

NANDINI TEXCOM (INDIA) LIMITED

ANNUAL REPORT

2018 - 2019



CORPORATE INFORMATION

Board of Directors.

- | | |
|---|-----------------------|
| 1) Mr. Durgaprasad Bhiswambharlal Sharma | Whole Time Director. |
| 2) Mrs. Poonamdevi Ashokkumar Tekriwal | Managing Director. |
| 3) Mr. Ashokkumar Ramchandraprasad Tekriwal | Managing Director. |
| 4) Mrs. Shruti Kedia | Independent Director. |
| 5) Mr. Kailash Ram Gopal Chhapparwal | Independent Director. |

Chairman: - Mr. Ashokkumar Ramchandraprasad Tekriwal

Chief Financial Officer: - Mr. Rameshkumar Govindprasad Sonthalia

Company Secretary & Compliance officer: - Mr. Chinmay M. Methiwala

Statutory Auditor: - M/s - R M R & Co.

Secretarial Auditor :- Ms. Disha B. Patel

Banker: - Kotak Mahindra Bank.

Registrar & Transfer Agent: -

SATELLITE CORPORATE SERVICES PRIVATE LIMITED
Unit No. 49, Bldg. No. 13-A-B, 2nd Floor
Samhita Commercial Co-Op. Soc. Ltd.
Off. AndheriKurla Lane, MTNL Lane,
Sakinaka, Mumbai-400072
Contact No. 022-022-28520461, 022-28520462.

Registered Office:-

B-304, International Commerce Center,
Near Kadiwala School, Ring Road,
Surat - 395002

Contact No.:- (0261) 4004596

E-mail:- nandinitexcom@hotmail.com

Website:- www.nandinitex.com

|| Shree Ganeshaya Namah ||
NANDINI TEXCOM (INDIA) LIMITED
CIN: L65910GJ1994PLC021165

**Reg. Office: B-304, International Commerce Center, Near Kadiwala School, Ring Road,
Surat-395002.**

[Tel:0261-4004596](tel:0261-4004596) Email: nandinitexcom@hotmail.com, website: nandinitex.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that Annual General Meeting of the Members of NANDINI TEXCOM (INDIA) LIMITED will be held on Thursday, 26th September 2019, at 4:00 P.M. at B - 304, International Commerce Center, Near Kadiwala School, Ring Road, Surat - 395002 Gujarat, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statement and Report of Board of Directors.

To consider and adopt the audited financial statement of the Company for the financial year ended on 31st March, 2019, the reports of the Board of Directors and Auditors Report thereon.

2. Re-appointment of Director Retiring by Rotation.

To appoint a Director in place of Mrs. Poonamdevi A. Tekriwal (DIN: 00086114), who retires by rotation and being eligible, offer himself for re-appointment.

3. Appointment of Statutory Auditor

RESOLVED THAT pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, and rules framed there under, (*pursuant to recommendations of the Audit Committee*) of the Board of Directors, and pursuant to the resolution passed by the members at the AGM going to be held on 26th September, 2019, M/s R M R & Co. (FRN 106467W), Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting (AGM) of the Company to be held in the year 2024 at a remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To change designation of Ms. Shruti Kedia (DIN: 08295863) and appoint as an Independent Director of the Company from Additional Director (non executive).

To consider and if thought fit, to pass with or without modification(s) the following Resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Shruti Kedia (DIN: 08295863), Independent Director of the Company, whose period of office is liable to expire on September 26, 2019, and who is eligible for appointment for a term of 5 years under the provisions of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company with effect from this Annual General Meeting to the Annual General Meeting in the year 2024”.

“RESOLVED FURTHER THAT to give effect to above resolution, Mr. Ashokkumar R. Tekriwal, Managing Director, be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

By Order of the Board of Directors

Sd/-

**Ashokkumar Ramchandraprasad Tekriwal
(Managing Director)**

Reg. Office:

B-304, International Commerce Center,
Near Kadiwala School, Ring Road,
Surat - 395002

Date: 31st August, 2019

Place: Surat

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. 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.
2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, is attached at the end of the notice.
3. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 20th September 2019 to Thursday, 26th September 2019 (both days inclusive) for Annual General Meeting.
4. The Board of Director of the Company did not recommend any dividend hence provision of dividend is not applicable.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. 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 Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
7. Electronic copy of the Annual Report 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 being sent in the permitted mode.
8. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map 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 Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.

9. Members may also note that the Notice of the Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report will also be available on the Company's website www.nandinitex.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Surat for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post. For any communication, the shareholders may also send requests to the Company's investor email id: nandinitexcom@hotmail.com
10. Members/Proxy Holders should bring Attendance Slips duly filled in for attending the meeting. Members are requested to bring their copy of Annual Report at the Meeting.
11. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a Certified Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
12. In case of joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.
13. Voting through electronic means.
 - i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commences on Monday, 23rd September, 2019 (10:00 am) and ends on Wednesday, 25th September, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 20th September, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- vi. The process and manner for remote e-voting are as under:
 - a) Member whose email IDs are registered with the Company/Depository Participants(s) will receive an email from NSDL informing them of their User-ID and Password. Once the Members receives the email, he or she will need to go through the following steps to complete the e-voting process:
 - 1) Open the attached PDF file **“e-Voting.pdf”** giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
 - 2) Launch internet browser by typing the **www.evoting.nsdl.com**
 - 3) Click on “Shareholder - Login”.
 - 4) Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.
 - 5) Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
 - 6) Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles.

- 7) Select "EVEN" of Nandini Texcom (India) Limited. Members can cast their vote online from Monday, 23rd September, 2019 (10:00 am) and ends on Wednesday, 25th September, 2019 (5:00 pm).

Note: e-Voting shall not be allowed beyond said time.

- 8) Now you are ready for "e-Voting" as "Cast Vote" page opens.
 - 9) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
 - 10) Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail disha2030@gmail.com with a copy marked to evoting@nsdl.co.in.
- vii. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of www.evoting.nsdl.com or contact NSDL at the toll free no.: 1800-222-990.
 - viii. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
 - ix. 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 Friday, 20th September, 2019.
 - x. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Friday, 20th September, 2019, may obtain the user ID and password by sending a request at evoting@nsdl.co.in or nandinitexcom@hotmail.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
 - xi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- xii. Ms. Disha Patel, Practicing Company Secretary (ACS 46189) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - xiii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - xiv. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - xv. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.nandinitex.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 A.M. to 05:00 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board of Directors

Sd/-

**Ashokkumar Ramchandraprasad Tekriwal
(Managing Director)**

Reg. Office:

B-304, International Commerce Center,
Near Kadiwala School, Ring Road,
Surat - 395002

Date: 31st August, 2019

Place: Surat

EXPLANATORY STATEMENT FOR SPECIAL RESOLUTION.

Ms. Shruti Kedia (DIN: 08295863) was appointed as Additional Director (non executive) on board meeting held on 17th December, 2018. Now we would like to change her designation and want to appoint her as Independent Director of the Company as her term as Additional Director (non executive) is going to expire on upcoming Annual General Meeting i.e. 26th September, 2019, subject to approval by shareholders in their meeting.

|| Shree Ganeshaya Namah ||

NANDINI TEXCOM (INDIA) LIMITED

L65910GJ1994PLC021165

Tel: 0261 - 4004596 email: nandinitexcom@hotmail.com

Registered off: B - 304, International Commerce Center, Near Kadiwala School, Ring Road,
Surat - 395002, Gujarat.

Dear Members,

Your directors have pleasure in presenting their Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31st March, 2019.

FINANCIAL HIGHLIGHTS

During the year under review, performance of your company as under:

(Rupees In Lakhs)

Particular	2018-2019	2017-2018
Net sales	4619.34	4744.87
Other operating income	--	--
Total operating income	4619.34	4744.87
Other income (non operating)	14.25	11.40
Total income	4633.60	4756.27
Total expenditure	4553.67	4592.67
Profit/(loss) before, finance cost and exceptional item	79.93	163.6
Finance cost	40.99	60.66
Profit/(loss) before, exceptional items & tax	38.93	102.95
Add/(less) exceptional items	--	--
Profit/(loss) before tax expenses	38.93	102.95
Add/(less): tax expenses	11.34	34.17
Net profit	27.59	68.78

STATE OF COMPANY'S AFFAIRS

During the year under review, the revenue from operations of the company has been decreased from Rs. 47,44,87,234/- to Rs. 46,19,34,965/- in compare to last year. The total expenditure (including cost of goods consumed, purchase) has been also decreased from Rs. 46,53,32,380/- to Rs. 45,94,66,444/- as compared to last year. The Net profit before tax has been decreased to Rs. 38,93,622/- as compared to last year of Rs. 1,02,95,059/-.

