

NANDINI TEXCOM (INDIA) LIMITED

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

Audited Financial Statement

For A.Y. 2017-18

(F.Y. 2016-17)



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: 0261-6547538, 3222585

Form No. MGT-9**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31.03.2017

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

I. REGISTRATION AND OTHER DETAILS:						
i. CIN	U65910GJ1994PLC021165					
ii. Registration Date	31/01/1994					
iii. Name of the Company	Nandini Texcom (India) Limited					
iv. Category / Sub-Category of the Company	Company Limited By Shares / Indian Non Government Company					
v. Address of the Registered office and contact details	B-304, International Commerce Center, Near Kadiwala School, Ring Road, Surat-395002					
vi. Whether listed company	Unlisted Company					
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	N.A.					
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			
01	Yarn	9988	100%			
III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -						
Sr. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% Of Shares Held	Applicable Section	
N.A.						
IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)						
i) Category-wise Share Holding						
(The columns for demat and total have been omitted since company has not availed facility for demat of shares)						
Category of Shareholders		No. of Shares held at the beginning of the year		No. of Shares held at the end of the year		% Change During the year
		Total equity share	% of Total Shares	Total equity share	% of Total Shares	
A. Promoters						
(1) Indian						
a)	Individual/ HUF	1485540	29.71	1485540	29.71	0.00
b)	Central Govt.	-	-	-	-	-
c)	State Govt.(s)	-	-	-	-	-
d)	Bodies Corp.	-	-	-	-	-

e)	Banks / FI	-	-	-	-	-
f)	Any other	-	-	-	-	-
Sub- Total (A) (1):-		1485540	29.71	1485540	29.71	0.00
(2) Foreign						
a)	NRIs- Individual	-	-	-	-	-
b)	Other- Individuals	-	-	-	-	-
c)	Bodies Corp.	-	-	-	-	-
d)	Banks/FI	-	-	-	-	-
e)	Any Other	-	-	-	-	-
Sub-Total (A) (2):-		-	-	-	-	-
Total Shareholding of Promoters (A)= (A)(1)+(A)(2)		1485540	29.71	1485540	29.71	0.00
B. Public Shareholding						
(1) Institutions						
a)	Mutual Funds	-	-	-	-	-
b)	Banks / FI	-	-	-	-	-
c)	Central Govt	-	-	-	-	-
d)	State Govt(s)	-	-	-	-	-
e)	Venture Capital Funds	-	-	-	-	-
f)	Insurance Companies	-	-	-	-	-
g)	FII's	-	-	-	-	-
h)	Foreign Venture Capital Funds	-	-	-	-	-
i)	Others (specify)	-	-	-	-	-
Sub-Total (B)(1):-		-	-	-	-	-
(2) Non-Institutions						
a)	Bodies Corp	-	-	-	-	-
i.	Indian	-	-	-	-	-
ii.	Overseas	-	-	-	-	-
b)	Individuals	-	-	-	-	-
i.	Individual shareholders holding nominal share capital upto Rs. 1 lakh					
ii.	Individual shareholders holding nominal share capital in excess of Rs 1 lakh					
c)	Others (specify)	-	-	-	-	-
Sub-Total (B) (2):-		-	-	-	-	-

Total Public Shareholding (B)= (B)(1)+ (B)(2)		-	-	-	-	-
C.	Shares Held By Custodian For GDRs & ADRs	-	-	-	-	-
Grand Total (A+B+C)		5000100	100.00	5000100	100.00	5000100

ii) Shareholding of Promoter-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledge d / encum bered to total shares	No. of Shares	% of total Share s of the compa ny	% of Shares Pledge d / encum bered to total shares	
1	Ashok Tekriwal	125000	2.50	-	125000	2.50	-	0.00
2	Manoramidevi	125000	2.50	-	125000	2.50	-	0.00
3	Punam Tekriwal	125000	2.50	-	125000	2.50	-	0.00
4	Durga Prasad Sharma	124200	2.48	-	124200	2.48	-	0.00
5	Devendra Kumar Sharma	125000	2.50	-	125000	2.50	-	0.00
6	Sudip Sharma	125000	2.50	-	125000	2.50	-	0.00
7	Ajay Ramnath Kedia	125000	2.50	-	125000	2.50	-	0.00
8	Rajesh Ramnath Kedia	125000	2.50	-	125000	2.50	-	0.00
9	Manju Rajesh Kedia	125000	2.50	-	125000	2.50	-	0.00
10	Umesh Ramnath Kedia	120800	2.42	-	120800	2.42	-	0.00
11	Satyabhama Devi	123540	2.47	-	123540	2.47	-	0.00
12	BirendraKumar Gopal Prasad Agarwal	117000	2.34	-	117000	2.34	-	0.00
TOTAL		1485540	29.71	-	1485540	29.71	-	0.00

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	There is No Change in Promoter Shareholding During the Year.				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase /Decrease in Share holding during the year	NIL	NIL	NIL	NIL

	At the End of the year	NIL	NIL	NIL	NIL
iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):					
Sr. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
01	Alpesh Vishnubhi Bhujade				
	At the beginning of the year	50000	0.99	50000	0.99
	Date wise Increase /Decrease in Share holding during the year	NIL	NIL	NIL	NIL
	At the End of the year	50000	0.99	50000	0.99
02	Asha Manoj Parashar				
	At the beginning of the year	50000	0.99	50000	0.99
	Date wise Increase /Decrease in Share holding during the year	NIL	NIL	NIL	NIL
	At the End of the year	50000	0.99	50000	0.99
03	Ashish Ramanlal Vaidya				
	At the beginning of the year	50000	0.99	50000	0.99
	Date wise Increase /Decrease in Share holding during the year	NIL	NIL	NIL	NIL
	At the End of the year	50000	0.99	50000	0.99
04	Ashokkumar Guhi Thakur				
	At the beginning of the year	50000	0.99	50000	0.99
	Date wise Increase /Decrease in Share holding during the year	NIL	NIL	NIL	NIL
	At the End of the year	50000	0.99	50000	0.99
05	Babusingh Preamsingh Rajput				
	At the beginning of the year	50000	0.99	50000	0.99
	Date wise Increase /Decrease in Share holding during the year	NIL	NIL	NIL	NIL
	At the End of the year	50000	0.99	50000	0.99
06	Dalsukhbhai J Rupapara				
	At the beginning of the year	50000	0.99	50000	0.99
	Date wise Increase /Decrease in Share holding during the year	NIL	NIL	NIL	NIL
	At the End of the year	50000	0.99	50000	0.99
07	Dashrath L Sirale				
	At the beginning of the year	50000	0.99	50000	0.99
	Date wise Increase /Decrease in	NIL	NIL	NIL	NIL

	Share holding during the year				
	At the End of the year	50000	0.99	50000	0.99
08	Devli Bai H Chadana				
	At the beginning of the year	50000	0.99	50000	0.99
	Date wise Increase /Decrease in Share holding during the year	NIL	NIL	NIL	NIL
	At the End of the year	50000	0.99	50000	0.99
09	Dhansingh Madansingh				
	At the beginning of the year	50000	0.99	50000	0.99
	Date wise Increase /Decrease in Share holding during the year	NIL	NIL	NIL	NIL
	At the End of the year	50000	0.99	50000	0.99
10	Dilip Kumar Sah				
	At the beginning of the year	50000	0.99	50000	0.99
	Date wise Increase /Decrease in Share holding during the year	NIL	NIL	NIL	NIL
	At the End of the year	50000	0.99	50000	0.99
11	Ghanshyam Jaibhagwan				
	At the beginning of the year	50000	0.99	50000	0.99
	Date wise Increase /Decrease in Share holding during the year	NIL	NIL	NIL	NIL
	At the End of the year	50000	0.99	50000	0.99

V) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
01	Rameshkumar G. Sonthalia				
	At the beginning of the year	00	00	00	00
	Date wise Increase /Decrease in Share holding during the year	NIL	NIL	NIL	NIL
	At the End of the year	00	00	00	00
02	Durgaprasad Sharma				
	At the beginning of the year	124200	2.48	124200	2.48
	Date wise Increase /Decrease in Share holding during the year	NIL	NIL	NIL	NIL
	At the End of the year	124200	2.48	124200	2.48
03	Birendra Agrawal				
	At the beginning of the e year	117000	2.34	117000	2.34

	Date wise Increase /Decrease in Share holding during the year	NIL	NIL	NIL	NIL
	At the End of the year	117000	2.34	117000	2.34
04	Poonamdevi Ashokkumar Tekriwal				
	At the beginning of the year	125000	2.50	125000	2.50
	Date wise Increase /Decrease in Share holding during the year	NIL	NIL	NIL	NIL
	At the End of the year	125000	2.50	125000	2.50
05	Ashokkumar Tekriwal				
	At the beginning of the year	125000	2.50	125000	2.50
	Date wise Increase /Decrease in Share holding during the year	NIL	NIL	NIL	NIL
	At the End of the year	125000	2.50	125000	2.50

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	22157857	10219000	NIL	46651442
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i + ii + iii)	22157857	10219000	NIL	46651442
Change in Indebtedness during the financial year				
* Addition	27269438	NIL	NIL	27269438
* Reduction	NIL	2360000	NIL	2360000
Net Change	27269438	2360000	NIL	26629438
Indebtedness at the end of the financial year				
i) Principal Amount	49427295	7859000	NIL	57286295
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i + ii + iii)	49427295	7859000	NIL	57286295

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/WTM/ Manager		Total Amount
		Ashokkumar Tekriwal	Poonamdevi Ashokkumar Tekriwal	

1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2400000	1320000	3720000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL
	Total (A)	2400000	1320000	3720000
	Ceiling as per the Act	N.A.	N.A.	N.A.

