



Arrow Textiles Limited

Annual Report
2014-15



Arrow Textiles Limited

THE BOARD OF DIRECTORS

Mr. Jaydev Mody Chairman
Mr. Chand Arora Managing Director
Mr. Aditya Mangaldas
Ms. Anjali Mody
Mr. Aurobind Patel
Dr. Vrajesh Udani

Company Secretary & Compliance Officer

Ms. Sushama Vesvikar

Registered Office & Plant Location

Plot No. 101 - 103,
19th Street, Satpur, MIDC,
Nasik - 422 007, Maharashtra.
Website: www.arrowtextiles.com

Statutory Auditors

M/s. Amit Desai & Co
Chartered Accountants

Bankers

Axis Bank Limited
Bank of Baroda

Share Transfer Agents

Freedom Registry Limited
Plot No. 101 / 102, MIDC, 19th Street,
Satpur, Nasik - 422 007, Maharashtra.
Phone : (0253) 2354032, 2363372
Facsimile : (0253) 2351126
e-mail : support@freedomregistry.in

Shares Listed on

BSE Limited
National Stock Exchange of India Limited

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NOTICE

Notice is hereby given that the 8th Annual General Meeting (AGM) of Members of Arrow Textiles Limited will be held on Monday, 7th September, 2015 at 1:00 p.m. at Hotel Express Inn, Nashik Pathardi Phata, Ambad, Mumbai Agra Road, Nashik – 422 010, Maharashtra, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2015 and the Balance Sheet as at that date together with the reports of the Board of Directors and the Auditors thereon.
2. To consider to appoint a Director in place of Mr. Chand Arora (DIN: 00016583), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 139, 142 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), pursuant to recommendations of the Audit Committee and Board of Directors of the Company and pursuant to resolution passed by the members of the Company at its AGM held on 25th September, 2014, the appointment of M/s. Amit Desai & Co., Chartered Accountants (Firms Registration No.: 130710W) as Statutory Auditors of the Company, to hold office from the conclusion of this AGM till the conclusion of the 9th AGM of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors.”

Special Business :

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder, read with Schedule V of the Act (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions of appropriate and/or concerned authorities, and subject to such other conditions and modifications, as may be prescribed, imposed or suggested by any of appropriate and/or concerned authorities while granting such approvals, consents, permissions and sanctions, and as are agreed to by the Board of Directors of the Company without any further approval of the members of the Company (hereinafter referred to as “the Board” which terms shall deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this Resolution) the consent of the members of the Company be and is hereby accorded to the re-appointment of and payment of remuneration to Mr. Chand Arora, (DIN: 00016583) as Managing Director of the Company, liable to retire by rotation, for a period of 1 year, commencing on 1st April, 2016 and ending on 31st March, 2017 on the terms and conditions stated hereunder and also set out in the letter of re-appointment issued by the Company, with powers to the Board to alter, amend, vary and modify the terms and conditions of the said appointment/re- appointment and remuneration payable from time to time as it deems fit in such manner as may be mutually agreed upon:

Terms and conditions:

- A) Basic Salary: ₹ 3,00,000/- per month with liberty to the Board of Directors to increase the same as it may in its absolute discretion determine from time to time provided that the salary does not exceed ₹ 5,00,000/- per month during the tenure.

- B) Accommodation/House Rent Allowance: Rent free furnished accommodation or 50% of the salary as house rent allowance in lieu of accommodation.
- C) Perquisites: The appointee shall be entitled to perquisites, allowances, benefits, facilities and amenities (collectively called “perquisites”) such as medical reimbursement, leave travel assistance/allowance, hospitalization and accident insurance, transport allowance, self development allowance, uniform allowance, education allowance, books and periodicals allowance and any other perquisites as per the policy/rules of the Company in force or as may be approved by the Board from time to time.

In addition to the above, the appointee shall also be entitled to the following benefits as per policy/rules of the Company in force or as may be approved by the Board from time to time:

- (i) Company maintained two cars with driver or cash equivalent thereof;
- (ii) Telecommunication facilities at residence;
- (iii) Company paid abroad vacation with spouse every year.