CHANGE IN NATURE OF BUSINESS, IF ANY

During the year under review, there was no change in the nature of business activities of the Company.

DIVIDEND

With a view to conserve the resources of the Company; the directors are not recommending any dividend for the year under review.

AMOUNT TRANSFERRED TO RESERVES

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year. No Amount has been transferred to Reserves. The net profit earned by the company at the end of the year of Rs. 27,58,973/- was accumulated and transferred to Reserve & Surplus Account.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return, in format MGT - 9, for the Financial Year 2018-19 has been enclosed with this report. **(Annexed as Annexure - A)**.

NUMBER OF BOARD MEETINGS

During the financial year 2018-19, Eight Board Meetings were held during the Financial Year ended March 31, 2019. i.e. on 1) 25/05/2018, 2) 23/08/2018, 3) 01/09/2018, 4) 17/09/2018, 5) 18/09/2018, 6) 20/10/2018, 7) 17/12/2018, 8) 11/02/2019.

The names of members of the Board, their attendance at the Board Meetings are as under:

Sr. No.	Name of Directors	Number of Meetings attended during the F.Y. 2018-19	Total Meetings held during the F.Y. 2018-19
1.	Mr. Ashokkumar R. Tekriwal	6 out of 8	8
2.	Mrs. Poonamdevi A. Tekriwal	6 out of 8	8

3.	Mr. Durgaprasad B. Sharma	5 out of 8	8
4.	Mrs. Renu M. Singh	2 out of 7	7
5.	Mr. Kailash Ram Gopal Chhapparwal	4 out of 8	8
6.	Mr. Shrikrishna B. Pandey	2 out of 7	7
7.	Mrs. Shruti Kedia	0 out of 1	1

EXTRA ORDINARY GENERAL MEETING

During the year under review, no extra ordinary general meeting of members of the Company was held.

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENT UNDER SECTION 186

The Company has not made any loan or gives guarantee or provided security or made investment under section 186 of the Companies Act, 2013 during the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, the company has not entered into any contracts / arrangements / transactions with the related parties as prescribed under Section 188 of the Companies Act, 2013.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There were one remarks made by the Auditors in their report. Company has not published Notice of Board Meeting for adopting Unaudited Quarterly Results & unaudited Quarterly Result for Q 3 & Q 4 of 2018-2019.

DETAILS OF FRAUD REPORT BY AUDITOR

As per auditors' report, no fraud u/s 143(12) reported by the auditor.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

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

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, there was change in the directorship of the company as mention below.

1. Mrs. Renu M. Singh – Resigned with effect from 17th December, 2018.
2. Mr. Shrikrishna B. Pandey – Resigned with effect from 17th December, 2018.
3. Mrs. Shruti Kedia – Appointed with effect from 17th December, 2018.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 in relation to the audited financial statements of the company for the year ended 31st March, 2019, the Board of Directors hereby confirms that -

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

DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

STATUTORY AUDITORS

At the Annual General Meeting held on 30th September, 2014, M/s. R M R & Co., Chartered Accountants (Firm Registration No. 106467W) were appointed as Auditors of the Company for five consecutive financial years who shall hold office till the conclusion of Annual General Meeting to be held for the financial year 2018-19.

R M R & CO., Chartered Accountants (Firm Registration No. 106467W) is going to be appointed for Five years from 26th September, 2019 till the conclusion of Annual General Meeting to be held for the financial year 2023-2024, subject to approval by shareholders in their meeting.

CHANGE IN DESIGNATION OF MS. SHRUTI KEDIA (DIN: 08295863)

Ms. Shruti Kedia (DIN: 08295863) was appointed as Additional Director (non executive) on board meeting held on 17th December, 2018. Now we would like to change her designation and want to appoint her as Independent Director of the Company as her term as Additional Director (non executive) is going to expire on upcoming Annual General Meeting i.e. 26th September, 2019, subject to approval by shareholders in their meeting.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

SECRETARIAL AUDIT REPORT

The Board had appointed Ms. Disha B. Patel, Practicing Company Secretaries, Surat as Secretarial Auditor pursuant to the provisions of Section 204 of the Companies Act, 2013. The Report of the Secretarial Auditor Form MR-3 is annexed to the Report as per "Annexure D"

BOARD EVALUATION

During the year under review Board of directors met eight time and their performance were satisfactory.

ACKNOWLEDGEMENTS

The Directors expressed their sincere appreciation to the valued shareholders, bankers and clients for their support.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTOR
NANDINI TEXCOM (INDIA) LIMITED**

**Sd/-
Ashokkumar Ramchandraprasad Tekriwal
DIRECTOR
DIN - 00086179**

**Sd/-
Poonamdevi Ashokkumar Tekriwal
DIRECTOR
DIN - 00086114**

DATE: 31/08/2019

PLACE: SURAT

“ANNEXURE A”

FORM NO. MGT – 9 EXTRACT OF ANNUAL RETURN As on the financial year ended 31.03.2019

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

I. REGISTRATION AND OTHER DETAILS

CIN	L65910GJ1994PLC021165
Registration Date	31/01/1994
Name of the Company	Nandini Texcom (India) Limited
Category / Sub-Category of the Company	Listed Public Limited Company
Address of the Registered Office and contact details	B-304, International Commerce Center, Near Kadiwala School, Ring Road, Surat - 395002, Contact No. 0261-4004596
Whether listed Company	Listed
Name, address and contact details of Registrar and Transfer Agent, if any	SATELLITE CORPORATE SERVICES PRIVATE LIMITED Address - Unit No. 49, Bldg. No. 13-A-B, 2nd Floor Samhita Commercial Co-Op. Soc. Ltd. off. Andheri Kurla Lane, MTNL Lane, Sakinaka, Mumbai-400072 Contact No. 022-022-28520461, 022-28520462

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Not applicable as there is no subsidiary and associate company.

vi) Trusts	--	--	--	--	--	--	--	--	--
vii) Limited Liability Partnership	--	--	--	--	--	--	--	--	--
viii) Foreign Portfolio Investor (Corporate)	--	--	--	--	--	--	--	--	--
ix) Qualified Foreign Investor	--	--	--	--	--	--	--	--	--
Sub-Total (B)(2):	--	3514560	3514560	70.29	1956300	1558260	3514560	70.29	Nil
Total Public Shareholding (B)=(B)(1)+(B)(2)	--	3514560	3514560	70.29	1956300	1558260	3514560	70.29	Nil
	--	--	--	--	--	--	--	--	--
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	739740	4260360	5000100	100	3441840	1558260	5000100	100	--

(ii) Shareholding of Promoters

Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
Durga Prasad Sharma	124200	2.48	Nil	124200	2.48	Nil	Nil
Ashokkumar RamchandraPrasad Tekriwal	125000	2.50	Nil	125000	2.50	Nil	Nil
Poonamdevi Ashokkumar Tekriwal	125000	2.50	Nil	125000	2.50	Nil	Nil
Manorama Devi Tekriwal	125000	2.50	Nil	125000	2.50	Nil	Nil
Devendra Kumar Sharma	125000	2.50	Nil	125000	2.50	Nil	Nil

Sudip Sharma	125000	2.50	Nil	125000	2.50	Nil	Nil
Ajay Kedia	125000	2.50	Nil	125000	2.50	Nil	Nil
Rajesh Kedia	125000	2.50	Nil	125000	2.50	Nil	Nil
Manju Kedia	125000	2.50	Nil	125000	2.50	Nil	Nil
Umesh Kumar Kedia	120800	2.42	Nil	120800	2.42	Nil	Nil
Stya Bhama Devi	123540	2.47	Nil	123540	2.47	Nil	Nil
Birendrakumar	117000	2.34	Nil	117000	2.34	Nil	Nil
Total	1485540	29.71	Nil	1485540	29.71	Nil	Nil

(iii) Change in Promoters' Shareholding

There is no change in the shareholding of the Promoter Group.