B. Remuneration to other directors:

Sr. No	Particulars of Remuneration	Name of Directors			Total Amount
	3. Independent Directors				
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL
	4. Other Non-Executive Directors				
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL
	Others, please specify- Remuneration	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.

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

S. N	Particulars of Remuneration	Key Managerial Personnel			Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL

	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission				
	- as % of profit	NIL	NIL	NIL	NIL
	- Others, specify...	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

By order of Board of Directors
For Nandini Texcom (India) Limited

Place: Surat
Date: 22/08/2017

Punam Tekriwal
Poonamdevi
Tekriwal
(DIN: 00086114)
Managing Director

Ashok Tekriwal
Ashokkumar
Tekriwal
(DIN: 00086179)
Managing Director

Durgaprasad
Sharma
(DIN:00085942)
Director

Birendra Agrawal
(DIN:00085882)
Director



R M R & Co.

Chartered Accountants

INDEPEDENT AUDITORS REPORT

To, The Members of NANDINI TEXCOM (INDIA) LIMITED

Report on the Financial Statements

We have audited the financial statements of NANDINI TEXCOM (INDIA) LIMITED which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and loss account and Cash Flow Statement for the year ended and a summary of significant accounting policy and other explanatory information.

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 and presentation of the 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. 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, 2017.



INDEPEDENT AUDITORS REPORT

(b) in the case of the Statement of Profit and Loss Account, of the profit for the period 31st March, 2017 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:

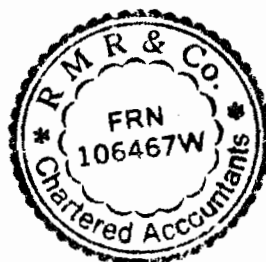
- (i) we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (ii) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of such books;
- (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 Balance Sheet and Profit and Loss Account 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, 2017, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2017 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 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
 - (d) Company had provided requisites disclosure in financial statement as to holding as well as dealing in specified Bank Notes during the period from 8th November 2016 to 30th December 2016. These are in accordance with the books of accounts maintained by the company.

As per our Report of even date

For R M R & CO.

Chartered Accountants

ICAI Reg.No.106467W



CA M. M. Modani

Partner

Membership No. 043384

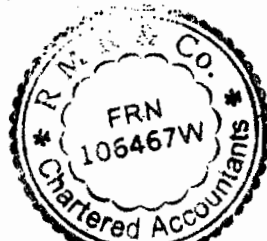
Place : Surat

Date : 22nd August, 2017

INDEPENDENT AUDITOR'S REPORT

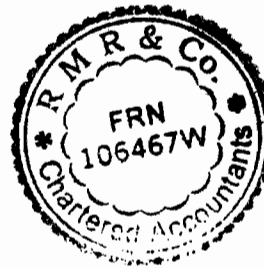
ANNEXURE REFERRED TO IN PARAGRAPH 1 OF EVEN DATE UNDER THE HEADING "REPORT ON THEIR LEGAL AND REGULATORY REQUIREMENT" OF OUR REPORT TO THE MEMBERS OF NANDINI TEXCOM (INDIA) LIMITED FOR THE YEAR ENDED ON 31st March, 2017.

- (i) In respect of fixed assets:
 - a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - b) These fixed assets have been physically verified by the management at reasonable intervals there was no Material discrepancies were noticed on such verification.
 - c) Total Assets of company includes Immovable property also and the title deeds of immovable properties are held in the name of the company.
- (ii) Physical verification of inventory has been conducted at reasonable intervals by the management and there is no material discrepancies were noticed.
- (iii) 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.
- (iv) 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) 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) Dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have been deposited on time there is no dispute is pending on the part of company.
- (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.

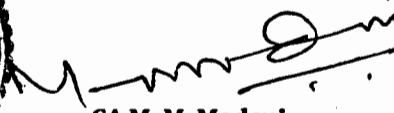


- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards;
- (xiv) The company hasn't made any preferential 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-IA of the Reserve Bank of India Act, 1934.

Place : Surat
Date : 22nd August, 2017



As per our Report of even date
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 31st March, 2017 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

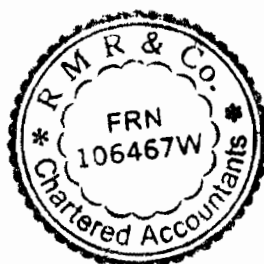
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial 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.

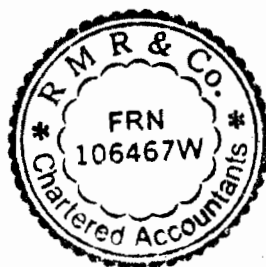
Inherent Limitations of Internal Financial Controls over Financial Reporting

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.

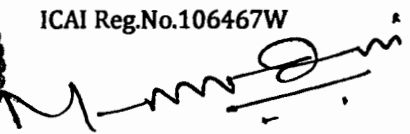
Opinion

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 2017, 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 : 22nd August, 2017



For and on behalf of
For R M R & CO.
Chartered Accountants
ICAI Reg.No.106467W


CA M. M. Modani
Partner
Membership No. 043384

NANDINI TEXCOM (INDIA) LIMITED

Balance Sheet

Aa at 31st March, 2017

(All amounts are in Rupees, unless otherwise stated)

EQUITY AND LIABILITIES :	Note	31.03.2017	31.03.2016
Shareholder's funds			
Share Capital	3	5,00,01,000	5,00,01,000
Reserves and Surplus	4	86,51,923	72,22,052
Money received against share warrants		-	-
Share application money pending allotment		-	-
Non- current liabilities			
Long-term borrowings	5	78,59,000	1,02,19,000
Deferred Tax liabilities (Net)	6	-	7,671
Other Long term liabilities		-	-
Long-term Provisions		-	-
Current Liabilities			
Short term borrowings	7	4,94,27,295	2,21,57,857
Trade payables	8	27,98,336	10,20,209
Other current liabilities	9	19,17,097	19,08,895
Short term provisions	10	7,96,889	7,79,645
GRAND TOTAL		12,14,51,540	9,33,16,329
ASSETS :			
Non-current assets			
Fixed assets			
Tangible assets	11	13,51,540	13,66,302
Intangible assets		-	-
Capital work-in-progress		-	-
Intangible assets under development		-	-
Non-current investments			
Deferred tax assets (net)		49,959	-
Long-term loans and advances	12	11,44,910	11,44,910
Other non-current assets		-	-
Current assets			
Current investments		-	-
Inventories	13	1,57,30,251	1,18,02,728
Trade receivables	14	9,50,77,478	6,48,37,552
Cash and Cash equivalents	15	62,400	36,449
Short-term loans and advances	16	80,35,002	1,41,28,388
Other current assets		-	-
GRAND TOTAL		12,14,51,540	9,33,16,329

Summary of significant accounting policies 2

The accompanying notes 1 to 23 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

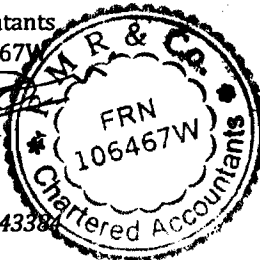
CA M. M. Modani

Partner

Membership No. 04338

Place : Surat

Date : 22nd August, 2017



Ashok Kumar Tekriwal

Director

DIN:00086179

Poonam Tekriwal

Poonamdevi Tekriwal

Director

DIN: 00086114

NANDINI TEXCOM (INDIA) LIMITED

Cash Flow Statement

For the year ended 31st March, 2017

(All amounts are in Rupees, unless otherwise stated)

Cash Flows from operating activities	31.03.2017	31.03.2016
Profit/(loss) after taxes	14,29,870	15,61,704
Adjustments for:		
Reserves	1	-
Depreciation	4,67,458	4,67,475
Deferred tax	(57,630)	(67,665)
Operating profit before working capital changes (a)	18,39,699	19,61,514
Change in current asset		
Current investments	-	-
Inventories	(39,27,523)	60,93,756
Trade receivables	(3,02,39,926)	88,64,033
Short-term loans and advances	60,93,386	3,53,274
	(2,80,74,063)	1,53,11,063
Change in Liabilities		
Short term borrowings	2,72,69,438	(2,08,44,585)
Trade payables	17,78,127	(24,82,416)
Other current liabilities	8,202	(6,51,509)
Short term provisions	17,244	23,048
	2,90,73,011	(2,39,55,462)
Change in working capital (b)	9,98,948	(86,44,399)
Cash generated from operations (a + b)	28,38,647	(66,82,885)
Less : Income tax paid (Net tax refund received)	-	-
Net cash provided by operating activities (A)	28,38,647	(66,82,885)
Cash flows from investing activities		
Purchase of Fixed Asset	(4,52,696)	-
Increase/ Decrease in Investment	-	-
Net cash used in investing activities (B)	(4,52,696)	-
Cash flows from financing activities		
Long-term borrowings received/(paid) during the year	(23,60,000)	65,70,000
Net cash used in financing activities (C)	(23,60,000)	65,70,000
Net increase/(decrease) in cash and cash equivalents (A + B + C)	25,951	(1,12,885)
Cash and cash equivalents at beginning of the year	36,449	1,49,334
Cash and cash equivalents at end of the year	62,400	36,449
Components of cash and cash equivalents		
Cash and Cheques on hand	62,400	36,449
Balances with Scheduled Banks in current account	-	-
Cash and cash equivalents at end of the year (Note 15)	62,400	36,449