The appointee shall be entitled to following perquisites which will not be included in the computation of the ceiling of remuneration:

- (i) Company’s contribution to Provident Fund and Superannuation Fund;
- (ii) Payment of gratuity and other retiral benefits and;
- (iii) Encashment of leave.

D) Commission: The appointee shall also be entitled to, in addition to the aforesaid salary and perquisites, Commission not exceeding ₹ 18,00,000/- per anum.

E) The Board is authorised to fix actual remuneration and revise it from time to time within the aforesaid ceilings.

RESOLVED FURTHER THAT the Board be and is hereby authorized at its discretion from time to time to fix the actual remuneration and/or perquisites of Mr. Chand Arora and revise such remuneration and/ or perquisites from time to time within the maximum limits specified as above. The Board be and is hereby further authorized to vary/ modify/ amend any of the aforesaid terms and conditions, provided such variation/ modification/ amendment is in conformity with the applicable provisions of the Act, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company, be and are hereby severally authorised to make necessary application to such authorities, as may be required, for seeking its approval to the said re-appointment and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ONLY ON A POLL AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. In terms of Section 152 of the Companies Act, 2013, Mr. Chand Arora, Managing Director, retire by rotation at the ensuing AGM. Mr. Chand Arora, being eligible, offers himself for re-appointment.
The Board of Directors of the Company recommends re-appointment of Mr. Chand Arora.
5. Details of Mr. Chand Arora, Managing Director, proposed to be re-appointed at the forthcoming AGM as required by Clause 49 of the Listing Agreement and Secretarial Standards on General Meetings (SS – 2) is forming a part of this Notice.
6. Members are requested to bring their attendance slip duly completed and signed along with their copy of annual report to the Meeting.
7. 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.
8. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 1st September, 2015 to Monday, 7th September, 2015, (both days inclusive), for the purpose of the AGM of the Company.

9. Members are requested to:

- (a) intimate to the Company's Share Transfer Agents (STA), changes, if any, in their registered addresses at an early date, in case of shares held in physical form;
 - (b) intimate to the respective Depository Participant (DP), changes, if any, in their registered addresses/email ID or bank mandates to their DP with whom they are maintaining their demat accounts.
 - (c) quote their Folio Numbers/Client ID/DP ID in all correspondence; and
 - (d) consolidate their holdings into one Folio in case they hold shares under multiple Folios in the identical order of names.
10. Members may please note that, Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also mandated that for securities market transactions and off market/private transactions involving transfer of shares in physical form, it shall be necessary for the transferee(s) to furnish copy of PAN card to the Company/ STA for registration of such transfer of shares.

Members may please note that, SEBI has also made it mandatory for submission of PAN in the following cases viz., (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

11. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules made thereunder, the Notice calling the AGM along with the Annual Report 2014-15 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's STA, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. However, in case a Member wishes to receive a physical copy of the Annual Report, he is requested to send an email to secretarial@arrowtextiles.com and / or support@freedomregistry.in duly quoting his/her DP ID and Client ID or the Folio number, as the case may be.

Members are requested to register/update their e-mail addresses with the DP (in case of shares held in dematerialised form) or with STA (in case of shares held in physical form) which will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.

12. Members holding shares in physical form are advised to avail the Nomination facility in respect of their shares by filling the prescribed form. Members holding shares in electronic form may contact their DP for recording their Nomination.

13. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Clause 35B of the Listing Agreement and Secretarial Standards on General Meetings (SS – 2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the AGM (“remote e-voting”) using an electronic voting system provided by Central Depository Services (India) Limited (“CDSL”), on all the business items set forth in the Notice of AGM and the business may be transacted through such remote e-voting. The instructions to e-voting explain the process and manner for generating/receiving the password, and for casting of vote(s) in a secure manner. However, the Members are requested to take note of the following items:

- a. The remote e-voting period will commence on Thursday, 3rd September, 2015 (9.00 am IST) and will end on Sunday, 6th September, 2015 (5.00 pm IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 31st August, 2015, may cast their votes through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting after 5.00 pm (IST) on Sunday, 6th September, 2015 and remote e-voting shall not be allowed beyond the said time.
- b. The voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date, being Monday, 31st August, 2015.
- c. Once the vote on a resolution is cast by a Member through remote e-voting, he/she/it shall not be allowed to change it subsequently.
- d. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of AGM Notice and holding shares as of the cut-off date, i.e. Monday, 31st August, 2015, may refer to this Notice of the AGM of the Company, posted on Company’s website www.arrowtextiles.com for detailed procedure with regard to remote e-voting. The Notice shall also be available at www.cdslindia.com. Any person who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- e. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the AGM. The Company is offering facility for voting by way of polling papers at the AGM for the Members attending the meeting who has not cast their vote by remote e-voting.
- f. A member may participate in the AGM even after exercising his right to vote through remote e-voting, but cannot vote again at the AGM.
- g. If a Member cast votes by both modes i.e. remote e-voting and polling papers at the AGM, then voting done through remote e-voting shall prevail and polling paper shall be treated as invalid.
- h. The Company has appointed Mr. Ashish Kumar Jain, Practicing Company Secretary (membership no. 6058) from M/s A. K. Jain and Co., Company Secretaries in Practice, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- i. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer’s Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the AGM to the Chairman or a person authorised by him. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
- j. The resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutinizers report shall be placed on the Company’s website www.arrowtextiles.com and on the website of CDSL immediately after the result is declared by the Chairman.

The instructions for remote e-voting are as under:

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

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also

used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for ARROW TEXTILES LIMITED on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues or grievances regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and remote e-voting manual available at www.evotingindia.com, under help section or write an email/contact the following :

- A. E-voting Helpdesk
Central Depository Services (India) Limited
Email : helpdesk.evoting@cdslindia.com
Phone : 1800-200-55-33
- B. Ms. Sushama Vesvikar, Company Secretary
Arrow Textiles Limited
Corporate Office : Bayside Mall, 2nd Floor, Tardeo Road, Haji Ali, Mumbai – 400 034.
Email : secretarial@arrowtextiles.com
Phone : 022-40794700

C. Mr. Bhushan Chandratre
Freedom Registry Limited
Registered Office : Plot No. 101 / 102, 19th Street, MIDC, Satpur, Nasik - 422 007.
Email : support@freedomregistry.in
Phone : 0253-2354032, 2363372

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

14. Members desirous of asking any questions at the AGM are requested to send in their questions so as to reach the Company at least 10 days before the AGM, so that the same can be suitably replied.

By Order of the Board of Directors,

SUSHAMA VESVIKAR
Company Secretary

Mumbai, 27th July, 2015

Registered Office:

Plot No. 101-103, 19th Street, MIDC,
Satpur, Nasik – 422 007, Maharashtra.
CIN : L51494MH2008PLC178384
Email ID : secretarial@arrowtextiles.com
Website : www.arrowtextiles.com
Tel No : 91-253-3918200
Fax No : 91-253-3918220

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 4 :

Mr. Chand Arora, 62, holds a bachelors degree in science. He is the Managing Director of the Company. Mr. Chand Arora looks after the overall operations of the Company. He has enriched experience of 30 years in Textiles Industry. He has knowledge of latest technology and advancement in manufacturing operations as well as a great vision for future of textile industry.

Mr. Chand Arora was re-appointed as Managing Director of the Company by the members at its AGM held on 25th September, 2014, for a period of 2 years from 1st April, 2014 to 31st March, 2016. The Board of Directors of the Company, at its meeting held on 27th July, 2015, on the recommendation of Nomination and Remuneration Committee has accorded its approval to the re-appointment of Mr. Chand Arora, as Managing Director of the Company for a period of 1 year i.e. from 1st April, 2016 to 31st March, 2017.

Approval of the members of the Company by way of Special Resolution is sought for re-appointment of Mr. Chand Arora as Managing Director of the Company on such terms and conditions and remuneration as stated in the Special Resolution forming part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Chand Arora, are in any way, concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

STATEMENT AS REQUIRED UNDER SECTION II, PART II OF THE SCHEDULE V TO THE COMPANIES ACT, 2013

I GENERAL INFORMATION

1. Nature of Industry:

Arrow Textiles Limited ("the Company") is into Textile Industry.

2. Date or Expected Date of Commencement of Commercial Production:

The Company was incorporated on 30th January, 2008 under the Companies Act, 1956. The Certificate for Commencement of Business was issued by the Registrar of Companies, Mumbai on 3rd July, 2008 and it started commercial production soon thereafter.