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

Sr. No	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Motilal Kojmal Jain	209600	4.19	209600	4.19
2	Cistro Telelink Limited	204700	4.09	204700	4.09
3	Apeksha Jain	204500	4.09	204500	4.09
4	Rinkesh Motilal Jain	203000	4.06	203000	4.06
5	Bandana Singh	203000	4.06	203000	4.06
6	Kojmal Jain	201500	4.03	201500	4.03
7	Nutandevi Motilal Jain	201100	4.02	171900	3.44
8	Pringle Atul Jhaveri	113000	2.26	113000	2.26
9	Atul Motichand Jhaveri	112000	2.24	112000	2.24
10	Fenil Atul Jhaveri	111700	2.23	11700	2.23

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Date of change in shareholding	Reason for change
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		
	Directors						

1	Durga Prasad Sharma DIN: 00085972	124200	2.48	124200	2.48	--	--
2	Ashokkumar RamchandraPrasad Tekriwal DIN: 00086179	125000	2.50	125000	2.50	--	--
3	Poonamdevi Ashokkumar Tekriwal DIN: 00086114	125000	2.50	125000	2.50	--	--
	Total	374200	7.48	374200	7.48	--	--

Other than this, no other Director and Key Managerial Personnel hold any shares in the Company.

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
1. Principal Amount	1,99,02,227.00	92,94,880.00	0	2,91,97,107.00
2. Interest due but not paid	0	0	0	
3. Interest accrued but not Due	0	0	0	
Total (1+2+3)	1,99,02,227.00	92,94,880.00	0	2,91,97,107.00
Change in Indebtedness during the financial year				
Addition	1,04,11,614.00	0	0	1,04,11,614.00
Reduction	0	73,12,742.00	0	73,12,742.00
Net Change	1,04,11,614.00	73,12,742.00	0	30,98,872.00
Indebtedness at				

the end of the financial year				
1. Principal Amount	3,03,13,841.00	19,82,138.00	0	3,22,95,979.00
2. Interest due but not paid	0	0	0	0
3. Interest accrued but not Due	0	0	0	0
Total (1+2+3)	3,03,13,841.00	19,82,138.00	0	3,22,95,979.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

Sr. no.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total amount
1.	Gross salary	Ashokkumar RamchandraP rasad Tekriwal	Poonamdevi Ashokkumar Tekriwal	
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	36,00,000.00	19,20,000.00	55,20,000,00
	(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, specify			
5.	Others, please Specify(Sitting Fees)	--	--	--
	Total (A)	36,00,000.00	19,20,000.00	55,20,000.00
	Ceiling as per the Act	84,00,000.00	84,00,000.00	84,00,000.00

**B. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD
(CS Chinmay M. Methiwala was appointed with effect from 9th September, 2018.)**

SN	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CS*	Total
1	Gross salary	4,33,884.00	2,02,000	6,35,884.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission	--	--	--
	- as % of profit	--	--	--
	others, specify...	--	--	--
5	Others, please specify	--	--	--
	Total	4,33,884.00	2,02,000	6,35,884.00

II. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

No Penalty has been levied on the Company during the Financial Year.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
NANDINI TEXCOM (INDIA) LIMITED**

Ashokkumar Ramchandraprasad Tekriwal
Director
DIN: 00086179

Poonamdevi Ashokkumar Tekriwal
Director
DIN: 00086114

DATE: 02/09/2019
PLACE: SURAT

FORM NO. AOC - 2

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

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

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Date of approval by the Board	NIL
f)	Amount paid as advances, if any	NIL

**For and on behalf of the Board
Nandini Texcom (India) Limited**

**Sd/-
Ashokkumar R. Tekriwal
Managing Director
DIN: 00086179**

**Sd/-
Poonamdevi A. Tekriwal
Managing Director
DIN: 00086114**

C.E.O. & C.F.O. CERTIFICATION

To,
Board of Directors,
Nandini Texcom (India) Limited
Surat.

CERTIFICATE

We, Mr. Ashokkumar R. Tekriwal, Managing Director and Mr. Rameshkumar G. Sonthalia, Chief Finance Officer heading the finance function of the Nandini Texcom (India) Limited certify that:

- A. We have reviewed the financial statements and cash flow statement for the financial year ended 31st March, 2019 and to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transaction entered into by the Company during the quarter and year ended 31st March, 2019 are fraudulent, illegal or in violation of the Company's code of conduct.
- C. We accept the 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. We have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps have been taken to rectify these deficiencies.
- D. We have indicated to the Auditors and to the Audit Committee:
 - i. Significant change/s in the internal control over financial reporting during the year.
 - ii. Significant change/s in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
Ashokkumar R. Tekriwal
(Managing Director)
DIN: 00086179

Sd/-
Rameshkumar G. Sonthalia
(CFO)

Place: Surat

Date:- 2nd September, 2019

Form MR-3

[Pursuant to section 204(1) of Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31.03.2019

To,
The Members
NANDINI TEXCOM (INDIA) LIMITED
B-304, International Commerce Center,
Near Kadiwala School, Ring Road,
Surat – 395002

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s NANDINI TEXCOM (INDIA) LIMITED (CIN L65910GJ1994PLC021165)** (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provide us a reasonable basis for evaluation the Corporate Conducts/ Statutory Compliances and expressing my opinions thereon.

Based on our verification, books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company, has during the audit period covering the financial year ended 31st March, 2019, complied with the statutory provisions listed hereunder and also that has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019, according to the provisions of:

- I. The Companies Act 2013 (the Act) and the rules made there under;
- II. The Securities Contracts [Regulations] Act, 1956 [‘SCRA’]and 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 Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings: (NOT APPLICABLE AS THE COMPANY DOES NOT HAVE ANY FOREIGN EXCHANGE TRANSACTION).
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) -:

- a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (Upto 14th May 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 (effective 15th May 2015)
- b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:- (NOT APPLICABLE)
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009:
- d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: (NOT APPLICABLE AS THE COMPANY HAS NOT DELISTED ITS EQUITY SHARES)
- e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: (NOT APPLICABLE AS THE COMPANY HAS NOT BOUGHT BACK/PROPOSED TO BUY BACK ANY OF ITS SECURITIES DURING THE FINANCIAL YEAR UNDER REVIEW)
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client; (NOT APPLICABLE AS THE COMPANY IS NOT REGISTERED AS REGISTRARS TO ISSUE OR SHARE TRANSFER AGENT DURING THE FINANCIAL YEAR UNDER REVIEW).
- g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- (NOT APPLICABLE AS THE COMPANY HAS NOT ISSUED AND LISTED ANY DEBT SECURITIES DURING THE FINANCIAL YEAR UNDER REVIEW)
- h. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - (NOT APPLICABLE)

I have also examined compliance with the applicable clauses of the secretarial Standards issued by The Institute of Company Secretaries of India and The Listing Agreements entered into by the Company with Stock Exchange(s).

I report that, during the year under review, the company has broadly complied with the provisions of the Guidelines mentioned above.

We further report that compliance with the applicable financial laws including direct and indirect tax laws by the company has not been reviewed in this audit since the same has been subject to review by the statutory auditors and other designated professionals.

MANAGEMENT RESPONSIBILITY

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company or verified compliances of laws other than those mentioned above;

4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
5. 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.

WE FURTHER REPORT THAT

- I. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- II. 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.
- III. Resolutions have been approved by majority while the dissenting members', if any, views are captured and recorded as part of the minutes.
- IV. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- V. We further report that during the Audit Period, the Company has not incurred any specific event/ action other than what is listed below that can have a major bearing on the company's compliance responsibilities in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., except as follows
 - A) The company has not published Notice of Board Meeting for adopting quarterly unaudited financial result & quarterly unaudited financial result for 3rd Quarter in news papers.
 - B) The company has not published Notice of Board Meeting for adopting quarterly unaudited financial result & quarterly unaudited financial result for 4th Quarter in news papers.

I report further that, during the audit period there were no specific events/ actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Sd/-
Disha Patel
Practising Company secretary
ACS NO: 46189
CP. NO: 16907

Place: Surat
Date: 03.09.2019

NANDINI TEXCOM (INDIA) LIMITED

B-304, International Commerce Centre, Near
Kadiwala School, Ring Road, Surat-395002

Independent Auditor's Report
on
Financial Statement
For F.Y. 2018-19



Prepared by:

R M R & Co.