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 : 22nd August, 2017

Ashokkumar Tekriwal

Director

DIN:00086179

Poonam Tekriwal,

Poonamdevi Tekriwal

Director

DIN: 00086114

NANDINI TEXCOM (INDIA) LIMITED

Statement of Profit And Loss

For the year ended 31st March, 2017

(All amounts are in Rupees, unless otherwise stated)

Income :	Note	31.03.2017	31.03.2016
Revenue from operations	17	58,58,93,248	62,95,63,371
Other Income	18	6,21,009	15,99,044
Total Revenue		58,65,14,257	63,11,62,415
Expenses :			
Cost of Materials Consumed		-	-
Purchases of Stock in Trade	19	57,19,72,546	60,79,51,894
Changes in inventories of finished goods, WIP and Stock-in- t	20	(39,27,523)	60,93,756
Employee benefits expense	21	12,84,074	11,81,681
Finance Costs	22	60,31,093	48,33,696
Depreciation and amortization expense *	11	4,67,458	4,67,475
Other expense	23	85,19,895	83,63,234
Total Expense		58,43,47,543	62,88,91,736
Profit before exceptional and extraordinary items and tax		21,66,714	22,70,679
Exceptional Items		-	-
Profit before extraordinary items and tax		21,66,714	22,70,679
Extraordinary items		-	-
Profit before tax		21,66,714	22,70,679
Tax expense:			
Current tax		7,94,474	7,76,640
Deferred tax		(57,630)	(67,665)
		7,36,844	7,08,975
Profit/(Loss) for the period from continuing operations		14,29,870	15,61,704
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		14,29,870	15,61,704
Earnings per equity share:			
Basic		0.29	0.31
Diluted		NA	NA

Summary of significant accounting policies

2

The accompanying notes 1 to 23 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 : 22nd August, 2017

Ashok Kumar Tekriwal

Director

DIN:00086179

Poonam Tekriwal

Poonamdevi Tekriwal

Director

DIN: 00086114

NANDINI TEXCOM (INDIA) LIMITED

Note on Financial Statements

For the year ended 31st March, 2017

(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-

Director	Ashokkumar Tekriwal
Director	Poonamdevi Tekriwal
Director	Birendra Agrawal
Director	Durgaprasad Sharma

Companies 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 apporxmately 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 2017 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

The financial statements have been prepared under the historical cost convention, in accordance with Accounting Standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 2013, as adopted consistently by the Company. 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 Accounting Standards 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.

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



NANDINI TEXCOM (INDIA) LIMITED

Note on Financial Statements

For the year ended 31st March, 2017

(All amounts are in Rupees, unless otherwise stated)

2.3 Revenue recognition

Sale of goods

Sales of goods (yarn) are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales exclude excise duty, sales tax and value added tax.

2.4 Inventories

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.

2.5 Fixed asset

Fixed assets are stated at the cost of acquisition and subsequent improvement thereto less accumulated depreciation. The cost of acquisition includes purchase price and taxes, duties, freight and other expenses incurred for bringing the fixed assets to the working condition for its intended use.

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 is accounted on accrual basis.

2.8 Earnings per share

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 Taxes on income

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

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. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.



NANDINI TEXCOM (INDIA) LIMITED

Note on Financial Statements

For the year ended 31st March, 2017

(All amounts are in Rupees, unless otherwise stated)

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.

2.10 Provisions and contingencies

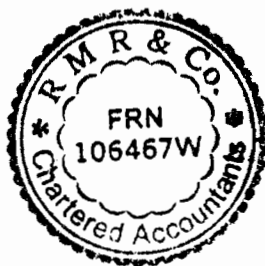
A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. The recovery outstanding listing fees of Rs. 2,64,137/- is outstanding as at 31st March, 2017. The matter is pending with Ahmedabad Stock Exchange Limited.

2.1 Cash flow statement

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.

2.1 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.



NANDINI TEXCOM (INDIA) LIMITED

Note on Financial Statements

For the year ended 31st March, 2017

(All amounts are in Rupees, unless otherwise stated)

3 Share Capital	31.03.2017	31.03.2016
Authorised Share Capital		
55,00,000 equity shares of Rs 10/- each	5,50,00,000	5,50,00,000
(Previous year 55,00,000 equity shares of Rs 10/- each)		
Issued, Subscribed & Paid-up Capital		
50,00,100 equity shares of Rs 10/each, fully paid up	5,00,01,000	5,00,01,000
(Previous year 50,00,100 equity shares of Rs 10/- each)	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 share of company more than 5%.

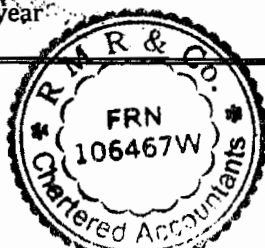
4 Reserves and Surplus	31.03.2017	31.03.2016
a. Profit and Loss Account		
Opening Balance as on 01.04.2016	70,96,047	55,34,344
Add: Profit/(Loss) during the year	14,29,870	15,61,704
Less: Retainment Reserve	-	-
	85,25,917	70,96,047
b. Shree Ganeshji Maharaj	6	5
c. Special Reserve fund	1,26,000	1,26,000
(a+b+c)	86,51,923	72,22,052

5 Long-term borrowings	Secured		Unsecured	
	31.03.2017	31.03.2016	31.03.2017	31.03.2016
1 From banks :				
ICICI Bank	-	-	-	-
2 From related parties				
From Directors and Relatives	-	-	78,59,000	1,02,19,000
From Corporate bodies	-	-	-	-
Total	-	-	78,59,000	1,02,19,000

6 Deferred Tax as per AS 22

Particulars	Current year as on 31.03.2017		
	Amount	Rate of Tax	Net effect
A) Deferred Tax Liability :			
Depreciation Difference	(1,86,505)	30.90%	(57,630)
Others			
B) Deferred Tax Asset :			-
Net Deferred Tax Liability/(Asset)		(A-B)	(57,630)

Opening balance of Deferred Tax Liability/(Asset)	7,671
Add : Net Deferred Tax Liability/(Asset) for the year	(57,630)
Balance carry forward to balance sheet	(49,959)



NANDINI TEXCOM (INDIA) LIMITED

Note on Financial Statements

For the year ended 31st March, 2017

(All amounts are in Rupees, unless otherwise stated)

7 Short term borrowings

Particulars	Secured		Unsecured	
	31.03.2017	31.03.2016	31.03.2017	31.03.2016
1 Loans repayable on demand				
From banks :				
KOTAK MAHINDRA Cash Credit Facility	4,94,27,295	2,21,57,857	-	-
Total	4,94,27,295	2,21,57,857	-	-

Note on Short term borrowing :

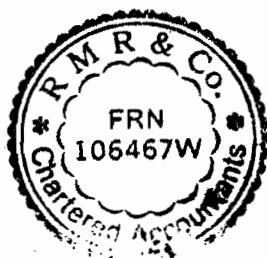
- Cash credit facility from KOTAK MAHINDRA BANK LTD is secured againsts Stock in trade and Books debts of the company. Collateral security and guaranty is given by directors of the company.
- General Note on above Short-term borrowings
There is no continuing default as on the balance sheet date in repayment of loans and interest

8 Trade payables	31.03.2017	31.03.2016
a. Creditors for goods	19,60,845	4,76,257
b. Creditors for expenses	8,37,491	5,43,952
	27,98,336	10,20,209

9 Other Current Liabilities	31.03.2017	31.03.2016
a. Current liability	19,17,097	19,08,895
	19,17,097	19,08,895

10 Short term provisions	31.03.2017	31.03.2016
a. For Expenses	2,415	3,005
b. Income tax	7,94,474	7,76,640
	7,96,889	7,79,645

12 Long-term loans and advances	31.03.2017	31.03.2016
<i>Unsecured, considered good</i>		
a. Capital Advances;	-	-
b. Security Deposits;	-	-
c. Loans and advances to related parties	-	-
d. Other loans and advances (specify nature).	11,44,910	11,44,910
	11,44,910	11,44,910
<i>Less: Provision for doubtful advances</i>		
	11,44,910	11,44,910



NANDINI TEXCOM (INDIA) LIMITED

Note on Financial Statements

For the year ended 31st March, 2017

(All amounts are in Rupees, unless otherwise stated)

13 Inventories (Certified by the management)

Particulars	31.03.2017		31.03.2016	
	Qty (Kg)	Amount	Qty (Kg)	Amount
a. Stock in trade Yarn	41,976	1,57,30,251	30,494	1,18,02,728
	41,976	1,57,30,251	30,494	1,18,02,728

14 Trade Receivables

	31.03.2017	31.03.2016
(a) Outstanding for a period less than six months date they are due for payment	9,50,77,478	6,46,07,540
(b) Outstanding for a period exceeding six months from the date they are due for payment	-	-
Unsecured, considered good	-	2,30,012
	9,50,77,478	6,48,37,552
Less: Provision for doubtful debts	-	-
	9,50,77,478	6,48,37,552

15 Cash and cash equivalents

	31.03.2017	31.03.2016
a. Balances with banks;	-	-
b. Cheques, drafts on hand;	-	-
c. Cash on hand;	62,400	36,449
d. Others (specify nature).	-	-
	62,400	36,449

Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016 as provided in the Table below :-

	SBNS	other denomination notes	Total
Closing cash in hand as on 08.11.2016	-	69,540	69,540
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	38,290	38,290
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30.12.2016	-	-	31,250

16 Short-term loans and advances

	31.03.2017	31.03.2016
Unsecured, considered good	-	-
a. Advance to related parties	-	-
b. Balance with Tax Authority	80,25,143	1,41,14,104
c. Prepaid expenses	9,859	14,284
d. Advance to Staff	-	-
	80,35,002	1,41,28,388
Less: Provision for doubtful debts	-	-
	80,35,002	1,41,28,388



NANDINI TEXCOM (INDIA) LIMITED

Note on Financial Statements

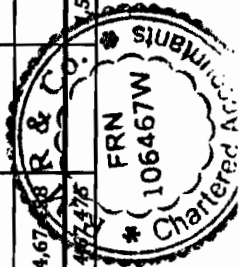
For the year ended 31st March, 2017

(All amounts are in Rupees, unless otherwise stated)

NOTES ON ACCOUNTS 11

FIXED ASSET

Sr. No.	Particulars	Dep. Rate In %	Gross Block			Depreciation Block					Net Block				
			Cost as on	Additions During the year	Deletions during the year	Total as on	Upto	Additions During the year	Deletions during the year	Residual Value Adjustment upto 31.03.2017	Residual Value Adjustment During	Total as on	WDV as on	WDV as on	
															01.04.2016
(I)	Tangible assets														
	Vehicles														
	Car - Audi	21.35%	29,19,507	-	-	29,19,507	18,30,946	4,05,599	-	-	-	22,36,545	6,82,962	10,88,561	
	Car - Hyundai	12.51%	3,45,000	-	-	3,45,000	96,754	41,418	-	-	-	1,38,172	2,06,828	2,48,246	
	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	-	5,049	-	-	-	5,049	1,53,951	-	
	Air Condition	19.00%	-	38,000	-	38,000	-	1,187	-	-	-	1,187	36,813	-	
	Mobile	19.00%	12,500	-	-	12,500	2,883	2,375	-	-	-	5,258	7,242	9,617	
	mobile2:-i phone	19.00%	-	55,000	-	55,000	-	4,438	-	-	-	4,438	50,562	-	
	Mobile3	19.00%	-	5,000	-	5,000	-	479	-	-	-	479	4,521	-	
	Television	19.00%	-	21,565	-	21,565	-	449	-	-	-	449	21,116	-	
	Water Container	19.00%	-	9,630	-	9,630	-	201	-	-	-	201	9,429	-	
	Computers														
	Apple Desktop	31.67%	-	1,64,501	-	1,64,501	-	5,709	-	-	-	5,709	1,58,792	-	
	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	32,221	554	-	-	-	32,775	1,725	2,279	
	Total		36,63,477	4,52,696	-	41,16,173	22,97,175	4,67,458	-	-	-	27,64,633	13,51,540	13,66,302	
	Total current Year		36,63,477	4,52,696	-	41,16,173	22,97,175	4,67,458	-	-	-	27,64,633	13,51,540	13,66,302	
	Total Previous Year		36,63,477			36,63,477	16,71,774	4,67,458	-	57,926	-	22,97,175	13,66,302	18,33,777	



NANDINI TEXCOM (INDIA) LIMITED

Note on Financial Statements

For the year ended 31st March, 2017

(All amounts are in Rupees, unless otherwise stated)

17 Revenue from Operations

Sale of Products (excluding excise duty)

Particulars	31.03.2017		31.03.2016	
	Qty (In Kg)	Amount	Qty (In Kg)	Amount
Yarn	14,49,698	58,58,93,248	15,30,240	62,95,63,371
Total	14,49,698	58,58,93,248	15,30,240	62,95,63,371

18 Other Income

	31.03.2017	31.03.2016
Interest income	2,76,941	4,45,345
Vatav, claim & Rate difference received	3,44,068	11,53,699
	6,21,009	15,99,044

19 Purchases of Stock in Trade

Particulars	31.03.2017		31.03.2016	
	Qty (In Kg)	Amount	Qty (In Kg)	Amount
Purchase during year				
Yarn	14,61,180	46,92,21,311	15,14,917	50,58,30,040
Direct expenses				
Custom Duty	-	9,54,91,812	-	9,50,95,336
Clearing & Frowarding Exp	-	68,76,803	-	65,62,548
CHA Charges	-	3,82,620	-	4,63,970
Total cost	14,61,180	57,19,72,546	15,14,917	60,79,51,894

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	45,46,93,189	67,83,096

20 Changes in inventories of finished goods, work in progress and Stock-in- trade

Particulars	31.03.2017		31.03.2016	
	Qty (In Kg)	Amount	Qty (In Kg)	Amount
(A) Opening Stock				
Yarn	30,494	1,18,02,728	45,816	1,78,96,484
Total	30,494	1,18,02,728	45,816	1,78,96,484
(B) Closing Stock				
Yarn	41,976	1,57,30,251	30,494	1,18,02,728
Total	41,976	1,57,30,251	30,494	1,18,02,728
A-B		(39,27,523)		60,93,756

21 Employee benefits expense

	31.03.2017	31.03.2016
Salaries	12,84,074	11,81,681
	12,84,074	11,81,681

22 Finance Costs

	31.03.2017	31.03.2016
Bank Charges & Processing Charge	4,24,188	5,46,563
Interest Paid	56,06,905	42,87,133
	60,31,093	48,33,696



NANDINI TEXCOM (INDIA) LIMITED

Note on Financial Statements

For the year ended 31st March, 2017

(All amounts are in Rupees, unless otherwise stated)

23 Other expenses	31.03.2017	31.03.2016
Administrative Expenses		
Auditor Remuneration	46,000 ✓	46,000 ✓
Directors Remuneration	37,20,000 ✓	37,20,000 ✓
Brokrage	6,22,296 ✓	7,30,758 ✓
Insurance	60,149 ✓	72,234 ✓
Income Tax(A.Y.2013-14/14-15)	1,00,440 ✓	- ✓
Interest on Income Tax	3,800 ✓	16,538 ✓
Legal & Professional charges	75,160 ✓	1,41,349 ✓
Donation	2,27,300 ✓	14,400 ✓
Miscellaneous expenses	2,57,168	3,85,961
Telephone Expenses	76,093 ✓	66,924 ✓
Office Expenses	3,09,325	2,09,669
Postage Expense	19,305 ✓	20,670 ✓
Interest on VAT	6,260	-
Rates and taxes, excluding tax on income	35,920	33,835
Travelling expenses	1,84,567	1,95,637 ✓
Selling Expenses		
Sales Promotion Expenses	5,545	-
Cartage Expenses	9,89,286 ✓	8,64,632 ✓
Freight	17,81,281 ✓	19,11,551 ✓
	85,19,895	84,30,158

General Note on above

a. Auditor Remuneration :

Particulars	31.03.2017	31.03.2016
For Audit Fees		
For Taxation matters	46,000	46,000
For Other services		
Total	46,000	46,000

b. Director Remuneration :

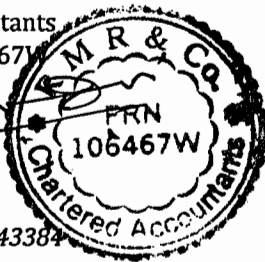
The Remuneration paid / payable U/S 198 of the Companies Act for the year ended 31/03/2014

Name of directors	Basic pay	Sitting fees	Total
Ashok Tekriwal	24,00,000	-	24,00,000
Poonamdevi Tekriwal	13,20,000	-	13,20,000
Total	37,20,000	-	37,20,000

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 : 22nd August, 2017



Ashok Kumar 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

SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS ON 31st March, 2017 AND PROFIT AND LOSS A/C. FOR THE YEAR ENDING ON 31st March, 2017.

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I REGISTRATION DETAILS

Registration No. : U65910GJ1994PLC021165

State Code:

4

Balance Sheet dated 31st March, 2017

II CAPITAL RAISED

Public Issue

Rights Issue

Bonus Issue

Private Placement

III POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS

Total Liabilities

Total Assets

EQUITY AND LIABILITIES

Shareholder's funds

Share application money

Non-current liabilities

Current Liabilities

Deferred Tax Liability

ASSETS

Non-current assets

Current assets

IV PERFORMANCE OF COMPANY

Total Income

Total Expenditure

Profit/(Loss) Before Tax

Profit/(Loss) After Tax

Earnings Per Share in Rs.

Dividend Rate %

V GENERIC NAMES OF PRINCIPAL PRODUCTS/ SERVICES OF THE COMPANY

Item Code No.

