89,42,321
Extraordinary items		-	-
Profit / (Loss) before tax (7 ± 8)		96,71,046	89,42,321
Tax expense:			
(a) Net current tax expense		18,60,709	17,19,203
(b) Deferred tax		(15,40,544)	(11,31,142)
(c) Short / (Excess) Provision of Tax for earlier years		-	-
(c) Mat Credit		(4,60,653)	(7,16,441)
Total Tax Expense		(1,40,488)	(1,28,380)
Profit / (Loss) for the year (09 ± 10)		98,11,535	90,70,701
Other Comprehensive Income			
(a) Item that will not be re-classified to Profit & Loss		-	-
(b) Income Tax related to above		-	-
(c) Item that will be re-classified to Profit & Loss		-	-
(d) Total Other Comprehensive income for the year (net)		-	-
(e) Total Comprehensive income for the year		-	-
Earnings per share (of Rs. 10/- each):			
(a) Basic		6.54	6.05
(b) Diluted		6.54	6.05

As per our report of even date attached

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

CA. VIKAS CHORDIA
Partner
M. N. 158536

Place: Surat
Date: May 30, 2019

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

Maheshkumar Somani
(Director)
(DIN 00106449)

Manish Somani
(Chief Financial Officer)

Rajkumar Somani
(Director)
(DIN 00254038)

Varsha Maheshwari
(Company Secretary)

CASH FLOW STATEMENT

(Amount in INR)

Particulars	Year ended 31/03/2019		Year ended 31/03/2018	
A. CASH FLOW FROM OPERATING ACTIVITIES:				
Net Profit before Tax	96,71,046		89,42,321	
Add: Adjustment For :				
Interest & Financial Charges	29,28,490	96,33,871		
Depreciation	1,31,93,406	1,18,99,244		
Loss on Sale of Assets	-	-		
Loss on Sale of Investments	-	-		
	1,61,21,896		2,15,33,115	
	2,57,92,943		3,04,75,436	
Less: Interest Income	17,62,136	24,02,429		
Profit on Sale of Investments	24,37,509	-		
Profit on Sale of Fixed Assets	-	-		
Dividend Income	-	3,000		
	41,99,645		24,05,429	
	2,15,93,298		2,80,70,008	
Less: Adjustment For :				
Increase/(Decrease) In Inventories	76,22,016	(27,78,620)		
Increase/(Decrease) In Trade Receivable	47,48,500	(3,13,80,314)		
Increase/(Decrease) In Other Current Assets	-	(5,248)		
Increase/(Decrease) In Loan & Adv. (Excluding Loan Given)	1,08,25,177	1,97,36,650		
	(16,02,395)		4,24,97,540	
Add: Adjustment For :				
Increase/(Decrease) In Current Liabilities & Provisions	3,84,15,723		(6,04,61,741)	
Net Cash Flow from Operating Activities - (A)	3,68,13,328		(1,79,64,201)	
B. CASH FLOW FROM INVESTING ACTIVITIES				
Add: Adjustment For :				
Interest Income	17,62,136	24,02,429		
Dividend Income	-	3,000		
Profit on Sale of Fixed Assets	-	-		
Profit on Sale of Investments	24,37,509	41,99,645		24,05,429
Less: Adjustment For :				
Purchases of Fixed Assets (Net)	77,26,437	(1,44,41,651)		
Purchases of Investments (Net)	(72,82,004)	(6,00,000)		
Loss on sale of Investment	-	-		
Increase/(Decrease) In Loan Given	-	4,44,433		(1,50,41,651)
Net Cash Flow From Investing Activities - (B)	37,55,212		1,74,47,080	
C. CASH FLOW FROM FINANCING ACTIVITIES				
Add: Increase(Decrease) in Unsecured Loan	(27,29,551)		75,67,260	
Increase(Decrease) in Bank Loan	(3,23,75,267)		(23,69,677)	
Less: Interest & Financial Charges	29,28,490		96,33,871	

	BETEX INDIA LIMITED	
Net Cash Flow from Financing Activities - (C)	(3,80,33,309)	(44,36,288)
	25,35,231	(49,53,409)
	84,76,013	1,34,29,421
	1,10,11,244	84,76,013

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

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

CA. VIKAS CHORDIA
Partner
M. N. 158536

Maheshkumar Somani
(Director)
(DIN 00106449)

Rajkumar Somani
(Director)
(DIN 00254038)

Place: Surat
Date: May 30, 2019

Manish Somani
(Chief Financial Officer)

Varsha Maheshwari
(Company Secretary)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. 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 two processing units named SUMEET SILK MILLS - 1 and SUMEET SILK MILLS - 2. The Company is also engaged in Power generation through its Wind Mill Unit.