(Formerly known as M R & Co.)

Chartered Accountants,

B-203, Shree Hari Park,

Near Centre Point Building,

Sagrampura, Surat- 395002

Tel: 0261- 2463811, 6359663366, 6359664466



RMR & Co.

Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

TO,

THE MEMBERS OF NANDINI TEXCOM (INDIA) LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of NANDINI TEXCOM (INDIA) LIMITED which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and loss account and Cash Flow Statement for the year ended and a summary of significant accounting policy and notes to the financial statements.

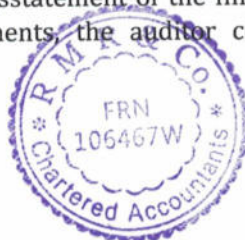
Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the



Company's preparation and fair presentation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2019.
- (b) in the case of the Statement of Profit and Loss Account, of the profit for the period 31st March, 2019 on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A** statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

As required by section 143(3) of the Act, we further report that:

- (i) we have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (ii) 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 such books;
- (iii) 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.
- (iv) in our opinion, the aforesaid standalone financial statements dealt with by this report comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (v) on the basis of the written representations received from the directors as on 31st March, 2019, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.



- (vi) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**" and
- (vii) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014; in our opinion and to the best of our information and according to the explanations given to us;
- (a) The Company does not have any pending litigations which would impact its financial position.
 - (b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For RMR & CO
Chartered Accountants
ICAI Reg.No.106467W




CA M.M. Modani
Partner
Membership No.043384

Place : Surat
Date: 23rd May, 2019

ANNEXURE -A INDEPENDENT AUDITOR'S REPORT

REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON THEIR LEGAL AND REGULATORY REQUIREMENT" OF OUR REPORT TO THE MEMBERS OF **NANDINI TEXCOM (INDIA) LIMITED** FOR THE YEAR ENDED ON **31st March, 2019**.

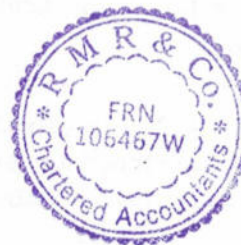
- (i) In respect of fixed assets:
 - (a) As per information provided to us, the company do not possess any immovable property.
 - (b) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - (c) According to information and explanation given to us, the fixed assets have been physically verified by the management at reasonable intervals. There were no Material discrepancies noticed on such verification.
- (ii) Physical verification of inventory has been conducted at reasonable intervals by the management and there is no material discrepancies were noticed.
- (ii) The company has not granted loans secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iii) In respect of loans, investments, guarantees, and security all mandatory provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- (v) The company has not accepted any deposits.
- (vi) In our opinion and according to information and explanation given to us, Maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- (vii) a) The company is regular in depositing undisputed statutory dues including provident fund, Employee's state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.

b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, custom duty, service tax, excise duty and cess were in arrears, as at 31.03.2019 for a period of more than six months from the date they become payable.

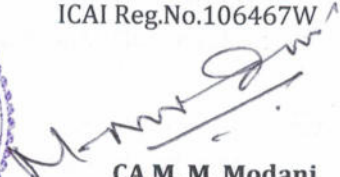


- (viii) The company hasn't made any default in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
- (ix) The company doesn't raise any money by way of initial public offer or further public offer (including debt instruments)
- (x) Neither company has done any fraud nor by its officers or employees so nothing to be disclosed separately.
- (xi) 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) Company is not a Nidhi Company hence nothing to be disclosed for any provisions applicable on Nidhi Company.
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards;
- (xiv) The company hasn't made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) The company hasn't entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934.

Place : Surat
Date : 23rd May, 2019



For R M R & CO.
Chartered Accountants
ICAI Reg.No.106467W


CA M. M. Modani
Partner
Membership No.:043384

ANNEXURE - B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

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

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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



Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 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.

Place : Surat
Date : 23rd May, 2019



For R M R & CO.
Chartered Accountants
ICAI Reg.No.106467W


CA M. M. Modani

Partner

Membership No. 043384

NANDINI

TEXCOM (INDIA) LIMITED

CIN: L65N10GJ1994PLC021165

Balance Sheet

As at 31st March, 2019

(All amounts are in Rupees, unless otherwise stated)

EQUITY AND LIABILITIES :	Note	31.03.2019	31.03.2018
Shareholder's funds			
Share Capital	3	5,00,01,000	5,00,01,000
Reserves and Surplus	4	1,82,88,660	1,55,29,687
Money received against share warrants		-	-
Share application money pending allotment		-	-
Non-current liabilities			
Long-term borrowings	5	27,71,838	92,94,880
Deferred Tax liabilities (Net)		-	-
Other Long term liabilities		-	-
Long-term Provisions		-	-
Current Liabilities			
Short term borrowings	6	2,95,24,141	1,99,02,227
Trade payables	7	46,61,810	76,43,133
Other current liabilities	8	5,32,709	5,86,136
Short term provisions	9	11,47,443	35,09,466
GRAND TOTAL		10,69,27,601	10,64,66,529

ASSETS :

Non-current assets

Fixed assets

Tangible assets	10	18,48,487	8,31,084
Intangible assets		-	-
Capital work-in-progress		-	-
Intangible assets under development		-	-

Non-current investments

Deferred tax assets (net)	11	1,52,109	1,40,668
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Long-term loans and advances

Other non-current assets		-	-
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Current assets

Current investments		-	-
Inventories	12	3,84,98,629	4,45,68,270
Trade receivables	13	4,68,98,438	3,96,79,155
Cash and Cash equivalents	14	1,49,684	25,394
Short-term loans and advances	15	1,93,80,254	2,12,21,958
Other current assets		-	-

GRAND TOTAL		10,69,27,601	10,64,66,529
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Summary of significant accounting policies 2

The accompanying notes 1 to 22 are integral part of financial statements

As per our Report of even date Annexed

For R M R & CO.

Chartered Accountants

ICAI Reg.No.106467W

CA M. M. Modani

Partner

Membership No. 043384

Place : Surat

Date : 23nd May, 2019

UDIN : 19043384AAAAAD1275



Ashokkumar Tekriwal

Director

DIN:00086179

For and on behalf of the Board of Directors
NANDINI TEXCOM (INDIA) LIMITED

Poonam Tekriwal

Poonamdevi Tekriwal

Director

DIN: 00086114

NANDINI

TEXCOM (INDIA) LIMITED

CIN: L65N10GJ1994PLC021165

Statement of Profit And Loss

For the year ended 31st March, 2019

(All amounts are in Rupees, unless otherwise stated)

Income :	Note	31.03.2019	31.03.2018
Revenue from operations	16	46,19,34,965	47,44,87,234
Other Income	17	14,25,101	11,40,205
Total Revenue		46,33,60,066	47,56,27,439
Expenses :			
Cost of Materials Consumed		-	-
Purchases of Stock in Trade	18	43,34,77,401	46,86,33,751
Changes in inventories of finished goods, WIP and Stock-in-trade	19	60,69,641	(2,88,38,019)
Employee benefits expense	20	16,10,794	12,97,486
Finance Costs	21	40,99,392	60,65,535
Depreciation and amortization expense	10	3,57,852	5,63,314
Other expense	22	1,38,51,364	1,76,10,313
Total Expense		45,94,66,444	46,53,32,380
Profit before exceptional and extraordinary items and tax		38,93,622	1,02,95,059
Exceptional Items		-	-
Profit before extraordinary items and tax		38,93,622	1,02,95,059
Extraordinary items		-	-
Profit before tax		38,93,622	1,02,95,059
Tax expense:			
Current Tax		11,46,090	35,08,004
Deferred Tax	11	(11,441)	(90,709)
		11,34,649	34,17,295
Profit/(Loss) for the period from continuing operations		27,58,973	68,77,764
Profit/(Loss) for the period from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit/(Loss) from discontinuing operations (after tax)		-	-
Profit/(Loss) for the period		27,58,973	68,77,764
Earnings per equity share:			
Basic		0.55	1.38
Diluted		NA	NA

Summary of significant accounting polices 2

The accompanying notes 1 to 22 are integral part of financial statements

As per our Report of even date Annexed

For R M R & CO.