Product Description

Trading of Yarn

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

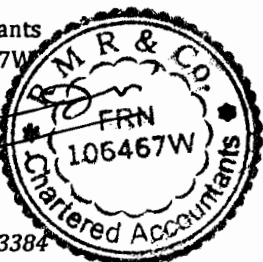
CA M. M. Modani

Partner

Membership No. 043384

Place : Surat

Date : 22nd August, 2017



Ashok Tekriwal

Ashokkumar Tekriwal

Director

DIN:00086179

Poonam Tekriwal

Poonamdevi Tekriwal

Director

DIN: 00086114

NANDINI TEXCOM (INDIA) LIMITED

U65910GJ1994PLC021165

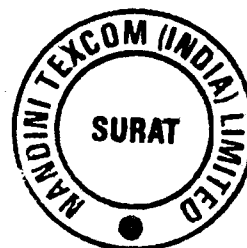
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FOR NANDINI TEXCOM (INDIA) LIMITED

Ashok Tekmal

DIRECTOR/AUTH.SIGN



NANDINI TEXCOM (INDIA) LIMITED

U65910GJ1994PLC021165

CORPORATE INFORMATION:

BOARD OF DIRECTORS:

Mr. Ashokkumar Tekriwal (DIN- 00086179)	:	Managing Director
Ms. Poonamdevi Ashokkumar Tekriwal (DIN- 00086114)	:	Managing Director
Mr. Durgaprasad Sharma (DIN- 00085942)	:	Non-Executive Director
Mr. Birendra Agrawal (DIN- 00085882)	:	Non-Executive Director
Mr. Kailash Ram Gopal Chhapparwal (DIN - 01211651)	:	Independent Director w.e.f. 01.02.17
Mr Shrikrishna Baburam Pandey (DIN- 07035767)	:	Independent Director w.e.f. 01.02.17
Ms Renu Singh (DIN- 00860777)	:	Independent Director w.e.f. 01.02.17

COMMITTEES OF THE BOARD:

Audit Committee
Stakeholders Relationship Committee
Nomination and Remuneration Committee

REGISTERED OFFICE:

B-304, International Commerce Center, Nr. Kadiwala School, Ring Road, Surat 395002
Email: nandinitexcom@hotmail.com

BANKERS:

Kotak Bank

LISTING OF EQUITY SHARES:

Ahmedabad Stock Exchange

AUDITORS:

M/s. RMR & Co.
Chartered Accountants
B-203, Shree Hari Park, Nr. Centre Point Building,
Sagrampura, Surat-395002

ANNUAL GENERAL MEETING:

Date : 30th September, 2016
Time : 11:00 A.M
Venue : B-304, International Commerce Center, Nr. Kadiwala School, Ring Road, Surat 395002



FOR NANDINI TEXCOM (INDIA) LIMITED

Ashok Tekriwal

DIRECTOR/AUTH.SIGN

NANDINI TEXCOM (INDIA) LIMITED

U65910GJ1994PLC021165

email: nandinitexcom@hotmail.com

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

Notice

Notice is hereby given that Annual General Meeting of the members of NANDINI TEXCOM (INDIA) LIMITED will be held on 30th September, 2017 at 11.00 AM at the registered office of the company at B-304, International Commerce Center, Nr. Kadiwala School, Ring Road, Surat 395002 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Accounts for the period ended 31.03.17, together with the reports of the directors' and auditors thereon.
2. To appoint a director in place of Mr. Durgaprasad Sharma (00085942) who retires by rotation and being eligible offers themselves for re-appointment.
3. To consider ratification of appointment of RMR & Co., Chartered Accountants (Firm Registration No-106467W), as Statutory Auditors of the Company and fix their remuneration.

By order of the Board
For NANDINI TEXCOM (INDIA) LIMITED

Ashok Tekriwal

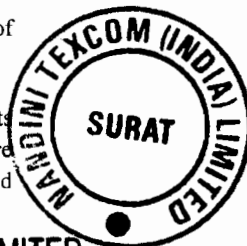
Place: Surat

Ashokkumar Tekriwal
Managing Director
DIN: 00086179

Date: 22/08/2017

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing proxy in order to be valid must be deposited with the Company at its Registered Office, duly completed and signed, not less than 48 hours before the commencement of the meeting. No photocopy, scanned copy of proxy form will be accepted. A Proxy Form is annexed to this report. A proxy is not entitled to vote except on a poll. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the share capital of the company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2017 to 30th September, 2017 (both days inclusive).
4. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting along with their copy of Annual Report to the meeting.
5. In view of the 'Green Initiative in Corporate Governance' introduced by the Ministry of Corporate Affairs vide its Circular No. 17/2011 dated 21.04.2011, all members who have not registered their E-mail IDs with the Company, are requested to register their E-mail IDs, so as to enable the Company to send all notice/reports/documents/intimations and other correspondences etc. through E-mails., in the electronic mode instead of receiving physical copies of the same.



FOR NANDINI TEXCOM (INDIA) LIMITED

Ashok Tekriwal

DIRECTOR/AUTH.SIGN

NANDINI TEXCOM (INDIA) LIMITED

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6. For the convenience of Members and for proper conduct of the meeting entry to the meeting venue will be regulated by attendance slip which is enclosed with the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
7. For transfer of shares held in Physical mode the transferee should submit along with the transfer documents copy of PAN Card for registration of transfer request.
8. Members desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the form SH-13 annexed as a part of the Annual Report and send the same at the registered office of the Company.
9. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
12. Route Map of Venue of AGM :

Place: Surat

Date: 22/08/2017

By order of the Board
For Nandini Texcom (India) Limited

Ashok Tekriwal

Ashokkumar Tekriwal
Managing Director
DIN: 00086179

FOR NANDINI TEXCOM (INDIA) LIMITED
Ashok Tekriwal
DIRECTOR/AUTH.SIGN



NANDINI TEXCOM (INDIA) LIMITED

U65910GJ1994PLC021165

DIRECTORS' REPORT

To,
Members of
NANDINI TEXCOM (INDIA) LIMITED
SURAT,

Your directors present their annual report comprising of the audited statements of accounts for the year ended 31st March 2017 and the Reports of the auditors and directors thereon.

1. FINANCIAL RESULTS:

The financial Results are briefly indicated below:

Particulars	(Amount in Rupees)	
	Period/ year ended	Period/ year ended
	31.03.2017	31.03.2016
Total Revenue	58,65,14,257	63,11,62,415
Total expenses	58,43,47,543	62,89,58,660
Profit/ (loss) before tax	21,66,714	22,03,755
Less: Provision for Tax		
Current Tax	7,94,474	7,76,640
Deferred Tax	(57,630)	(67,665)
Profit/ (loss) after tax	14,29,870	14,94,780

2. FINANCIAL OPERATIONS & CHANGE OF BUSINESS:

Members are aware that business environment continues to be volatile due to global slowdown, uncertain environment and high fiscal deficit and inflation. Hence there are difficult economic conditions coupled with fierce competition, high inflationary market conditions. During the period ended 31st March, 2017, the company earned profit after tax of Rs. 14,29,870/-. There is no change of business during the year.

3. DIVIDEND AND TRANSFER TO RESERVES:

As the Company earned low profit, The company is not in a position to declare dividend during the fiscal. No amount is being transferred to reserves during the year under review.

4. DEPOSITS:

During the period under review, your Company has not accepted any deposits from the public as such, no amount of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

5. WHISTLE BLOWER:

The Board of Directors have set up the Whistle Blower Policy i.e. Vigil Mechanism for Directors and Employees of the Company to report concerns about unethical behaviour, actual or suspected fraud, or violations of Company's Code of Conduct or Ethics Policy. The detailed Vigil Mechanism Policy is available at Company's Registered Office.

6. PARTICULARS OF EMPLOYEES:

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

However, the remuneration paid to the directors for the year ended 31/03/2017 is as follows:

Sr. No.	Name of Directors	Basic pay	Sitting fees	Total
1	Mr. Ashokkumar Tekriwal	24,00,000	-	24,00,000
	Mrs. Poonamdevi Ashokkumar Tekriwal	13,20,000	-	13,20,000

FOR NANDINI TEXCOM (INDIA) LIMITED

Ashok Tekriwal
DIRECTOR/AUTH.SIGN



NANDINI TEXCOM (INDIA) LIMITED

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7. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Following changes have been occurred in the directors of the company during the financial year:

Sr. No.	Name	Particulars of Change	Date of Appointment
	Mr. Kailash Ram Gopal Chhaparwal	Appointed as Additional Director	01/02/2017
	Mr. Shrikrishna Baburam Pandey	Appointed as Additional Director	01/02/2017
	Mrs. Renu Singh	Appointed as Additional Director	01/02/2017
	Mr. Rameshkumar Govindprasad Sonthalia	Change in designation from Manager to CFO	01/02/2017

8. SUBSIDIARIES:

The Company does not have any subsidiary Company.

9. DIRECTOR'S RESPONSIBILITY STATEMENT:

As required under Section 134 (3) (c) of the Companies Act, 2013, your Directors' confirm that:

- In the preparation of the Annual Accounts for the year ended on 31st March, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- The Directors have 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 on 31st March, 2017 and of the Profit or Loss of the Company for that period.
- The Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The Directors have prepared the Annual accounts on a going concern basis.
- The Director have laid down proper internal financial controls to be followed by the company and that such financial controls are adequate and are operating effectively
- The Director have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:

A) Conservation Of Energy:

With regard to the particulars as prescribed under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 the company is in the process of finding ways of controlling and reducing energy consumption as a commitment to Global Environment; this will cover office facilities, communications and transport.

B) Technology Absorption, Adoption And Innovation:

The Company continuously makes efforts towards research and developmental activities and has been constantly active in harnessing and tapping the latest and best technology in the industry.

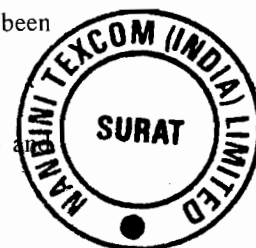
11. NUMBER OF BOARD MEETINGS:

During the financial year, the Board of Directors had met four times on 01.05.16, 08.08.16, 11.11.16 & 01.02.17.

12. FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the period under review, there were no Foreign Exchange Earnings and Outgo.