- **Significant accounting policies**

1.1. 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.

1.2 Basis of Preparation of Financial Statements (As -1):

The Company generally follows mercantile system of accounting except otherwise herein stated.

1.3 Fixed Assets:

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. Treatment of transition to Ind As has been prescribed in point no. 1.12.

1.4 Depreciation

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.

1.5 Investments:

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.

1.6 Inventories:

- a). Raw Materials : At Cost.
- b). Stores & Spares : At Cost
- c). WIP : At average cost (including all overheads)
- d). Power Unit : At Cost

Cost of Inventories is ascertained under FIFO Basis.

1.7 Revenue And Expenditure Recognition:

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.

1.8 Impairment of Assets:

The assets are 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 these assets are identified as impaired.

1.9 Retirement Benefit:

All the Retirement Benefits to the employees are being made on the payment basis.

1.10 Income Tax:

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 recognized 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 recognized subject to managements judgments that realization 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.

1.11 Borrowing Costs:

Borrowing costs include interest; amortization 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 utilized for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalization of such asset is added to the cost of the assets. Capitalization 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.

2. FIXED ASSETS:

DESCRIPTION	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	OPENING 01/04/2018	ADDITION	DEDUCT.	TOTAL 31/03/2019	UPTO 01/04/2018	FOR THE Period	ADJ. FOR THE YEAR	UPTO 31/03/2019	AS ON 31/03/2019	AS ON 01/04/2018
[A] TANGIBLE ASSETS										
BETEX										
Land & Land Develop.	41,38,700	-	-	41,38,700	-	-	-	-	41,38,700	41,38,700
Air Conditioner	5,22,750	-	-	5,22,750	3,93,491	46,028	-	4,39,518	83,232	1,29,259
Computer & Printer	1,53,761	-	-	1,53,761	1,06,082	37,371	-	1,43,452	10,309	47,679
Office Equipment	1,71,555	-	-	1,71,555	1,00,326	26,648	-	1,26,975	44,580	71,229
Activa Scooter	51,217	-	-	51,217	34,922	4,578	-	39,500	11,717	16,295
Camera	1,37,702	-	-	1,37,702	1,27,229	33,771	-	1,61,000	(23,298)	10,473
Motor Car	93,01,175	-	-	93,01,175	31,16,919	11,04,103	-	42,21,022	50,80,153	61,84,256
Furniture & Fixtures	3,22,450	-	-	3,22,450	1,10,876	30,633	-	1,41,508	1,80,942	2,11,575
Factory Building	51,82,338	-	-	51,82,338	3,15,058	1,64,280	-	4,79,338	47,03,000	48,67,280
SUB T O T A L	1,99,81,648	-	-	1,99,81,648	43,04,902	14,47,411	-	57,52,313	1,42,29,335	1,56,76,746
PREVIOUS YEAR	5,39,32,061	-	3,39,50,413	1,99,81,648	1,91,06,204	14,47,411	1,62,48,712	43,04,902	1,56,76,746	3,48,25,857
WIND MILL										
Land & Building	48,37,500	-	-	48,37,500	32,47,280	1,36,398	-	33,83,678	14,53,822	15,90,220
Plant & Machinery	5,91,60,476	-	-	5,91,60,476	4,73,92,162	11,85,954	-	4,85,78,117	1,05,82,359	1,17,68,314
SUB T O T A L	6,39,97,976	-	-	6,39,97,976	5,06,39,443	13,22,353	-	5,19,61,795	1,20,36,181	1,33,58,533
PREVIOUS YEAR	6,39,97,976	-	-	6,39,97,976	4,91,71,385	14,68,058	-	5,06,39,443	1,33,58,533	1,48,26,591
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	4,46,35,234	51,34,500	-	4,97,69,734	2,96,42,685	50,73,213	-	3,47,15,898	1,50,53,836	1,49,92,549
Photographic Mc.	5,39,700	-	-	5,39,700	4,01,023	55,200	-	4,56,223	83,477	1,38,677
Generator	54,70,127	-	-	54,70,127	43,67,043	5,53,052	-	49,20,095	5,50,032	11,03,084
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)	5,99,701	7,18,346	-	13,18,048	1,87,814	3,10,566	-	4,98,380	8,19,668	4,11,887
Factory Building	1,22,77,468	6,82,003	-	1,29,59,471	46,62,106	3,98,403	-	50,60,509	78,98,962	76,15,362
Vehicle (Car)	2,27,67,223	-	-	2,27,67,223	1,92,63,311	32,07,794	-	2,24,71,105	2,96,118	35,03,912
Vehicle (Other)	10,20,750	-	-	10,20,750	7,56,649	1,38,986	-	8,95,635	1,25,115	2,64,101
Computer	11,66,534	1,08,857	-	12,75,391	10,56,220	97,612	-	11,53,832	1,21,559	1,10,314