Chartered Accountants

ICAI Reg.No.106467W

For and on behalf of the Board of Directors
NANDINI TEXCOM (INDIA) LIMITED

CA M. M. Modani

Partner

Membership No. 043384

Place : Surat

Date : 23nd May, 2019

UDIN : 19043384AAAAAD1275



Ashok Tekriwal

Ashokkumar Tekriwal

Director

DIN:00086179

Punam Tekriwal

Poonamdevi Tekriwal

Director

DIN: 00086114

NANDINI

TEXCOM (INDIA) LIMITED

CIN: L65N10GJ1994PLC021165

Cash Flow Statement

For the year ended 31st March, 2019

(All amounts are in Rupees, unless otherwise stated)

	31.03.2019	31.03.2018
Cash Flows from operating activities		
Profit/(loss) after taxes	27,58,973	68,77,764
Adjustments for:		
Depreciation	3,57,852	5,63,314
Deffered tax	(11,441)	(90,709)
Operating profit before working capital changes (a)	31,05,384	73,50,369
Change in current asset		
Inventories	60,69,641	(2,88,38,019)
Trade receivables	(72,19,283)	1,92,97,799
Short-term loans and advances	18,41,704	2,29,13,568
	6,92,062	1,33,73,348
Change in Liabilities		
Short term borrowings	96,21,914	(2,95,25,068)
Trade payables	(29,81,323)	48,44,797
Other current liabilities	(53,427)	(13,30,961)
Short term provisions	(23,62,023)	27,12,577
	42,25,141	(2,32,98,655)
Change in working capital (b)	49,17,203	(99,25,307)
Cash generated from operations (a + b)	80,22,587	(25,74,938)
Less : Income tax paid (Net tax refund received)	-	-
Net cash provided by operating activities (A)	80,22,587	(25,74,938)
Cash flows from investing activities		
Purchase of Fixed Asset	(13,75,255)	(42,858)
Increase/ Decrease in Investment	-	11,44,910
Net cash used in investing activities (B)	(13,75,255)	11,02,052
Cash flows from financing activities		
Long-term borrowings received/(paid) during the year	(65,23,042)	14,35,880
Net cash used in financing activities (C)	(65,23,042)	14,35,880
Net increase/(decrease) in cash and cash equivalents (A + B + C)	1,24,290	(37,006)
Cash and cash equivalents at beginning of the year	25,394	62,400
Cash and cash equivalents at end of the year	1,49,684	25,394
Components of cash and cash equivalents		
Cash and Cheques on hand	1,49,684	25,394
Balances with Scheduled Banks in current account	-	-
Cash and cash equivalents at end of the year (Note 14)	1,49,684	25,394

As per our Report of even date Annexed

For R M R & CO.

Chartered Accountants

ICAI Reg.No.106467W

CA M. M. Modani

Partner

Membership No. 043384

Place : Surat

Date : 23rd May, 2019

UDIN : 19043384AAAAAD1275



Ashok Tekriwal

Ashokkumar Tekriwal

Director

DIN:00086179

Poonam Tekriwal

Poonamdevi Tekriwal

Director

DIN: 00086114

For and on behalf of the Board of Directors

NANDINI TEXCOM (INDIA) LIMITED

Note on Financial Statements For the year ended 31st March, 2019

(All amounts are in Rupees, unless otherwise stated)

1 General disclosures :

1.1 Corporate information

The Company is engaged in trading of yarn.

1.2 Related Parties

The list of related parties and nature of their relationship is furnished below:

Directors of the company-

Managing Director	<i>Ashokkumar Tekriwal</i>
Managing Director	<i>Poonamdevi Tekriwal</i>
Director	<i>Durgaprasad Sharma</i>
Director	<i>Kailash Ram Gopal Chhapparwala</i>
Director	<i>Shruti Umesh Kedia</i>

Company under the same management-

Bittu Synthetics Private Limited

1.3 In the opinion of the Board of Director all the current assets, loans and advances are approximately of the value stated and realizable in the ordinary course of business. The adequate provision of all known liabilities have been made. The balances of creditors, loans and advances as at 31st March 2019 are subject to confirmation.

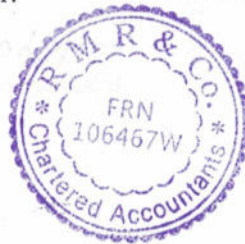
1.4 Previous year figures have been regrouped wherever necessary. Figure are rounded off to nearest rupees.

2. Significant Accounting Policies

2.1 **Basis of Preparation of Accounts**

These Financial Statement of the company have been prepared in accordance with Indian Accounting Standards (IND AS) notified under the companies (Indian Accounting Standard) Rules, 2015 and as amended on time to time. All income and expenditure having a material bearing on the financial statements are recognised on accrual basis.

The preparation of financial statements is in conformity with Indian Accounting Standards (IND AS) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of financial statements, and the reported amounts of revenues and expenses during the year.



Note on Financial Statements For the year ended 31st March, 2019

(All amounts are in Rupees, unless otherwise stated)

2.2 Use of estimates

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

2.3 Revenue recognition (IND AS 115)

Sale of Goods

Sales of goods (yarn) are recognised, net of returns, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales exclude GST and excise. Sales also includes interest received on late payments.

2.4 Inventories (IND AS 2)

Closing stock are valued at cost or realisable value whichever is lower. Cost includes purchase cost and purchase related expenses i.e. Custom duty, C & F charges, Cha service charges and Freight. Closing stock do not include GST. Inventories include stock in transit which is valued at cost including related expenses incurred upto the stage in which goods are as on the balance sheet date.

2.5 Fixed asset (IND AS 16)

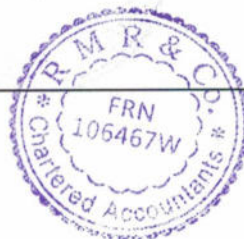
Fixed assets are stated at the cost of acquisition and subsequent improvement thereto less accumulated depreciation. The cost of acquisition includes purchase price, freight and other expenses incurred for bringing the fixed assets to the working condition for its intended use. Further, cost of purchase in regards to car also includes GST, as the ITC on purchase of car is not eligible as per GST provisions.

2.6 Depreciation and amortisation

Depreciation is charged on Straight Line Method in accordance with the rates specified under Schedule II to the Companies Act, 2013 on pro rata basis.

2.7 Other Income

Other income includes sundry balances written off, claims and rate difference amount.



Note on Financial Statements **For the year ended 31st March, 2019**

(All amounts are in Rupees, unless otherwise stated)

2.8 Earnings per share (IND AS 33)

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is not applicable to company.

2.9 Balance with Tax Authority:

Refund of Anti-dumping duty amounting **Rs.70,95,953/-** pertains to financial year 2017-18 and purchase cost in that year was reduced to this effect.

2.10 Taxes on income (IND AS 12)

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, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

For the purpose of quantifying deferred tax amount as on Balance Sheet date deferred tax is recognised on timing differences being difference between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

2.11 Cash flow statement (IND AS 7)

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



Note on Financial Statements **For the year ended 31st March, 2019**

(All amounts are in Rupees, unless otherwise stated)

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

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.13 Foreign Currency Transaction (IND AS 21)

Foreign currency transaction are accounted at the rates prevailing on the date of transaction. The exchange rate differences (if any) arising out of such transaction are appropriately dealt in the financial statement in accordance with the applicable accounting standards.

2.14 Borrowing Cost (IND AS 23)

Borrowing cost directly related to the acquisition or construction of an asset is capitalized as part of the cost of the asset. Other borrowing costs are charged to the profit & loss account.

2.15 Provisions and Contingencies (IND AS 37)

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



NANDINI

TEXCOM (INDIA) LIMITED

CIN: L65N10GJ1994PLC021165

Note on Financial Statements

For the year ended 31st March, 2019

(All amounts are in Rupees, unless otherwise stated)

3 Share Capital	31.03.2019	31.03.2018
Authorised Share Capital		
55,00,000 equity shares of Rs 10/- each (Previous year 55,00,000 equity shares of Rs 10/- each)	5,50,00,000	5,50,00,000
Issued, Subscribed & Paid-up Capital		
50,00,100 equity shares of Rs 10/each, fully paid up (Previous year 50,00,100 equity shares of Rs 10/- each)	5,00,01,000	5,00,01,000
	5,00,01,000	5,00,01,000

* Disclosure pursuant to Note 6(A)(g) of Part I of Schedule VI to the Companies Act, 2013 (if more than 5%)

There is no single share holder holding more than 5% share of company.