13. AUDITORS:-



FOR NANDINI TEXCOM (INDIA) LIMITED

Ashok Tekmal

DIRECTOR/AUTH.SIGN

NANDINI TEXCOM (INDIA) LIMITED

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Pursuant to the provisions of Sec. 139 of the Act and rules framed thereunder, the Statutory Auditors RMR & Co., Chartered Accountants (Firm Registration No. 106467W), were appointed as statutory auditor of the company, to hold office till the conclusion of the AGM to be held in the year 2019, subject to ratification of their appointment at every AGM.

They have confirmed their eligibility under section 141(1) of the Companies Act, 2013 and the Rules framed there under for the re-appointment of statutory auditors of the Company. Your board has proposed for their ratification of appointment at AGM.

14. AUDITORS REPORT:

Since notes to account are self-explanatory, no further explanation is given by the Board as such. Further the Auditors Report to the Shareholders does not contain any adverse remarks or qualification.

15. COMMITTEES OF THE BOARD:

The Board has constituted Committees pursuant to provisions of Companies Act, 2013, and rules framed there under.

The committees of the Board are Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee.

The Committee meeting took place during the year to discuss various important and significant issues, the decision was carried out by sufficient majority

16. CEO/CFO CERTIFICATION:

Certificate of CEO/CFO of the Company on Financial Statements, Cash Flow Statement for the period ended March 31, 2017 and Certificate of CEO for compliance with Code of Conduct by Board members and Senior Management personnel on Annual basis are enclosed herewith as Annexure 3.

17. MANAGEMENT DISCUSSION AND ANALYSIS:

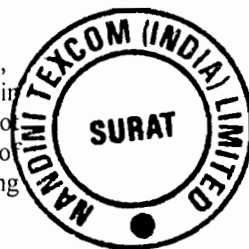
- Industry Structure and Developments:- Company is a Textile trading Company.
- Opportunities and Threats:- The textile industry provides ample opportunities in domestic and as well as export market. However the uncertainty of raw material prices and government policies are detrimental to growth and profitability.
- Risks & Concerns :- Company does not foresee any such risk in near future, which will hamper the activities.
- Internal control systems and their adequacy:- Company is in the process of implementing various software for better control.
- Discussion on financial performance with respect to operational performance:- All efforts are being made to make settlements with secured creditors and concerned authorities.
- Human Resources Management Initiatives:- The management is keenly interested this field. All the efforts are made to rationalize its manpower and make effective use of the same.

18. EVALUATION OF BOARD:

The performance of Board, its Committees and Individual Director were reviewed during the year pursuant to subsection (p) (3) of Section 134 of the Companies Act, 2013. The performance of Board, Individual Directors and Committees were found to be satisfactory.

19. CORPORATE GOVERNANCE REPORT:

As per the Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Compliance with the corporate governance provisions as specified in various regulations shall not apply, in respect of the companies having paid up equity share capital not exceeding Rs.10.00 crores and net worth not exceeding Rs.25.00 crores as on the last day of previous financial year. Since the paid up equity share capital of the company is Rs. 5.00 crores and networth is Rs. 5.87 crores, compliance with the provisions regarding Corporate Governance Report does not apply to the company.



Hence, Corporate Governance Report does not form the part of Annual Report.

FOR NANDINI TEXCOM (INDIA) LIMITED

7

Ashok Tekmal

DIRECTOR/AUTH.SIGN

NANDINI TEXCOM (INDIA) LIMITED

U65910GJ1994PLC021165

20. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Shri Anmol Jha, Practicing Company Secretary, Indore has been appointed as the Secretarial Auditors to conduct the Secretarial Audit of the Company; the Secretarial Audit Report is annexed herewith as Annexure - 2.

With regard to qualification of Secretarial Auditors in their Secretarial audit report, the directors hereby submit that:

The Company has been searching for appointment of Company Secretary as required. The company is under process of appointment of Company Secretary upon selection of suitable candidate for the Company.

Regarding report on listing agreement compliance, the directors state that, The Company was listed on Ahmedabad Stock Exchange, which is now de recognized and also entered into Listing Agreement with the same. As the stock exchange becomes derecognized company is not able to do any compliance with this exchange. Company is under process of migration into other recognized stock exchanges.

21. INTERNAL AUDITORS:

The Company has an adequate system of Internal Controls aimed at achieving efficiency in operations, optimum utilisation of resources and compliance with all applicable laws and regulations. Independent firms of Chartered Accountants are appointed as Internal Auditors of the Company. The key observations and recommendations following such internal audit, for improvement of the business operations and their implementation are reviewed by the Internal Auditors.

22. EXTRACT OF ANNUAL RETURN:

The Extract of Annual Return in Form MGT - 9 pursuant to section 92 (3) of the Companies Act, 2013 and rule 12 (1) of Companies (Management and Administration), Rules 2014 are as per Annexure to this Report as Annexure 1.

23. LISTING FEES:

Being listed at Ahmedabad Stock Exchange, the Company has not paid the listing fees as the stock exchange becomes derecognized company.

24. PARTICULARS OF LOAN, GURANTEES OR INVESTMENT:

During the year, the Company has not given any loans, given any guarantee or provided security as per Section 186 of the Companies Act, 2013.

25. DECLARATIONS GIVEN BY INDEPENDENT DIRECTORS:

As per the declarations received from Independent Directors their appointment as an Independent Director of the Company was in compliance with Section 149 (6) of the Companies Act, 2013.

26. MEETING OF INDEPENDENT DIECTORS:

The Independent Directors met once during the year to review the working of the Company, its Board and Committees. The meeting decided on the process of evaluation of the Board and Audit Committee. It designed the questionnaire on limited parameters and completed the evaluation of the Board by Non Executive Directors and of the Audit committee by other members of the Board. The same was complied by Independent authority and informed to the members.

27. NOMINATION AND REMUNERATION COMMITTEE:

The Board had constituted Nomination and Remuneration Committee pursuant to the provisions of subsection (1) of Section 178 of Companies Act, 2013. Pursuant to subsection (3) of Section 178 of Companies Act, 2013 the Nomination and Remuneration Committee has formulated the criteria for determining qualification positive attributes and independence of a Director and recommended to the Board the policy, relating to the remuneration of directors, key managerial personnel and other employees.

28. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the year 2016-17, there were no contract or Arrangements entered in to by the Company with related parties.



FOR NANDINI TEXCOM (INDIA) LIMITED

Ashok Tewari

DIRECTOR/AUTH.SIGN

NANDINI TEXCOM (INDIA) LIMITED

U65910GJ1994PLC021165

29. INTERNAL FINANCIAL CONTROLS:

The Board hereby reports that the Internal Financial Controls were reviewed by the Audit Committee and there were adequate Internal Financial Controls existed in the Company with respect to the Financial Statements for year ended on 31st March, 2017 and the Internal Financial Controls are operating effectively.

30. RISK MANAGEMENT POLICY:

Risk is an important element of corporate functioning and governance. Your Company has established the process of identifying, analyzing and treating risks, which could prevent the Company from effectively achieving its objectives. It ensures that all the risks are timely defined and mitigated in accordance with the well structured risk management Process.

Global slowdown and recession is always a risk attached with the industry, and your company is taking necessary actions to protect the interest of the company against such market risks from time to time, by developing new products and marketing strategies.

31. LOANS FROM DIRECTORS & THEIR RELATIVES

The Company has not availed any loan from Directors & their relatives during the current fiscal.

32. GENERAL

Your Director states that no disclosure or reporting is required in respect of the following items as there were no transaction on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (inc sweat equity shares) to employees of the company under any scheme.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
5. No significant or material changes & commitments affecting financial position of the Company, occurring after Balance sheet date.

33. ACKNOWLEDGEMENTS:

Your Directors would like to express their sincere appreciation to the shareholders for the confidence reposed by them in the company and for the continued support and co-operation extended by them. Your Directors also wish to place on record their deep sense of appreciation for the continuing support and efforts of Vendors, Dealers, Business Associates and Employees received during the period ended March 31, 2017.

By order of Board of Directors

Ashok Tekriwal

Ashokkumar Tekriwal
Managing Director
DIN: 01211097

Date: 22.08.17

Place: Surat

FOR NANDINI TEXCOM (INDIA) LIMITED
Ashok Tekriwal
DIRECTOR/AUTH.SIGN



Annexure - I

Form No. MGT - 9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31.03.2017
of
NANDINI TEXCOM (INDIA) LIMITED
[Pursuant to Section 92(3) of the Companies Act, 2013 and
Rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i) CIN No:	U65910GJ1994PLC021165
ii) Registration Date:	31-01-1994
iii) Name of the Company:	NANDINI TEXCOM (INDIA) LIMITED
iv) Category / Sub - Category of the Company:	Limited Company Company Limited By Shares
v) Address of the Registered office and Contact details:	B-304, International Commerce Center, Nr. Kadiwala School, Ring Road, Surat 395002
	Gujarat 395002
Email Address:	nandinitexcom@hotmail.com
vi) Whether shares listed on recognized Stock Exchange(s):	Yes / No
vii) Name of Registrar & Transfer Agents Address:	N.A.

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	Yarn	9988	100.00

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

No. of Companies for which information is being filled:

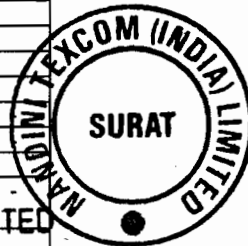
N.A.