3. In Case of New Companies, Expected Date of Commencement of Activities as per Project Approved by Financial Institutions appearing in the Prospectus:

Not Applicable.

4. Financial Performance For The Year Ended 31.03.2015

Particulars	(₹ in '000)
Income for the year	4,79,767.55
Profit before Interest, Depreciation and Tax	1,21,318.45
Finance Charges	13,056.79
Profit before Depreciation and Taxes	1,08,261.66
Depreciation	39,007.15
Provisions for Taxation/ Deferred Tax	21,953.70
Prior Period Items / Extra Ordinary Items	5.86
Net Profit/(Loss) for the Current Year	47,294.95
Earlier Years Balance Brought forward	64,894.13
Balance carried to Balance Sheet	1,12,189.08

5. Foreign Investments or Collaborations, if any:

Nil

II. INFORMATION ABOUT THE APPOINTEE

1. Background Details:

Mr. Chand Arora, 62, holds a bachelors degree in science. He is the Managing Director of the Company. Mr. Chand Arora looks after the overall operations of the Company. He has enriched experience of 30 years in Textile Industry. He has knowledge of latest technology and advancement in manufacturing operations as well as a great vision for future of textile industry.

2. Past remuneration:

₹ 85,05,606/- per anum.

3. Recognition & Awards:

Nil

4. Job Profile and his Suitability:

Mr. Chand Arora, 62, holds a bachelors degree in science. He is the Managing Director of the Company. Mr. Chand Arora looks after the overall operations of the Company. He has enriched experience of 30 years in Textile Industry. He has knowledge of latest technology and advancement in manufacturing operations as well as a great vision for future of textile industry.

5. Remuneration proposed :

As per details given in the Resolution above.

6. Comparative Remuneration Profile with respect to Industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Chand Arora, Managing Director of the Company, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Beside the remuneration proposed, Mr. Chand Arora, Managing Director of the Company, do not have any other pecuniary relationship with the Company and he is not related to any of the Managerial Personnel of the Company.

III. OTHER INFORMATION:

1. Reasons for loss or inadequacy of profits:

i. Effect of writing off Goodwill

Consequent upon giving effect to Scheme of Demerger, an amount of ₹ 7,16,18,819/- arised as Goodwill (being difference between the aggregate value of equity shares allotted and net book value of the assets under demerger undertaking as on 1st April, 2008). It had been decided to charge Goodwill to Profit and Loss Account in equal amount over a period of five years on straight line basis. Goodwill also includes loan fund and retirement benefit obligation pertaining to textile division transferred subsequently.

In view of the above, it can be concluded that Net Profit before Tax has been affected. Has the amount of Goodwill not written off and charged to Profit and Loss Account, the Net Profit before Tax of the Company would have been different as evident in the table below:

Financial Year	Net Profit/ (Loss) Before Tax (₹)	Goodwill written off (₹)	Net Profit/(Loss) Before Tax, if Goodwill not written off (₹)	Net Profit/ (Loss) After Tax (₹)
2008-09	(2,17,698)	1,43,23,764	1,41,06,066	(56,03,019)
2009-10	11,91,187	1,43,23,764	1,55,14,951	(44,00,542)
2010-11	2,80,12,469	1,43,23,764	4,23,36,233	1,37,45,620
2011-12	28,86,189	1,43,23,764	1,72,09,953	(27,16,263)
2012-13	1,47,29,230	1,43,23,764	2,90,52,994	2,97,67,380

Financial Year	Net Profit/ (Loss) Before Tax (₹)	Goodwill written off (₹)	Net Profit/(Loss) Before Tax, if Goodwill not written off (₹)	Net Profit/ (Loss) After Tax (₹)
2013-14	5,27,04,880	Nil	5,27,04,880	3,57,43,420
2014-15	6,92,54,510	Nil	6,92,54,510	4,72,94,950

It can be viewed from the above table that under the able and dynamic leadership of Mr. Chand Arora, the Company has year after year constantly performed very well and particularly there was considerable improvement in the profit of the Company in the financial year 2014-15 as compared to that of previous year. This coupled with the fact that the year 2012-2013 was the last year for amortization of the goodwill, justifies the proposed remuneration of Mr. Chand Arora, as Managing Director of the Company.