4 Reserves and Surplus	31.03.2019	31.03.2018
a. Profit and Loss Account		
Opening Balance as on 01.04.2018	1,54,03,681	85,25,917
Add: Profit/(Loss) during the year	27,58,973	68,77,764
Less: Retainment Reserve	-	-
	1,81,62,654	1,54,03,681
b. Shree Ganeshji Maharaj	6	6
c. Special Reserve fund	1,26,000	1,26,000
(a+b+c)	1,82,88,660	1,55,29,687

5 Long-Term Borrowings	Secured		Unsecured	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018
1 From Banks :				
From Yes Bank	7,89,700	-	-	-
2 From Related Parties				
From Directors and Relatives	-	-	19,82,138	92,94,880
From Corporate bodies	-	-	-	-
Total	7,89,700	-	19,82,138	92,94,880

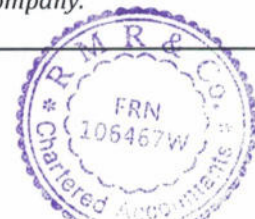
Note on Long Term Borrowing :

1 Loan from **Yes Bank** is secured against Honda Car purchased by the company during the financial year.

6 Short-Term Borrowings	Secured		Unsecured	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018
1 Loans repayable on demand				
From banks :				
Kotak Mahindra Bank	2,95,24,141	1,99,02,227	-	-
(Cash Credit Facility)				
Total	2,95,24,141	1,99,02,227	-	-

Note on Short Term Borrowing :

1 Cash credit facility from **KOTAK MAHINDRA BANK LTD** is secured againsts Stock in trade and Books debts of the company. Collateral security and guaranty is given by directors of the company.



Note on Financial Statements

For the year ended 31st March, 2019

(All amounts are in Rupees, unless otherwise stated)

2 General Note on above Short -term borrowings

There is no continuing default as on the balance sheet date in repayment of loans and interest

7 Trade Payables	31.03.2019	31.03.2018
a. Creditors for Goods	9,85,979	40,83,414
b. Creditors for Expenses	36,75,831	35,59,719
	46,61,810	76,43,133

8 Other Current Liabilities	31.03.2019	31.03.2018
a. Current Liability	5,32,709	5,86,136
	5,32,709	5,86,136

9 Short Term Provisions	31.03.2019	31.03.2018
a. For Expenses	1,353	1,462
b. Income Tax	11,46,090	35,08,004
	11,47,443	35,09,466

11 Deferred Tax as per AS 22	Current year as on 31.03.2019			
	Particulars	Amount	Rate of Tax	Net effect
A) Deferred Tax Liability/(Asset) :				
Depreciation Difference	(37,025)		30.90%	(11,441)
Others				
Net Deferred Tax Liability/(Asset)			(A-B)	(11,441)

Opening balance of Defferred Tax Liability/(Asset)	(1,40,668)
Add : Net Deferred Tax Liability/(Asset) for the year	(11,441)
Balance carry forward to balance sheet	(1,52,109)

12 Inventories (Certified by the management)

Particulars	31.03.2019		31.03.2018	
	Qty (Kg)	Amount	Qty (Kg)	Amount
a. Stock in trade Yarn	1,71,221	3,84,98,629	1,35,071	4,45,68,270
	1,71,221	3,84,98,629	1,35,071	4,45,68,270

Note: Cash credit borrowings are secured by hypothecation of Stock.



NANDINI

TEXCOM (INDIA) LIMITED

CIN: L65N10GJ1994PLC021165

Note on Financial Statements

For the year ended 31st March, 2019

(All amounts are in Rupees, unless otherwise stated)

13 Trade Receivables	31.03.2019	31.03.2018
(a) Outstanding for a period less than six months from the date they are due for payment	4,68,98,438	3,96,79,155
(b) Outstanding for a period exceeding six months from the date they are due for payment	-	-
<i>Unsecured, considered good</i>	-	-
	4,68,98,438	3,96,79,155
Less: Provision for doubtful debts	-	-
	4,68,98,438	3,96,79,155

Note : Cash credit borrowings are secured by hypothecation of Book debts of company.

14 Cash and cash equivalents	31.03.2019	31.03.2018
a. Balances with banks;	-	-
b. Cheques, drafts on hand;	-	-
c. Cash on hand;	1,49,684	25,394
d. Others (specify nature).	-	-
	1,49,684	25,394

15 Short-term loans and advances	31.03.2019	31.03.2018
<i>Unsecured, considered good</i>		
a. Advance to Related Parties	-	31,500
b. Balance with Tax Authority	1,23,55,015	1,46,64,360
c. Advances to Supplier	69,45,761	65,02,225
d. Prepaid Insurance	29,498	8,873
e. Other Advances	49,980	15,000
	1,93,80,254	2,12,21,958
Less: Provision for doubtful debts	-	-
	1,93,80,254	2,12,21,958



Note on Financial Statements

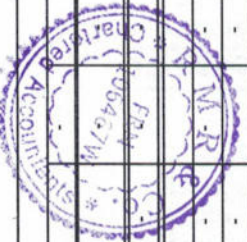
For the year ended 31st March, 2019

(All amounts are in Rupees, unless otherwise stated)

NOTES ON ACCOUNTS :- 10

FIXED ASSET

Sr. Particulars No.	Dep. Rate in %	Cost as on 01.04.2018	Gross Block			Depreciation Block				Net Block					
			Additions During the year	Deletions during the year	Total as on 31.03.2019	Upto 01.04.2018	Additions During the year	Deletions during the year	Residual Value Adjustment	Residual Value Adjustment	Total as on 31.03.2019	WDV as on 31.03.2019	WDV as on 31.03.2018		
(i) Tangible assets															
Vehicles															
Hero Bike	9.50%	-	51,500	-	51,500	-	255	-	-	255	-	51,245	-	-	
Car-Honda	11.88%	-	12,83,969	-	12,83,969	-	63,940	-	-	63,940	-	12,20,029	-	-	
Car - Audi	21.35%	29,19,507	-	29,19,507	26,42,144	1,31,388	-	-	-	27,73,532	-	1,45,975	2,77,363	-	
Car - Hyundai	12.51%	3,45,000	-	3,45,000	1,79,590	41,418	-	-	-	2,21,008	-	1,23,992	1,65,410	-	
												15,41,241			
Office Equipment															
Air Condition1	0.00%	2,52,726	-	2,52,726	2,40,090	-	-	-	-	2,40,090	-	12,636	12,636	-	
Air Condition2	0.00%	20,399	-	20,399	19,379	-	-	-	-	19,379	-	1,020	1,020	-	
Air Condition3	19.00%	1,59,000	-	1,59,000	35,259	30,210	-	-	-	65,469	-	93,531	1,23,741	-	
Air Condition4	19.00%	38,000	-	38,000	8,407	7,220	-	-	-	15,627	-	22,373	29,593	-	
		35,000	-	35,000	6,213	6,650	-	-	-	12,863	-	22,137	28,787	-	
												1,51,697			
Mobile	19.00%	12,500	-	12,500	7,633	2,375	-	-	-	10,008	-	2,492	4,867	-	
Mobile 2-I phone	19.00%	55,000	-	55,000	14,888	10,450	-	-	-	25,338	-	29,662	40,112	-	
Mobile 3	19.00%	5,000	-	5,000	1,429	950	-	-	-	2,379	-	2,621	3,571	-	
Mobile 4	19.00%	7,858	-	7,858	855	1,493	-	-	-	2,348	-	5,510	7,003	-	
Mobile 5	19.00%		39,786	39,786	-	3,479	-	-	-	3,479	-	36,307	36,307	-	
												76,592			
Television	19.00%	21,565	-	21,565	4,546	4,097	-	-	-	8,643	-	12,922	17,019	-	
Water Container	19.00%	9,630	-	9,630	2,031	1,830	-	-	-	3,861	-	5,769	7,599	-	
Computers															
Apple Desktop	31.67%	1,64,501	-	1,64,501	57,806	52,097	-	-	-	1,09,903	-	54,598	1,06,695	-	
Computer1	0.00%	36,999	-	36,999	35,149	-	-	-	-	35,149	-	1,850	1,850	-	
Computer2	0.00%	5,055	-	5,055	4,802	-	-	-	-	4,802	-	253	253	-	
Computer3	0.00%	36,791	-	36,791	34,951	-	-	-	-	34,951	-	1,840	1,840	-	
Computer4	46.09%	34,500	-	34,500	32,775	-	-	-	-	32,775	-	1,725	1,725	-	
												60,266			
Total		41,59,031	13,75,255	55,34,286	33,27,947	3,57,852	-	-	-	36,85,799	-	18,48,487	8,31,084	-	
Total current Year (I+II+III+IV)		41,59,031	13,75,255	55,34,286	33,27,947	3,57,852	-	-	-	36,85,799	-	18,48,487	8,31,084	-	
Total Previous Year		41,16,173	42,858	41,59,031	27,64,633	5,63,314	-	-	-	33,27,947	-	8,31,084	13,51,540	-	