BETEX INDIA LIMITED

Air Conditioner	15,72,484	10,49,571	-	26,22,055	9,85,405	3,97,951	-	13,83,356	12,38,699	5,87,080
Borwell	55,903	-	-	55,903	53,108	-	-	53,108	2,795	2,795
Electric Fittings	8,56,847	-	-	8,56,847	6,24,679	94,663	-	7,19,342	1,37,505	2,32,168
Electric Installation	13,98,525	-	-	13,98,525	10,70,966	1,28,816	-	11,99,783	1,98,742	3,27,559
Mobile	1,14,250	33,160	-	1,47,410	1,39,755	(29,638)	-	1,10,118	37,292	(25,505)
Camera	1,10,639	-	-	1,10,639	79,658	(2,975)	-	76,683	33,956	30,981
SUB T O T A L	12,64,80,998	77,26,437	-	13,42,07,435	9,25,66,181	1,04,23,643	-	10,29,89,823	3,12,17,612	3,39,14,818
PREVIOUS YEAR	12,32,20,949	32,60,049	-	12,64,80,998	8,35,82,406	89,83,775	-	9,25,66,181	3,39,14,818	3,96,38,543
TOTAL [A]	21,04,60,622	77,26,437	-	21,81,87,059	14,75,10,526	1,31,93,406	-	16,07,03,932	5,74,83,127	6,29,50,096
PREVIOUS YEAR [A]	24,11,50,986	32,60,049	3,39,50,413	21,04,60,622	15,18,59,995	1,18,99,244	1,62,48,712	14,75,10,526	6,29,50,096	8,92,90,992
[B] CAPITAL WORK IN PROGRESS										
BETEX										
Factory Building	-	-	-	-	-	-	-	-	-	-
TOTAL [B]	-	-	-	-	-	-	-	-	-	-
PREVIOUS YEAR [B]	-	-	-	-	-	-	-	-	-	-
GRAND TOTAL [A + B]	21,04,60,622	77,26,437	-	21,81,87,059	14,75,10,526	1,31,93,406	-	16,07,03,932	5,74,83,127	6,29,50,096
PREVIOUS YEAR [A + B]	24,11,50,986	32,60,049	3,39,50,413	21,04,60,622	15,18,59,995	1,18,99,244	1,62,48,712	14,75,10,526	6,29,50,096	8,92,90,992

(Amount in INR)

NOTE-3: NON-CURRENT INVESTMENTS

Particulars

Investments (At cost):

(a) Investment in Jewellery

Gold Watch

As at 31/03/2019

As at 31/03/2018

6,20,000

6,20,000

(b) Investment in equity instruments / Mutual Funds (Quoted)

Sumeet Ind. Ltd. (NIL Sh.) (P.Y. 584000 Sh.)

MRPL (500 Sh.) (P.Y. 500 Sh.)

Rajasthan Petro Ltd. (550 Sh.) (P.Y. 550 Sh.)

D.C.L. Poly Ltd. (25 Share) (P.Y. 25 Sh.)

Poddar Pigment Ltd. (200 Sh.) (P.Y. 200 Sh.)

(Market Value as on 31.03.2019 Rs. 77260)

-

72,82,004

16,875

16,875

5,500

5,500

2,500

2,500

2,000

2,000

Total 26,875

73,08,879

(c) Investment in equity instruments (unquoted)

Survika Vinimay Pvt. Ltd. (42500 Sh.) (P.Y. 42500 Sh.)

Siddhipriya Poly Fab Pvt. Ltd.(Formerly Sumeet Menthol Pvt Ltd)
(34000 Sh.) (P.Y. 34000 Sh.)

Ambaji Syntex Pvt. Ltd (35000 Sh.) (P.Y. 35000 Sh.)

Chintan Proc. Pvt. Ltd. (74580 Sh.) (P.Y. 74580 Sh.)

Akashganga Proc. Pvt. Ltd. (57500 Sh.) (P.Y. 57500 Sh.)

Sanjay Polytex Pvt. Ltd. (90000 Sh.) (P.Y. 90000 Sh.)