2. Steps taken by the company to improve performance:

- Optimal utilization of the resources available with the Company, by using technologically advanced machines to achieve optimum production mix.
- Aggressive Marketing to capture sizable shares in the Textile Industry. The Company is planning to expand its presence in those domains where small and mid size companies are operating but cannot provide superior quality products and thus it will help the Company to increase its order book size and in turn help the Company to achieve optimum utilization of its installed capacity as well as optimum product mix.
- New product development to capture untapped areas of Textile Industry. The Company is working on enhancing its R & D activity, wherein the main thrust will be developing new products and where by the existing infrastructure of the Company can be utilized to its optimum level without having to make new investments.
- Concentrating on the Export Market. The Company is actively touching base with new clients in international market, whereby the untapped territories can be explored leading to increase in overall performance of the Company.

3. Expected increase in productivity and profits in measurable terms:

With the above mentioned steps taken by the Company, the Company will be able to improve its sales and profit. Increased production capacity is expected to increase turnover of the Company.

IV. DISCLOSURES:

Disclosures in the Board of Directors' report under the heading 'Corporate Governance' is to be attached to the Financial Statement in respect of the following:

- All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the Directors;
- Details of fixed component and performance linked Incentives along with the performance criteria;
- Service contracts, notice period, severance fees;
- Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

The requisite details in respect of aforesaid is given in the Corporate Governance Report forming the part of this Annual Report.

DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED AT THE FORTHCOMING AGM AS REQUIRED BY CLAUSE 49 OF THE LISTING AGREEMENT AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS – 2)



Name of Director

Mr. Chand Arora

Date of Birth

16th January, 1953

Date of First Appointment

30th January, 2008

Qualification

Mr. Chand Arora holds a bachelors degree in Science.

Profile and Expertise

Mr. Chand Arora, 62 years of age, holds a bachelors degree in science. He is the Managing Director of our Company. Mr. Chand Arora looks after the overall operations of our Company. He has enriched experience of 30 years in Textiles Industry. He has knowledge of latest technology and advancement in manufacturing operations as well as a great vision for future of Textiles Industry.

Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid

To be appointed as Managing Director for a period of 1 year from 1st April, 2016 to 31st March, 2017, liable to retire by rotation.

Remuneration last drawn

₹ 85,05,616/- p.a.

Relationship with other Directors, Manager and Key Managerial Personnel

None

No. of Board Meetings attended during the year

4

Number of shares held in the Company, Individually or Jointly.

24,877

Directorship and Committee memberships (Excluding Arrow Textiles Limited)

i) Directorships held in other Companies

Highstreet Cruises and Entertainment Private Limited

J M Realty Management Private Limited

J M Township and Real Estate Private Limited

ii) Chairman of Board Committees : Nil

iii) Member of Board Committees : Nil

DIRECTORS' REPORT

TO THE SHAREHOLDERS

Your Directors have pleasure in presenting the Eighth Directors' Report of your Company along with the financial statements for the financial year ended 31st March, 2015.

1. Operating Results

Certain key aspects of your Company's performance during the financial year ended 31st March, 2015, as compared to the previous financial year are summarised below:

(₹ in '000)

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Income for the year	4,79,767.55	4,27,388.03
Profit before Interest, Depreciation and Tax	1,21,318.45	1,00,397.97
Finance Charges	13,056.79	15,954.45
Profit before Depreciation and Taxes	1,08,261.66	84,443.52
Depreciation & Amortisation	39,007.15	31,738.64
Provisions for Taxation/ Deferred Tax	21,953.70	16,928.24
Prior Period Items / Exceptional Items	5.86	33.22
Minority Interest & Profit from Associate Company	Nil	Nil
Net Profit for the Current Year	47,294.95	35,743.42
Earlier Years Balance Brought forward	64,894.13	30,780.76
Net Profit available for Appropriation	1,12,189.08	66,524.18
Transfer to General Reserves	Nil	Nil
Balance carried to Balance Sheet	1,12,189.08	66,524.18

2. Dividend

The Directors do not recommend any dividend for the Financial Year ended 31st March, 2015.