Note on Financial Statements

For the year ended 31st March, 2019

(All amounts are in Rupees, unless otherwise stated)

16 Revenue from Operations (Sale of Products excluding GST)

Particulars	31.03.2019		31.03.2018	
	Qty (In Kg)	Amount	Qty (In Kg)	Amount
Yarn	12,28,929	46,19,34,965	12,40,324	47,44,87,234
Total	12,28,929	46,19,34,965	12,40,324	47,44,87,234

17 Other Income

	31.03.2019	31.03.2018
Interest income	-	1,06,582
Sundry Balances Written Off	73,000	-
Claim & Rate difference received	13,52,101	10,33,623
	14,25,101	11,40,205

18 Purchases of Stock in Trade

Particulars	31.03.2019		31.03.2018	
	Qty (In Kg)	Amount	Qty (In Kg)	Amount
Purchase during year				
Yarn	12,65,079	41,45,38,355	13,33,419	42,99,00,624
Direct expenses				
Custom Duty	-	1,56,37,748	-	3,24,16,473
Clearing & Frowarding Ex	-	33,01,298	-	63,16,654
Total cost	12,65,079	43,34,77,401	13,33,419	46,86,33,751

Discloser in respect of Foreign Exchange Transaction for above point.

	Particulars	Amount in Rs.	Amount in \$
a.	Value of Import of Goods/service for the current year	28,16,29,952	40,09,539

Note:1 Disclosure in respect of related parties for above trade receivables

Particulars	Amount	
	31.03.2019	31.03.2018
Firm in which director is a partner	-	-
Private company in which director is a member	15,06,798	-
Total	15,06,798	-

19 Changes in inventories of finished goods, work in progress and Stock-in-Trade

Particulars	31.03.2019		31.03.2018	
	Qty (In Kg)	Amount	Qty (In Kg)	Amount
(A) Opening Stock				
Yarn	1,35,071	4,45,68,270	41,976	1,57,30,251
Total	1,35,071	4,45,68,270	41,976	1,57,30,251



NANDINI

TEXCOM (INDIA) LIMITED

CIN: L65N10GJ1994PLC021165

Note on Financial Statements

For the year ended 31st March, 2019

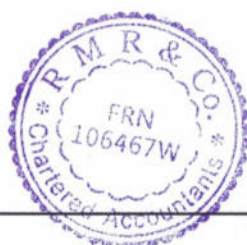
(All amounts are in Rupees, unless otherwise stated)

(B) Closing Stock				
Yarn	1,71,221	3,84,98,629	1,35,071	4,45,68,270
Total	1,71,221	3,84,98,629	1,35,071	4,45,68,270
A-B		60,69,641		(2,88,38,019)

20 Employee benefits expense	31.03.2019	31.03.2018
Salaries	16,10,794	12,97,486
	<u>16,10,794</u>	<u>12,97,486</u>

21 Finance Costs	31.03.2019	31.03.2018
Bank Charges & Processing Charge	2,01,604	3,07,863
Interest Paid	38,97,788	57,57,672
	<u>40,99,392</u>	<u>60,65,535</u>

22 Other expenses	31.03.2019	31.03.2018
Administrative Expenses		
Auditor Remuneration	95,000	-
Directors Remuneration	59,53,884	56,17,715
Commission and Brokerage	25,72,134	45,17,601
Conveyance Expense	1,85,728	1,85,202
Insurance Expenses	57,648	47,743
Interest on Income Tax/TDS	2,00,896	3,943
Legal & Professional Charges	3,16,849	7,24,260
Donation	3,03,000	35,000
Miscellaneous Expenses	42,002	65,334
Processing Fees-Listing Exp	55,000	7,51,350
Telephone Expenses	35,265	50,401
Office Rent	9,00,000	9,00,000
Office Expenses	94,550	81,616
Rates and taxes, excluding tax on Income	27,260	93,404
Repair & Maintenance Exp	2,14,816	2,69,000
Travelling expenses	1,87,394	3,98,827
Written Off	-	11,44,910
Selling Expenses		
Sales Promotion Expenses	2,26,544	58,058
Cartage Expenses	9,56,654	8,82,380
Freight	14,26,739	17,83,569
	<u>1,38,51,364</u>	<u>1,76,10,313</u>



NANDINI

TEXCOM (INDIA) LIMITED

CIN: L65N10GJ1994PLC021165

Note on Financial Statements

For the year ended 31st March, 2019

(All amounts are in Rupees, unless otherwise stated)

General Note on above

a. Auditor Remuneration :

Particulars	31.03.2019	31.03.2018
For Audit Fees	45,000	-
For Taxation Matters	45,000	-
For Other Services	5,000	-
Total	95,000	-

b. Director Remuneration :

The Remuneration paid / payable U/S 197 of the Companies Act for the year ended 31/03/2019

Name of directors	Basic pay	Sitting fees	Total
Ashok Tekriwal	36,00,000	-	36,00,000
Poonamdevi Tekriwal	19,20,000	-	19,20,000
Total	55,20,000	-	55,20,000

c. Rent paid to related party:

Name	Nature of payment	Relation	Amount
Poonamdevi Tekriwal	Office Rent	Director	9,00,000
Total			9,00,000

As per our Report of even date Annexed

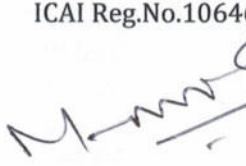

For R M R & CO.

Chartered Accountants

ICAI Reg.No.106467W

For and on behalf of the Board of Directors

NANDINI TEXCOM (INDIA) LIMITED

CA M. M. Modani

Partner

Membership No. 043384

Place : Surat

Date : 23rd May, 2019

UDIN : 19043384AAAAAD1275



Ashok Kumar Tekriwal

Director

DIN:00086179



Poonamdevi Tekriwal

Director

DIN: 00086114

NANDINI

TEXCOM (INDIA) LIMITED

CIN: L65N10GJ1994PLC021165

SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS ON 31st March, 2019 AND PROFIT AND LOSS A/C. FOR THE YEAR ENDING ON 31st March, 2019.

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I REGISTRATION DETAILS

Registration No. : U65910GJ1994PLC021165

State Code:

4

Balance Sheet dated 31st March, 2019

II CAPITAL RAISED

Public Issue

Rights Issue

Bonus Issue

Private Placement

III POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS

Total Liabilities

10,69,27,601

Total Assets

10,69,27,601

EQUITY AND LIABILITIES

Shareholder's funds

6,82,89,660

Share application money

Non-current liabilities

27,71,838

Current Liabilities

3,58,66,103

Deffered Tax Liability

ASSETS

Non-current assets

20,00,596

Current assets

10,49,27,005

IV PERFORMANCE OF COMPANY

Total Income

46,33,60,066

Total Expenditure

45,94,66,444

Profit/(Loss) Before Tax

38,93,622

Profit/(Loss) After Tax

27,58,973

Earnings Per Share in Rs.

0.55

Dividend Rate %

V GENERIC NAMES OF PRINCIPAL PRODUCTS/ SERVICES OF THE COMPANY

Item Code No.