Rangila Fabrics Pvt. Ltd.(12200 Sh) (P.Y. 12200 Sh)

Sumicot Limited (1371000 Sh) (P.Y. 1371000 Sh)

Ekta Polyfab Private Ltd.(43100 Sh)(P.Y. 43100 Sh)

4,25,000

4,25,000

3,40,000

3,40,000

3,50,000

3,50,000

1,49,160

1,49,160

5,75,000

5,75,000

4,00,000

4,00,000

61,000

61,000

7,19,38,000

7,19,38,000

4,31,000

4,31,000

Total 7,46,69,160

7,46,69,160

TOTAL

7,53,16,035

8,25,98,039

BETEX INDIA LIMITED**NOTE-4: LONG-TERM LOANS AND ADVANCES****Particulars**

Capital Advances

Secured, considered good

Unsecured, considered good

Doubtful

Total

Security Deposits

Secured, considered good

Unsecured, considered good

Doubtful

Total**TOTAL**

As at 31/03/2019	(Amount in INR) As at 31/03/2018
-	-
3,39,67,860	3,39,67,860
-	-
3,39,67,860	3,39,67,860
-	-
64,01,255	64,29,366
-	-
64,01,255	64,29,366
4,03,69,116	4,03,97,226

NOTE-5: OTHER NON CURRENT ASSETS**Particulars**

Deferred Revenue Expenditure

DGVCL - Cable Network Development Fund

Building Fund

TOTAL

As at 31/03/2019	(Amount in INR) As at 31/03/2018
-	-
-	-
-	-
-	-

Note-6: Inventories**Particulars**

(a) Raw materials

• Colours & Chemicals

• Coal & Fuel

• Design Material

(b) Stores & Spares

(c) Work in Progress

(d) Power Unit with GEB

TOTAL

Raw Materials and Stores & Spares are valued at Cost.

As at 31/03/2019	(Amount in INR) As at 31/03/2018
1,14,90,441	90,45,880
2,90,775	38,05,160
2,46,324	6,38,401
18,22,508	13,06,750
75,03,359	20,20,385
8,28,395	7,43,209
2,51,81,802	1,75,59,786

NOTE-7: TRADE RECEIVABLES**Particulars**

Trade receivables outstanding for a period exceeding six months from the date they were due for payment

Secured, considered good

Unsecured, considered good

Doubtful

Less: Provision for doubtful trade receivables

Total

Other Trade receivables

Secured, considered good

Unsecured, considered good

Doubtful

Less: Provision for doubtful trade receivables

Total**TOTAL**

As at 31/03/2019	(Amount in INR) As at 31/03/2018
-	-
-	15,285
-	-
-	15,285
-	-
-	15,285
-	-
13,25,53,840	12,77,90,055
-	-
13,25,53,840	12,77,90,055
-	-
13,25,53,840	12,77,90,055
13,25,53,840	12,78,05,340

NOTE-8: CASH AND CASH EQUIVALENTS**Particulars**

- (a) Cash on hand
- (b) Balances with banks
- In Current Account
 - Bank of Baroda C/A
 - Bank of Baroda O/D
 - State bank of India
 - Axis Bank
 - In Fixed Deposit

TOTAL**BETEX INDIA LIMITED****(Amount in INR)**

As at 31/03/2019	As at 31/03/2018
6,11,301	9,54,903
68,11,105	37,14,307
-	-
-	21,168
5,52,660	8,73,514
30,36,177	29,12,121
1,10,11,244	84,76,013

NOTE-9: SHORT-TERM LOANS AND ADVANCES**Particulars**

- Loans and advances to related parties
- Secured, considered good
- Unsecured, considered good
- Doubtful

TOTAL

As at 31/03/2019	As at 31/03/2018
-	-
1,59,44,432	1,59,44,432
-	-
1,59,44,432	1,59,44,432

NOTE-10: SHORT-TERM LOANS AND ADVANCES**Particulars**

- (a) Prepaid expenses - Unsecured, considered good
- (b) Balances with government authorities
- Unsecured, considered good
- T.D.S. Receivable
- Income Tax Appeal - Deposit
- GST Receivable [Net]

- (c) Others
- Unsecured, considered good
- Advance To Suppliers
- Other Receivables

TOTAL

As at 31/03/2019	As at 31/03/2018
3,33,462	3,32,763
3,28,54,043	2,67,83,023
1,95,25,420	1,95,25,420
81,77,407	1,64,382
Total 6,05,56,870	4,64,72,825
5,15,42,009	5,55,73,467
1,85,01,701	1,77,01,701
Total 7,00,43,710	7,32,75,168
13,09,34,042	12,00,80,755

NOTE-11: OTHER CURRENT ASSETS**Particulars**

- Insurance Claim Receivable

TOTAL

As at 31/03/2019	As at 31/03/2018
6,252	6,252
6,252	6,252

NOTE-12: SHARE CAPITAL**Particulars**

- (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)
- 5,00,000/- 6% Non-convertible Redeemable Pref. shares of Rs. 10/- each
(Previous Year 500,000/- Non-Convertible Red. Pref. Shares of Rs.10 Each)