3. Share Capital

There was no change in the Company's share capital during the year under review.

The Company's paid up equity share capital remained at ₹ 19,04,39,390 comprising of 1,90,43,939 equity shares of ₹ 10/- each.

4. OVERVIEW OF OPERATIONS:

During the year under review, your Company recorded a total income of ₹ 4,79,767.55 ('000) and Net Profit of ₹ 47,294.95 ('000). For further information, kindly refer to Management Discussion and Analysis Report, forming part of this Annual report.

5. EXTRACT OF ANNUAL RETURN

The Extract of Annual Return as provided under Section 92(3) of the Companies Act, 2013 and as prescribed in Form No. MGT-9 of the Companies (Management and Administration) Rules, 2014 is appended as **Annexure I** to this Annual Report.

6. NUMBER OF MEETINGS OF THE BOARD

The Board met four times in financial year 2014-15 viz., on 28th May, 2014, 4th August, 2014, 5th November, 2014 and 2nd February, 2015.

7. Directors' RESPONSIBILITY STATEMENT

Your Directors hereby confirm that:

- i. In the preparation of the annual accounts for financial year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. 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 31st March, 2015 and of the profit of the Company for that period.
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the annual accounts for financial year ended 31st March, 2015 on a 'going concern' basis.
- v. The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and have been operating efficiently.
- vi. The Directors have devised proper systems to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effectively.

8. DECLARATION BY INDEPENDENT Directors

The Independent Directors of the Company have submitted the declaration of Independence as required under Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

9. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Companies Act 2013, is appended as **Annexure II** to this Annual Report.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

11. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the financial year 2014-15, your Company has entered into transactions with related parties as defined under section 2(76) of the Companies Act, 2013 read with the Companies (Specification and Definitions Details), Rules, 2014 in accordance with the provisions of the Companies Act, 2013, Rules issued thereunder and Clause

49 of the Listing Agreement. During the financial year 2014-15, the Company has not entered into transactions with related parties which qualify as material transactions under the Listing Agreement. The Form AOC- 2 pursuant to Section 134 (3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies(Accounts) Rules, 2014 is set out as **Annexure III** to this Annual Report.

The details of related party transactions as required under Accounting Standard-18 are set out in notes to accounts to the Financial Statements forming part of this Annual Report.

Policy on related party transactions is available on Company's website and the same may be accessed at the link <http://www.arrowtextiles.com/Related-Party-Transaction-Policy.pdf>.

12. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Report.

13. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is given in **Annexure IV** to this Annual Report.

14. BUSINESS RISK MANAGEMENT

Pursuant to Clause 49 of the Listing Agreement, the Company has constituted a Risk Management Committee (RMC). The Committee comprises of Mr. Aditya Mangaldas, Mr. Chand Arora and Mr. Aurobind Patel. Terms of Reference of Risk Management Committee are as follows:

1. To lay down a framework for identification, measurement, analysis, evaluation, prioritization, mitigation & reporting of various risks in line with the Risk Management Policy of the Company.
2. To review the strategies, policies, frameworks, models and procedures that lead to the identification, measurement, reporting and mitigation of various risks.
3. To implement risk mitigation plans in the interest of the Company.
4. To help the Board define the risk appetite of the organization and to ensure that the risk is not higher than the risk appetite determined by the Board.
5. To safeguard Company's properties, interests, and interest of all stakeholders.
6. To evolve the culture, processes and structures that are directed towards the effective management of potential opportunities and adverse effects, which the business and operations of the Company are exposed to.
7. To optimize a balance between the cost of managing risk and the anticipated benefits.
8. To monitor the effectiveness of risk management functions throughout the organization. Ensure that infrastructure, resources and systems are in place for risk management and are adequate to maintain a satisfactory level of risk management discipline.
9. To create awareness among the employees to assess risks on a continuous basis and to ensure that risk awareness culture is pervasive throughout the organization.
10. To review issues raised by Internal Audit that impact the risk management framework.

11. To review and approve risk disclosure statements.

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

The business risk framework defines the risk identification and its management approach across the enterprise at various levels including documentation and reporting. The framework helps in identifying risks trend, exposure and potential impact analysis on a Company's business.