HSN : 54033100

Product Description

Yarn

As per our Report of even date Annexed

For R M R & CO.

Chartered Accountants

ICAI Reg.No.106467W

CA M. M. Modani

Partner

Membership No. 043384

Place : Surat

Date : 23rd May, 2019

UDIN : 19043384AAAAAD1275



For and on behalf of the Board of Directors

NANDINI TEXCOM (INDIA) LIMITED

Ashok Kumar Tekriwal

Ashokkumar Tekriwal

Director

DIN:00086179

Poonam Tekriwal

Poonamdevi Tekriwal

Director

DIN: 00086114

|| Shree Ganeshaya Namah ||
NANDINI TEXCOM (INDIA) LIMITED
 CIN: L65910GJ1994PLC021165

Reg. Office: B-304, International Commerce Center, Near Kadiwala School, Ring Road, Surat-395002.

[Tel:0261-4004596](tel:0261-4004596) Email: nandinitexcom@hotmail.com, website: nandinitex.com

Annexure E

Ballot Paper/Poll Paper

Name of the first named Shareholder (In Block Letters)	
Postal address	
Registered Folio No. / *Client ID No./DP ID	
Class of Share	Equity Shares

I/ We hereby exercise my/ our vote in respect of the following resolution(s) as set out in the Notice of Annual General Meeting (AGM) of Company held on Thursday, 26th September 2019, at 4:00 P.M. at Registered Office of the Company, by recording my/ our assent and/ or dissent to the said Resolution(s) in the following manner:

No. & Nature of Resolution	Resolution	No. of Equity Shares held	I assent to the resolution (For)*	I dissent from the resolution (Against)*
ORDINARY BUSINESS				
1 (Ordinary Resolution)	To consider and adopt the Audited Financial Statement for the financial year ended on 31st March, 2019, the report of Board of Directors and Auditor Report thereon.			
2 (Ordinary Resolution)	Mrs. Poonamdevi A. Tekriwal (DIN 00086114), who retires by rotation, and being eligible, offer herself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.			
3 (Ordinary Resolution)	Appointment of M/s. R M R & Co. (FRN 106467W), Chartered Accountant, appointed for Five years from 26 th September, 2019 till the conclusion of Annual General Meeting to be held for the financial year 2023-2024, subject to approval by shareholders in their meeting, on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditor."			
SPECIAL BUSINESS				
4 (Special Resolution)	Ms. Shruti Kedia (DIN: 08295863) was appointed as Additional Director (non executive) on board meeting held on 17 th December, 2018. Now we would like to change her designation and want to appoint her as Independent Director of the Company as her term as Additional Director (non			

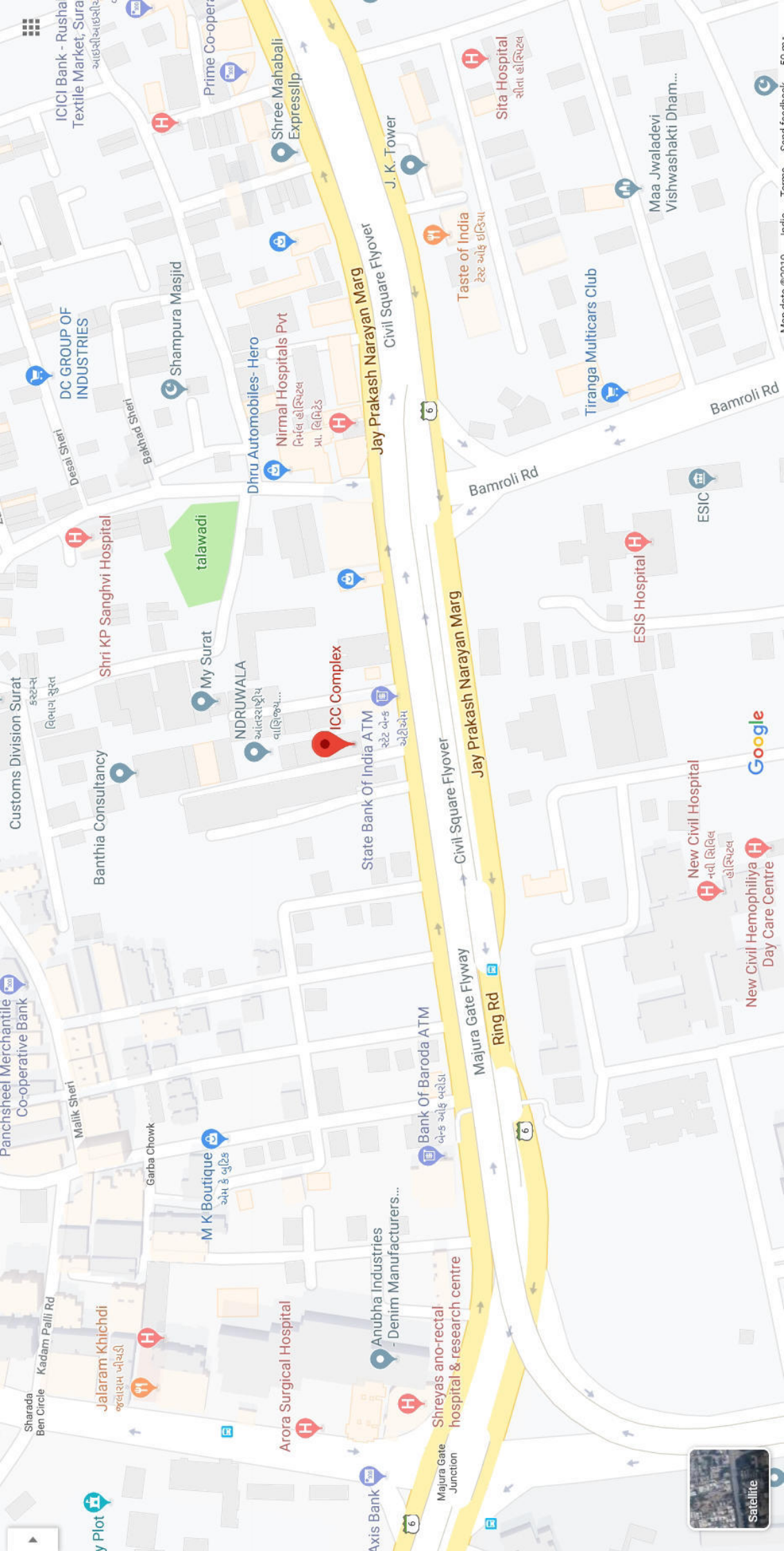
	executive) is going to expire on upcoming Annual General Meeting i.e. 26 th September, 2019, subject to approval by shareholders in their meeting.			
--	---	--	--	--

*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case the shareholder/ proxy wishes his/ her vote to be used differently, he/ she should indicate the number of shares under the columns 'For' and/or 'Against'.

Date:-

Place:-

(Signature of the shareholder*)



ICICI Bank - Rusha
Textile Market, Sura

DC GROUP OF
INDUSTRIES

Shri KP Sanghvi Hospital

Banthia Consultancy

Panchsheel Merchantile
Co-operative Bank

Jalaram Khichdi

Axis Bank

Prime Co-oper

Shampura Masjid

talawadi

NDRUWALA

M K Boutique

Arora Surgical Hospital

Axis Bank

Shree Mahabali
Expresslip

Dhru Automobiles- Hero

Nirmal Hospitals Pvt

ICC Complex

Bank of Baroda ATM

Anubha Industries
- Denim Manufacturers...

Axis Bank

J. K. Tower

Jay Prakash Narayan Marg

State Bank of India ATM

Civil Square Flyover

Bank of Baroda ATM

Shreyas ano-rectal
hospital & research centre

Axis Bank

Taste of India

Tiranga Multicars Club

ESIS Hospital

New Civil Hospital

New Civil Hemophiliya
Day Care Centre

Shreyas ano-rectal
hospital & research centre

Axis Bank

Sita Hospital

Maa Jwaladevi
Vishwashakti Dham...

ESIC

New Civil Hospital

New Civil Hemophiliya
Day Care Centre

Shreyas ano-rectal
hospital & research centre

Axis Bank

Tiranga Multicars Club

Maa Jwaladevi
Vishwashakti Dham...

ESIS Hospital

New Civil Hospital

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