Total

- (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)
- 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)

TOTAL

As at 31/03/2019	As at 31/03/2018
1,50,00,000	1,50,00,000
50,00,000	50,00,000
2,00,00,000	2,00,00,000
1,50,00,000	1,50,00,000
49,69,370	49,69,370
1,99,69,370	1,99,69,370

BETEX INDIA LIMITED

- 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 exist 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, 2019		As at 31st March, 2018	
	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, 2019		As at 31st March, 2018	
	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				
Siddhipriya Poly Fab Private Limited [Formerly Known As Sumeet Menthol Pvt. Ltd.]	3,19,300	21.29	3,19,300	21.29
Shaktiveer Textfab Private Limited [Formerly Known Raghuvir Texturizers Pvt. Ltd.]	1,62,874	10.86	1,76,099	11.74

BETEX INDIA LIMITED

NOTE-13: RESERVES AND SURPLUS

Particulars	(Amount in INR)	
	As at 31/03/2019	As at 31/03/2018
(a) Securities premium account		
Opening balance	7,45,40,630	7,45,40,630
Add : Premium on shares issued during the year	-	-
Less : Utilized during the year	-	-
Closing balance	A 7,45,40,630	7,45,40,630
(b) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	11,99,31,442	11,08,60,741
Add: Profit / (Loss) for the year	98,11,535	90,70,701
Closing balance	B 12,97,42,977	11,99,31,442
(c) General Reserve	C 33,44,366	33,44,366
TOTAL (A+B+C)	20,76,27,973	19,78,16,438

NOTE-14: LONG-TERM BORROWINGS

Particulars	(Amount in INR)	
	As at 31/03/2019	As at 31/03/2018
Secured Loan		
Other than Repayable within One Year		
-- Car Loan - ICICI Bank	-	3,96,343
-- Car Loan - HDFC Bank	-	-
-- Car Loan-BMW Financial Services P. L.	-	4,19,581
-- Term Loan - Bank of Baroda	-	-
Unsecured Loan		
From Directors, Share holders & Relatives	6,91,45,000	5,76,10,000
From Other Corporates	4,72,09,892	6,06,58,519
Total	11,63,54,892	11,90,84,444
TOTAL	11,63,54,892	11,90,84,444

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-15: DEFERRED TAX LIABILITIES (NET)

Particulars	(Amount in INR)	
	As at 31/03/2019	As at 31/03/2018
Deferred Tax Assets		
(i) Tax Credit of MAT u/s. 115J AA	53,30,317	48,69,664
Total	53,30,317	48,69,664
Deferred Tax Liabilities		
Tax effect on Differences between W.D.V. as per Company Act and as per Income Tax Act.	(1,67,413)	13,73,132
Total	(1,67,413)	13,73,132
Deferred Tax (Net)	TOTAL (54,97,730)	-34,96,532

NOTE-16: SHORT-TERM BORROWINGS

Particulars	(Amount in INR)	
	As at 31/03/2019	As at 31/03/2018
Secured Loan		
Repayable within One Year		
-- Car Loan - ICICI Bank	3,96,343	11,13,004
-- Car Loan - HDFC Bank	-	4,05,846
-- Car Loan-BMW Financial Services P. L.	4,10,383	10,16,490
-- Term Loan - Bank of Baroda	-	-
Loans Repayable on Demand		
From Banks		
Secured		
-- Bank of Baroda (Overdraft against F.D.)	(5,67,423)	(12,15,610)
-- Bank of Baroda C/C	1,22,55,838	4,35,50,679
TOTAL	1,24,95,142	4,48,70,409

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) Primary Securities	
Fixed Deposit Worth Rs. 50.00 Lacs	Betex India Limited

Cash Credit Facility of Rs. 475.00 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-17: TRADE PAYABLES

Particulars	(Amount in INR)	
	As at 31/03/2019	As at 31/03/2018
Trade Payables	5,99,26,547	4,99,98,553
Others	1,00,62,492	76,54,865
TOTAL	6,99,89,039	5,76,53,418

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-18: OTHER CURRENT LIABILITIES

Particulars	(Amount in INR)	
	As at 31/03/2019	As at 31/03/2018
Other payables		
(i) Statutory remittances	2,35,065	2,93,428
(ii) T.D.S. Payable	3,30,524	7,46,399
(iii) Advances from customers	6,54,29,196	3,71,56,750
TOTAL	6,59,94,785	3,81,96,577