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

VI) SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**A) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-April-2016)				No. of Shares held at the end of the year (As on 31-March-2017)				% Changed during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	14,85,540	14,85,540	29.71	-	14,85,540	14,85,540	29.71	-
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI									
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	-	14,85,540	14,85,540	29.71	-	14,85,540	14,85,540	29.71	-
(2) Foreign									
a) NRI- Individuals									
b) Other- Individuals									
c) Bodies Corp.									
d) Bank/ FI									
e) Any Other...	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	-	14,85,540	14,85,540	29.71	-	14,85,540	14,85,540	29.71	-

FOR NANDINI TEXCOM (INDIA) LIMITED



Ashok Tejwani
DIRECTOR/AUTH.SIGN

B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Fund									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	25,71,650	25,71,650	51.43	-	25,71,650	25,71,650	51.43	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	9,42,910	9,42,910	18.86	-	9,42,910	9,42,910	18.86	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	35,14,560	35,14,560	70.29	-	35,14,560	35,14,560	70.29	-
Total Public Shareholding (B) = (B)(1) + (B)(2)	-	35,14,560	35,14,560	70.29	-	35,14,560	35,14,560	70.29	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	50,00,100	50,00,100	100.00	-	50,00,100	50,00,100	100.00	-

B) Shareholding of Promoter

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	ASHOK TEKRIWAL	1,25,000	2.50	-	1,25,000	2.50	-	-
2	PUNAM TEKRIWAL	1,25,000	2.50	-	1,25,000	2.50	-	-
3	MANORAMA DEVI	1,25,000	2.50	-	1,25,000	2.50	-	-
4	D. K. SHARMA	1,25,000	2.50	-	1,25,000	2.50	-	-
5	SUDIP SHARMA	1,25,000	2.50	-	1,25,000	2.50	-	-
6	AYAY KEDIA	1,25,000	2.50	-	1,25,000	2.50	-	-
7	RAJESH KEDIA	1,25,000	2.50	-	1,25,000	2.50	-	-
8	MANJU KEDIA	1,25,000	2.50	-	1,25,000	2.50	-	-
9	D. P. SHARMA	1,24,200	2.48	-	1,24,200	2.48	-	-
10	SATYABHAMA DEVI	1,23,540	2.47	-	1,23,540	2.47	-	-
11	UMESH KEDIA	1,20,800	2.42	-	1,20,800	2.42	-	-
12	BIRENDRA KUMAR	1,17,000	2.34	-	1,17,000	2.34	-	-
	Total	14,85,540	29.71	-	14,85,540	29.71	-	0.00

C) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
	At the beginning of the year	1485540	100.00	1485540	100.00
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0.00	0	0.00
	At the end of the year	1485540	100.00	1485540	100.00

FOR NANDINI TEXCOM (INDIA) LIMITED

Ashok Tekriwal
DIRECTOR/AUTH.SIGN



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

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Top 10 Shareholders	No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the end of the year (or on the date of separation, if separated during the year)	0	0	0	0

E) Shareholding of Directors and Key Managerial Personnel:

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
1	AshokkumarTekriwal At the beginning of the year Increase / Decrease during the year At the end of the year	125000 Nil 125000	2.50 Nil 2.50	125000 Nil 125000	2.50 Nil 2.50
2	Poonamdevi AshokkumarTekriwal At the beginning of the year Increase / Decrease during the year At the end of the year	125000 Nil 125000	2.50 Nil 2.50	125000 Nil 125000	2.50 Nil 2.50
3	DURGAPRASAD SHARMA At the beginning of the year Increase / Decrease during the year At the end of the year	124200 Nil 124200	2.48 Nil 2.48	124200 Nil 124200	2.48 Nil 2.48
4	Birendra Agrawal At the beginning of the year Increase / Decrease during the year At the end of the year	117000 Nil 117000	2.34 Nil 2.34	117000 Nil 117000	2.34 Nil 2.34
5	Rameshkumar G. Sonthalia At the beginning of the year Increase / Decrease during the year At the end of the year	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil

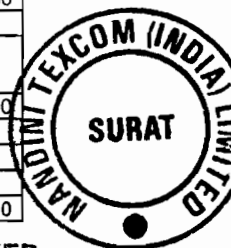
F) INDEBTEDNESS:

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	221,57,857.00	102,19,000.00	-	323,76,857.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	221,57,857.00	102,19,000.00	-	323,76,857.00
Change in Indebtedness during the financial year				
+ Addition	272,69,438.00	-	-	272,69,438.00
- Reduction	-	(23,60,000.00)	-	(23,60,000.00)
Net Change	272,69,438.00	(23,60,000.00)	-	249,09,438.00
Indebtedness at the end of the financial year				
i) Principal Amount	494,27,295.00	78,59,000.00	-	572,86,295.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	494,27,295.00	78,59,000.00	-	572,86,295.00

FOR NANDINI TEXCOM (INDIA) LIMITED

Ashok Tekriwal
DIRECTOR/AUTH.SIGN



XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

Sr.	Particulars of Remuneration	Name of Director/ MD/ WTD/ Manager		Total Amount
		Ashokkumar Tekriwal	Poonamdevi Ashokkumar Tekriwal	
1	Gross salary	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	24,00,000	13,20,000	37,20,000
	(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,	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	24,00,000	13,20,000	37,20,000
	Ceiling as per the Act			

B. Remuneration to other directors

Nil

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

Nil

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

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

FOR NANDINI TEXCOM (INDIA) LIMITED

Ashok Tekriwal

DIRECTOR/AUTH.SIGN





**ANMOL JHA
COMPANY SECRETARIES**

801, RAJANI BHAWAN,
OPP. HIGH COURT,
MG ROAD,
INDORE - 452001

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2017

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

To,
The Members,
Nandini Texcom (India) Limited
CIN: U65910GJ1994PLC021165
Surat, Gujarat.

Dear Sirs,

I 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** (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts /statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2017** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:
 1. The Companies Act, 2013 (the Act) and the rules made there under;
 2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

Cont...Page No. 2

SECOND OFFICE: 1854, SHAKTINAGAR NEAR COALMINES OFFICE, JABALPUR - 482001

MOBILE: +917089377447, +917276075017 || EMAIL: csanmoljha@gmail.com

FOR NANDINI TEXCOM (INDIA) LIMITED

Ashok Tekriwal

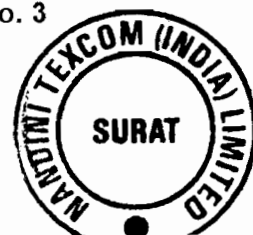
DIRECTOR/AUTH.SIGN



3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:- **As per information provided by the management, there are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable.**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
- (i.) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:- **as per information provided by the management, there are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable;**
 - (ii.) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992:- **as per information provided by the management, there are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable;**
 - (iii.) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: - **There are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable;**
 - (iv.) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999:- **There are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable;**
 - (v.) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- **There are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable;**
 - (vi.) The Securities and Exchange Board of India (Registrars to Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

Cont...Page No. 3

FOR NANDINI TEXCOM (INDIA) LIMITED
Ashok Tekriwal
DIRECTOR/AUTH.SIGN



(vii.) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: - **Not Applicable to the Company during the Audit period and - There are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable;**

(viii.) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998:- **There are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable;**

6. As per information provided by the management and Board of directors of the company, other laws related to factory laws, labor laws or environmental laws are not applicable to company, except local laws, which does not have any significant impact over the operation of company, hence not commented upon.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India: **As per information provided by the management of Company, the Company has partially complied with all the provisions as contained in the Secretarial standards as issued by the ICSI. Proof of dispatch of notice was not available for verification.**

• We further report that:

(i.) As per documents provided by the management, The Company was listed on Ahmedabad Stock Exchange, which is now de recognized and also entered into Listing Agreement with the same. As the stock exchange became derecognized company is not able to do any compliance with both of these exchanges. Hence we report that the Company has not complied with Listing Agreement requirement.

(ii.) (The Board is undergoing certain changes and is duly constituted with Executive Directors, Non-Executive Directors and Independent Directors, restructuring is being carried out to maintain proper mix. As informed by the management, The Company is under process of Appointment of Company secretary. The changes in the composition of the Board of Directors and Key Managerial Personnel that took place during the period under review were carried out: **however documents supporting the compliances, copies of notices and agenda, attendance sheets were not available for verification;**

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FOR NANDINI TEXCOM (INDIA) LIMITED

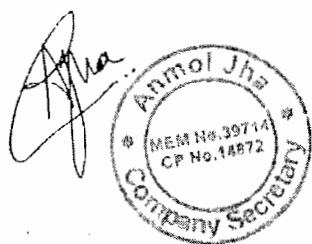
Ashok Terani

DIRECTOR/AUTH.SIGN



- (iii.) 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. However proof of dispatch of notice was not available for inspection.
- (iv.) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. However, copy of Minutes book were not updated and provided by the management. As informed by the management, the company is under process of updating its secretarial records;
- I 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.
 - We further report that during the audit period the company has not taken major steps or enter into events having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations and guidelines.

For Anmol Jha
Company Secretaries



Anmol Jha
Mem. No. 39714
CP No. 14872

Date : 20/08/2017
Place: Indore

Note: This report is to be read with my letter of even date which is annexed as Annexure-I and forms and integral part of this report.