15. VIGIL MECHANISM

The Company has adopted a Whistle Blower Policy for Directors and Employees to report genuine concerns and to provide for adequate safeguards against victimization of persons who may use such mechanism. The said policy is posted on the Company's website www.arrowtextiles.com.

16. ANNUAL EVALUATION OF PERFORMANCE OF THE BOARD

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria for the Board, its Committees and Directors.

The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members.

Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole. The Nomination and Remuneration Committee also reviewed the performance of the Board, its Committees and of the Directors.

17. SUBSIDIARY COMPANIES

The Company does not have any subsidiaries. However, the Company has formulated policy for determining material subsidiary and the same is available on Company's website and the same may be accessed at the link <http://www.arrowtextiles.com/Policy-for-Determining-Material-Subsidiaries.pdf>.

18. DETAILS RELATING TO DEPOSITS, COVERED UNDER CHAPTER V OF THE COMPANIES ACT, 2013

During the year under review, the Company has not accepted any deposit from the public.

19. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

20. INTERNAL CONTROL SYSTEM

The Company has an internal financial control system commensurate with the size and scale of its operations and the same has been operating effectively. The Internal Auditor evaluates the efficacy and adequacy of internal control system, accounting procedures and policies adopted by the Company for efficient conduct of its business, adherence to Company's policies, safeguarding of Company's assets, prevention and detection of frauds and errors and timely preparation of reliable financial information etc. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

21. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152(6)(e) of the Companies Act, 2013, Mr. Chand Arora (DIN : 00016583), Director of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Chand Arora (DIN : 00016583), Managing Director and Ms. Sushama Vesvikar, Company Secretary of the Company are the Key Managerial Personnel as per the provisions of Section 203 of the Companies Act, 2013 and Rules made there under and were already in office before the commencement of the Companies Act, 2013. Further, during the year pursuant to provisions of the Companies Act, 2013, Mr. Ulhas Jagannath Kale was appointed as Key Managerial Personnel of the Company to be designated as Chief Financial Officer (CFO) of the Company w.e.f. 4th August, 2014.

Further, Mr. Harshvardhan Piramal (DIN : 00044972) ceased to be a Director of the Company w.e.f. 25th September, 2014. The Board places on record its appreciation for the valuable services and guidance given by Mr. Harshvardhan Piramal (DIN : 00044972) to the Company during his tenure as Director of the Company.

22. AUDITORS

1. Statutory Auditor

The Board of Directors recommends to re-appoint M/s. Amit Desai & Co., Chartered Accountants as Statutory Auditors of the Company who were appointed as Statutory Auditors of the Company at last Annual General Meeting to hold office from the conclusion of 7th Annual General Meeting till the conclusion of 10th Annual General meeting, subject to ratification of their appointment at every Annual General Meeting. The Board of Directors of the Company at its meeting held on 12th May, 2015 recommended to members of the Company ratification of appointment of M/s. Amit Desai & Co., Chartered Accountants as the Statutory Auditors of the Company for financial year 2015-2016.

There are no qualifications, reservations or adverse remarks or disclaimers made by Statutory Auditors, in their report.

Your Company has received a letter from M/s. Amit Desai & Co. to the effect that their re-appointment, if made, would be under the second and third proviso to Section 139 (1) of the Act and that they are not disqualified within the meaning of Section 141 of the 2013 Act read with Rule 4(1) of the Companies (Audit and Auditors) Rules, 2014.

2. Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed A. K. Jain & Co., a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the year ended 31st March, 2015. The Secretarial Audit Report is annexed as **Annexure V** to this Annual Report.

There are no qualifications, reservations or adverse remarks or disclaimers made by Secretarial Auditor of the Company, in his secretarial audit report.

23. CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement, the Management Discussion & Analysis Report and Corporate Governance Report together with Certificate from Practicing Company Secretary, on compliance with the conditions of Corporate Governance as laid down, forms part of this Annual Report.

24. AUDIT COMMITTEE OF THE COMPANY:

The Company's Audit Committee comprises the following Directors:

1. Mr. Aditya Mangaldas (Chairman);
2. Mr. Chand Arora;
3. Mr. Aurobind Patel

The composition of the Audit Committee is in compliance with the requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

25. PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules and disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in **Annexure VI** to this Annual Report.