BETEX INDIA LIMITED

NOTE-19: SHORT-TERM PROVISIONS

Particulars	(Amount in INR)	
	As at 31/03/2019	As at 31/03/2018
(i) Provision for Income Tax	18,60,709	17,19,203
(ii) Provision - others		
-- Telephone Exp. Payable	5,710	4,613
Total	5,710	4,613
TOTAL	18,66,419	17,23,816

NOTE-20: REVENUE FROM OPERATIONS

Particulars	(Amount in INR)	
	For the Year ended 31/03/2019	For the Year ended 31/03/2018
Job Charges	45,11,62,188	50,06,00,904
Wind Mill Power Sale (Inter Unit Sale)	1,25,60,988	1,19,00,302
Coal Trading	-	-
TOTAL	46,37,23,176	51,25,01,206

NOTE-21: OTHER INCOME

Particulars	(Amount in INR)	
	For the Year ended 31/03/2019	For the Year ended 31/03/2018
Dividend Income	-	3,000
Discount Received (Others)	59,512	-
Interest Income	17,62,136	24,02,429
Other Income	-	66,938
Profit on Sale of Shares & M.F. (Capital Gain)	24,37,509	-
Profit on Sale of Fixed Assets	-	-
TOTAL	42,59,157	24,72,367

NOTE-22 (A): COST OF MATERIALS CONSUMED

Particulars	(Amount in INR)	
	For the Year ended 31/03/2019	For the Year ended 31/03/2018
(i) Color and Chemicals		
Opening stock	90,45,880	89,22,119
Add: Purchases	10,97,78,518	10,88,95,517
	11,88,24,398	11,78,17,636
Less: Closing stock	1,14,90,441	90,45,880
Total	10,73,33,958	10,87,71,756
(ii) Stores, Spares & Oil		
Opening stock	13,06,750	13,63,914
Add: Purchases	2,56,07,653	2,50,15,723
	2,69,14,403	2,63,79,637
Less: Closing stock	18,22,508	13,06,750
Total	2,50,91,895	2,50,72,886
(iii) Design Materials		
Opening stock	6,38,401	7,21,576
Add: Purchases	53,99,480	1,43,62,281
	60,37,882	1,50,83,857
Less: Closing stock	2,46,324	6,38,401
Total	57,91,557	1,44,45,456
(iv) Fuel & Coal		
Opening stock	38,05,160	37,03,819
Add: Purchases	5,70,09,354	7,86,48,652
	6,08,14,514	8,23,52,471

Less: Closing stock

BETEX INDIA LIMITED		
	32,90,775	38,05,160
Total	5,75,23,739	7,85,47,311
TOTAL	19,57,41,149	22,68,37,409

Cost of material consumed

NOTE-22 (B): CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN PROGRESS AND STOCK-IN-TRADE

(Amount in INR)

Particulars	For the Year ended 31/03/2019	For the Year ended 31/03/2018
Inventories at the end of the year:		
Power Units	8,28,395	7,43,209
Work in Progress - Others	75,03,359	20,20,385
Total	83,31,754	27,63,594
Inventories at the beginning of the year:		
Power Units	7,43,209	4,18,796
Work in Progress - Others	20,20,385	52,08,182
Total	27,63,594	56,26,978
Net (Increase) / Decrease	-55,68,160	28,63,384

NOTE-22 (C): OTHER MANUFACTURING EXPENSES

(Amount in INR)

Particulars	For the Year ended 31/03/2019	For the Year ended 31/03/2018
Energy Charges	96,835	1,33,796
C.E.T.P. Expenses	34,14,500	33,08,754
Coal Testing Expenses	7,250	4,000
Gas Consumption	14,12,705	13,24,081
Job work Expenses	-	1,92,35,858
Operating & Maintenance Exp.	4,75,282	1,62,150
Photographic Printer Expenses	77,000	1,00,564
Power & Fuel Expenses	2,26,13,638	2,81,54,113
Repairs & Maintenance Expenses	42,46,164	58,31,756
Service Tax (Transportation)	-	3,98,573
Substation Charges	2,63,069	34,405
Transportation	92,30,685	1,02,85,953
Water Charges	1,14,63,107	1,24,33,124
Wind Mill Power Purchase (Inter Unit Purchase)	1,25,60,988	1,19,00,302
TOTAL	6,58,61,222	9,33,07,429

NOTE-23: EMPLOYEE BENEFITS EXPENSE

(Amount in INR)

Particulars	For the Year ended 31/03/2019	For the Year ended 31/03/2018
Salaries and Wages	16,83,82,141	14,64,39,911
Contribution to Provident and Other Funds	12,95,761	16,02,827
Staff Welfare Expenses	23,39,815	8,96,985
TOTAL	17,20,17,717	14,89,39,723