FOR NANDINI TEXCOM (INDIA) LIMITED

Ashok Tekriwal
DIRECTOR/AUTH.SIGN



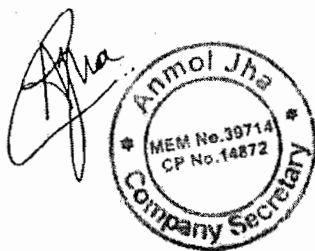
Annexure-"I"

To,
The Members,
Nandini Texcom (India) Limited
CIN: U65910GJ1994PLC021165
Surat, Gujarat.

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

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. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representations about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, Rules, Regulations, and Standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. The Company is generally irregular in complying with Listing Agreement requirement and as per information provided by the management; the reason is that there is no trading activity by the company since long.

For Anmol Jha
Company Secretaries



Anmol Jha
Mem. No. 39714
CP No. 14872

Date : 20/08/2017
Place: Indore

FOR NANDINI TEXCOM (INDIA) LIMITED
Ashok Tekriwal
DIRECTOR/AUTH.SIGN



NANDINI TEXCOM (INDIA) LIMITED

U65910GJ1994PLC021165

CEO/CFO CERTIFICATION

To,
The Board of Directors,
Nandini Texcom (India) Limited

I, Mr. Rameshkumar Sonthalia, CFO of the Company do hereby certify that:

1. I have reviewed the financial statement and the cash flow statements for the year and that to the best of our knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - b. 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.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee:
 - a. There are no Significant changes in internal control over the financial reporting during the year;
 - b. There have been no Significant changes in accounting policies during the year which are required to be disclosed in the notes to the financial statements; and
 - c. There have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

For Nandini Texcom (India) Limited

Rameshkumar Sonthalia

Rameshkumar Sonthalia
CFO
PAN: ANAPS4881J

Date: 22.08.17
Place: Surat

FOR NANDINI TEXCOM (INDIA) LIMITED
Asok Tekriwal
DIRECTOR/AUTH.SIGN



NANDINI TEXCOM (INDIA) LIMITED

U65910GJ1994PLC021165

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

I, Ashokkumar Tekriwal, MD of the Company hereby declare that all Board members and Senior Management personnel have affirmed compliance with the code on an annual basis.

For Nandini Texcom (India) Limited

Ashok Tekriwal

Ashokkumar Tekriwal
Managing Director
DIN: 00086179

Date: 22.08.17
Place: Surat

FOR NANDINI TEXCOM (INDIA) LIMITED
Ashok Tekriwal
DIRECTOR/AUTH.SIGN



NANDINI TEXCOM (INDIA) LIMITED

U65910GJ1994PLC021165

NANDINI TEXCOM (INDIA) LIMITED

Reg. Office: B-304, International Commerce Center, Nr. Kadiwala School, Ring Road, Surat 395002
CIN No.: U65910GJ1994PLC021165, Email ID: nandinitexcom@hotmail.com,

ATTENDANCE SLIP

Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall

I/We hereby record my/our presence at the **ANNUAL GENERAL MEETING** of the Company to be held on 30/09/17 at B-304, International Commerce Center, Nr. Kadiwala School, Ring Road, Surat 395002 at 11.00 am.

Folio No.: _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorized Representatives are requested to show their Photo ID Proof for attending the Meeting. Authorized Representatives are requested to show proper authorization issued in their favour.
3. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

Form No. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): _____
Registered address: _____
E-mail Id: _____
Folio No. / Client ID No.: _____
DP ID No.: _____

I/We, being the Member(s) of _____ Shares of the above named company, hereby appoint:

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him / her

2. Name: _____

Address: _____

E-mail Id: _____



FOR NANDINI TEXCOM (INDIA) LIMITED

Ashok Tejwani

DIRECTOR/AUTH.SIGN

NANDINI TEXCOM (INDIA) LIMITED

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Signature: _____, or failing him / her

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 30/09/17 at B-304, International Commerce Center, Nr. Kadiwala School, Ring Road, Surat 395002 at 11.00 am and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions		
	Ordinary Business	For	Against
1	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2017.		
2	Appointment of Auditors		
3	Appoint a director in place of Mr. Durgaprasad Sharma, who retires by rotation and being eligible, seeks for reappointment.		

Signed this _____ day of _____ 2016

AFFIX
REVENUE
STAMP

Signature of shareholder

Signature of Proxy holder(s)

1) Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.



FOR NANDINI TEXCOM (INDIA) LIMITED

Asok T...

DIRECTOR/AUTH.SIGN

NANDINI TEXCOM (INDIA) LIMITED

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Form No. SH-13

Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014].

To,
Nandini Texcom (India) Limited
B-304, International Commerce Center,
Nr. Kadiwala School,
Ring Road, Surat 395002

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio. No	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE(S) —

- a) Name:
- b) Date of Birth:
- c) Father's/Mother's/Spouse's name:
- d) Occupation:
- e) Nationality:
- f) Address:
- g) E-mail id:
- h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR—

- a) Date of birth:
- b) Date of attaining majority:
- c) Name of guardian:
- d) Address of guardian:

Name: _____

Address: _____

Name of the Security Holder (s): _____

Signature: _____

Witness with name and address: _____



FOR NANDINI TEXCOM (INDIA) LIMITED

Asok Tekmal

DIRECTOR/AUTH.SIGN

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ANNUAL GENERAL MEETING ASSENT/ DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

1. Name(s) & Registered Address :
of the sole / first named Member
2. Name(s) of the Joint-Holder(s) :
If any
3. Registered Folio No. /
DP ID No & Client ID No. :
[Applicable to Members holding shares in dematerialized form]
4. Number of Shares(s) held :
5. I/ We, hereby exercise my/our vote in respect of Ordinary/ Special resolution enumerated below by recording my/our assent or dissent to the said resolution in the following manner:

Resolution No	Resolutions		
	Ordinary Business	For	Against
1	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2017.		
2	Appointment of Auditors		
3	Appoint a director in place of Mr. Durgaprasad Sharma, who retires by rotation and being eligible, seeks for reappointment.		

Place:

Date:

Signature of the Member

Or

Authorised Representative

Notes:

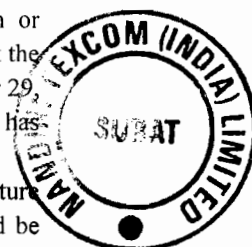
- i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- ii) Last date for receipt of Assent/ Dissent Form: September 29, 2016 (5.00 pm IST)
- iii) Please read the instructions printed overleaf carefully before exercising your vote.

General Instructions

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through e-voting shall be treated as valid.
2. The notice of Annual General Meeting is dispatch/ e-mailed to the members whose names appear on the Register of Members as on 01/09/16.
3. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.

Instructions for voting physically on Assent / Dissent Form

1. A member desiring to exercise vote by Assent/ Dissent should complete this (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e. 5.00 pm on September 29, 2016. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be



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DIRECTOR/AUTH SIGN

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completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.

3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.



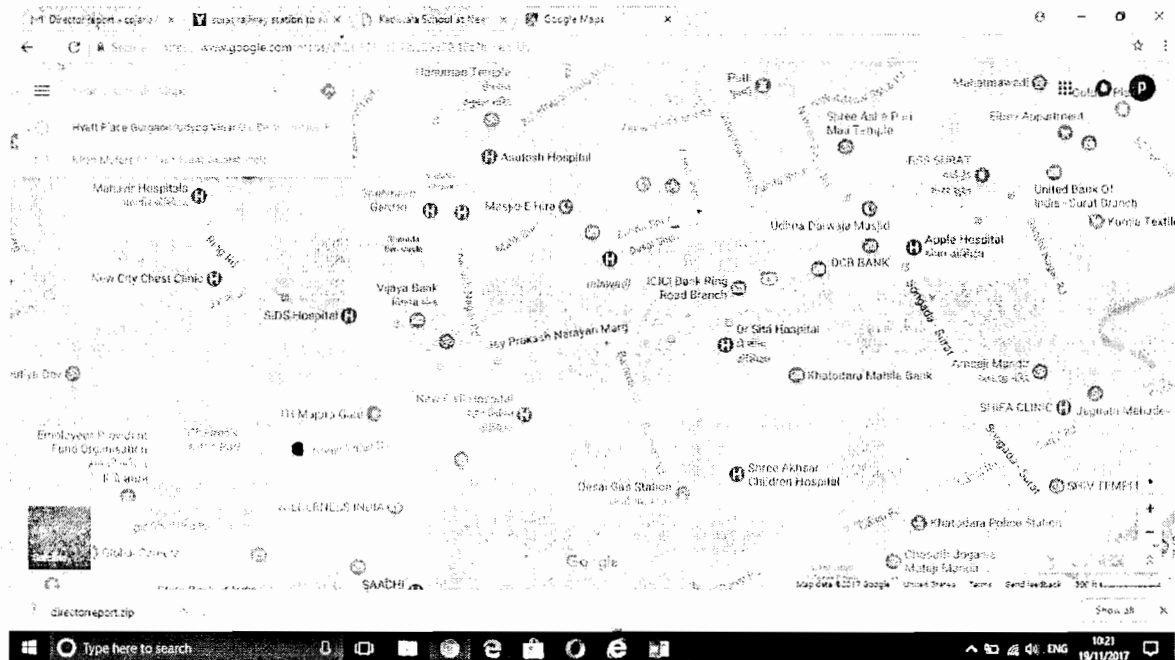
FOR NANDINI TEXCOM (INDIA) LIMITED

Ashok Tekriwal

DIRECTOR/AUTH.SIGN

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FOR NANDINI TEXCOM (INDIA) LIMITED

Ashok Tekni
DIRECTOR/AUTH. SIGN