NOTE-24: FINANCE COSTS

Particulars	(Amount in INR)	
	For the Year ended 31/03/2019	For the Year ended 31/03/2018
(a) Interest expense on:		
(i) Borrowings from Banks	22,49,872	43,12,647
(ii) Other:		
- Interest on Unsecured Loan / Other Interest	6,11,776	49,35,626
- Interest on delayed/deferred payment of Income Tax / TDS	797	4,864
(b) Bank Charges & Commission	66,046	3,80,735
TOTAL	29,28,490	96,33,871

NOTE-25: OTHER EXPENSES

Particulars	(Amount in INR)	
	For the Year ended 31/03/2019	For the Year ended 31/03/2018
Advertisement Exp.	42,043	2,63,803
Building fund - Written off	-	12,000
Brokerage and Commission Expenses	4,36,102	-
Computer Exp.	52,795	1,16,000
Consultancy & Professional Fees	12,37,695	7,11,972
Corporation Tax	12,04,222	9,73,468
DGVCL Expenses - Written off	-	63,000
Donations and contributions	11,09,111	5,91,400
Electrical Expenses	-	12,366
Factory License Fee	79,000	-
G.P.C.B. Charges	10,000	1,74,083
GIDC Expenses	-	1,395
Insurance Exp.	6,10,550	6,64,093
Insurance Claim Short Received	-	-
Lease Rent Others	7,320	48,225
Legal and Professional Exp.	39,313	1,29,180
Membership Fees	-	-
Office Expenses	5,95,560	23,85,336
Other Expenses	31	2,624
Packing Expenses	1,54,722	1,21,130
Payments to auditors		
For Audit Matters	40,000	80,000
Professional Tax	14,57,686	12,36,548
Repair & Maintenance	26,934	24,235
Sample Sarees Exp.	30,64,696	20,76,599
Short Term Capital Loss	-	-
Sundry Balances Written Off	60,285	-
Telephone & Mobile Exp.	97,088	1,49,996
Textile Cess / Committee Expenses	-	-
Travelling Exp.	27,35,440	18,94,870
VAT Expenses	-	1,57,530
Vehicle Parking & Running Exp.	10,76,869	6,60,338
TOTAL	1,41,37,462	1,25,50,191

26 NOTES ON ACCOUNTS:

Notes Forming Part of the Accounts for the Year ended 31st March 2019.

26.1 CONTINGENT LIABILITIES (AS-29):

Particulars	As on 31/03/2019	As on 31/03/2018
Central Excise & Customs Liabilities	22,13,789	22,13,789
Income Tax Demand under Appeal		
A.Y. 2009-10	5,05,99,180	5,05,99,180
A.Y. 2010-11	6,22,69,590	6,22,69,590
A.Y. 2011-12	2,43,01,730	2,43,01,730
A.Y. 2012-13	1,37,90,080	1,37,90,080
A.Y. 2013-14	55,92,210	55,92,210
A.Y. 2014-15	1,49,28,980	1,49,28,980
A.Y. 2015-16	1,50,83,600	1,50,83,600
TOTAL	18,87,79,159	18,87,79,159

26.2 DETAILS OF REMUNERATION TO DIRECTORS

Particulars	As on 31/03/2019	As on 31/03/2018
Remuneration	10,80,000	24,00,000
TOTAL	10,80,000	24,00,000

26.3 FOREIGN EXCHANGE EARNING & OUT GO :

Particulars	As on 31/03/2019	As on 31/03/2018
Foreign Exchange Earnings	NIL	NIL
Foreign Exchange outgo	NIL	2,44,51,271
Purchase of Capital goods	NIL	NIL

26.4 TRANSACTIONS WITH RELATED PARTIES
Unit- Betex

Name of The Party	Relationship	Nature of Transaction	Balance
Sumicot Ltd (Formerly known as Sumeet Poly Power Limited)	Related Party	Loan Repayment	2,41,60,849
		Received	
		Loan Given	1,90,00,000
		Interest Earned	16,08,488
		Loan Outstanding Dr.	1,40,23,841
Rajkumar Somani	Director	Loan Taken	55,35,000
		Loan Outstanding Cr	70,35,000
Manish Somani	Director	Loan Taken	5,00,000
		Loan Outstanding Cr.	5,00,000
Suman Devi Somani	Related Party	Loan Taken	60,00,000
		Loan Outstanding Cr.	75,00,000
Survika Vinimay Private Limited	Related Party	Advance from Customer	65,98,600
Chintan Processors Private Limited	Related Party	Advance to Supplier	2,16,73,846
Akashganga Processors Pvt Ltd	Related Party	Advance to Supplier	15,00,000
Unit- Sumeet I + II			
Rajkumar Somani	Related Party	Director Remuneration	4,80,000

BETEX INDIA LIMITED

Suman Devi Somani	Related Party	Salary	15,00,000
Aruna Somani	Related Party	Salary	15,25,000
Amrita Somani	Related Party	Salary	15,00,000
Manish Somani	Related Party	Director Remuneration	6,00,000
Sharda Devi Somani	Related Party	Salary	23,40,000

Note: The above Transactions include Inter unit Transactions

26.5 Segment Reporting

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

- 26.6** 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.
- 26.7** Estimated amount of contracts remained to be executed not provided for: NIL, Advance paid: NIL
- 26.8** 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.
- 26.9** The provision of all known liabilities are adequate and not in excess of the amount reasonably necessary.
- 26.10** The Amount of Loans & Advances includes Rs. 744.54 Lacs (P.Y. Rs.618.88 Lacs) due from Firm/Companies/Individuals in which directors of the company are interested.
- 26.11** No Balance confirmation letters have been sent to Sunday debtors, creditors Loans & Advances unsecured Loan etc. Hence the said balance remains unconfirmed.
- 26.12** 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.
- 26.13** 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.
- 26.14** 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.
- 26.15** Income tax assessment for A.Y. 2009-10, A.Y. 2010-11, A.Y. 2011-12, A.Y. 2012-13, A.Y. 2013-14, A.Y. 2014-15, A.Y. 2015-16 is pending with CIT (Appeals). Total amount involved in all these cases are amounting to Rs.18.66 Crores which is subject to final order and rectification.
- 26.16** The figures are rounded off to nearest rupee wherever necessary.

As per our report of even date attached

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

CA. VIKAS CHORDIA
Partner
M. N. 158536

Place: Surat
Date: May 30, 2019

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

Maheshkumar Somani
(Director)
(DIN 00106449)

Manish Somani
(Chief Financial Officer)

Rajkumar Somani
(Director)
(DIN 00254038)

Varsha Maheshwari
(Company Secretary)

NOTES

ROUTE MAP TO THE ANNUAL GENERAL MEETING VENUE

BETEX INDIA LIMITED

32nd Annual General Meeting

Date: Monday, 30th September, 2019

Time: 10:00 A.M.

Venue:

436, GIDC, Pandesara,

Surat- 394221



ATTENDANCE SLIP

This attendance slip, duly filled in, is to be handed over at the entrance of the meeting hall.

For Demat Shares**For Physical Shares**

DP ID:	REGD. FOLIO NO.:
CLIENT ID:	NO. OF SHARES HELD:

Full name of the member attending: _____

Name of Proxy: _____
(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 32nd Annual General Meeting of the Company at 436, GIDC Pandesara, Surat- 394221 on Monday, 30th September, 2019 at 10:00 a.m.

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

Note: Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.



PROXY FORM

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

Name of the member (s) : _____

Registered address : _____

E-mail ID : _____

Folio No. / Client ID : _____

DP ID : _____

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

1. Name:	Email Id:
Address:	Signature

or failing him/her

2. Name:	Email Id:
Address:	Signature

or failing him/her

3. Name:	Email Id:
Address:	Signature

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at 10:00 a.m. at 436, GIDC Pandesara, Surat- 394221 and at any adjournment thereof in respect of such Resolutions as are indicated overleaf:

Resolutions	Vote		
	For	Against	Abstain
Ordinary Business			
1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and Profit & Loss Account for the year ended March 2019 together with the reports of Board of Directors and the Auditors thereon.			
2. To appoint a Director in place of Shri Rajkumar Somani who retires by rotation in terms of section 152(6) of Companies Act, 2013 and being eligible, offer himself for re-appointment.			
3. Appointment of Statutory Auditors			
Special Business			
4. Re-Appointment of Maheshkumar Somani As Non-Executive Director			

Signed this _____ day of _____, 2019.

Signature of member(s)

Affix Rs.1
Revenue
Stamp

Signature of proxy holder(s)

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. A Proxy need not be a member of the Company.
3. 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.
4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 32nd Annual General Meeting.
5. It is optional to indicate your preference. If you leave 'for,' 'against' or 'abstain' column blank against any or all of the Resolutions, your proxy will be entitled to vote in any manner as he/she may deem appropriate.



BETEX INDIA LIMITED

CIN: L17119GJ1992PLC018073

Registered Office:

436, GIDC Pandesara, Surat- 394221

Contact No : 0261 – 2328902 / 2334189

Email Id. : corporate@betexindia.com

Website : www.betexindia.com