26. ACKNOWLEDGEMENTS

Your Directors express their sincere appreciation of the co-operation received from shareholders, bankers and other business constituents during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in the successful performance of the Company during the year.

By Order of the Board of Directors,

JAYDEV MODY
Chairman

Mumbai, 27th July, 2015

Registered Office:

Plot No. 101-103,
19th Street, MIDC,
Satpur, Nasik - 422 007, Maharashtra.
CIN : L51494MH2008PLC178384
Email ID: secretarial@arrowtextiles.com
Website: www.arrowtextiles.com
Tel No : 91-253-3918200
Fax No : 91-253-3918220

ANNEXURE I
FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015
[PURSUANT TO SECTION 92(3) AND RULE 12(1) OF THE COMPANIES
(MANAGEMENT AND ADMINISTRATION) RULES, 2014]

I. REGISTRATION AND OTHER DETAILS

i.	CIN	L51494MH2008PLC178384
ii.	Registration Date	30 th January, 2008
iii.	Name of the Company	Arrow Textiles Limited
iv.	Category / Sub-Category of the Company	Category: Company Limited by Shares Sub-category : Indian Non-Government Company
v.	Address of the Registered office and contact details	Plot No. 10-103, 19 th Street, MIDC, Satpur, Nasik - 422 007, Maharashtra. Email ID: secretarial@arrowtextiles.com Tel No : 91-253-3918200 Fax No : 91-253-3918220
vi.	Whether listed company (Yes / No)	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Freedom Registry Limited Plot No. 101/102, 19 th Street, MIDC, Satpur, Nashik - 422 007, Maharashtra. Email ID : support@freedomregistry.in Tel No : 91-253-2354032, 2363372 Fax : 91-253-2351126

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company, on standalone basis, are as under:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Woven Tape	2473	23.55
2.	Woven Label	2679	36.81
3.	Fabric Printed Label	2699	39.14

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	NA*				

* The Company does not have any subsidiary.

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

i) Category-wise Share Holding

Sr. no.	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 year
		Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters										
1) Indian										
a)	Individual/HUF	58,671	0	58,671	0.31	68,671	0	68,671	0.36	0.05
b)	Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c)	State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
d)	Bodies Corp.	75,117	0	75,117	0.39	65,117	0	65,117	0.34	(0.05)
e)	Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
f)	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
(f1)	Trusts	1,29,35,228	0	1,29,35,228	67.93	1,29,36,114	0	1,29,36,114	67.93	0.00
	Sub-total (A) (1):-	1,30,69,016	0	1,30,69,016	68.63	1,30,69,902	0	1,30,69,902	68.63	0.00
2) Foreign										
a)	NRIs- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b)	Other- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c)	Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d)	Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
e)	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
	Total Shareholding of Promoters (A) = (A) (1) + (A)(2)	1,30,69,016	0	1,30,69,016	68.63	1,30,69,902	0	1,30,69,902	68.63	0.00
B. Public Shareholding										
1) Institutions										
a)	Mutual Funds / UTI	0	0	0	0.00	0	0	0	0.00	0.00
b)	Banks / FI	2,287	0	2,287	0.01	2,287	0	2,287	0.01	0.00
c)	Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d)	State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
e)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g)	FIs	0	0	0	0.00	0	0	0	0.00	0.00
h)	Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i)	Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (B)(1):	2,287	0	2,287	0.01	2,287	0	2,287	0.01	0.00
2) Non-Institutions										
a) Bodies Corporate										
i)	Indian	13,82,623	9,463	13,92,086	7.31	7,19,626	9,463	7,29,089	3.83	(3.48)
ii)	Overseas	0	0	0	0.00	0	0	0	0.00	0.00

Sr. no.	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 year
		Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
b)	Individuals									
i)	Individual Shareholders holding nominal share capital upto share capital upto ₹ 1 lakh	39,58,180	4,57,676	44,15,856	23.19	44,81,921	4,43,183	49,25,104	25.86	2.67
ii)	Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	1,34,500	0	1,34,500	0.71	2,46,369	0	2,46,369	1.29	0.59
c)	Others (specify)									
(c1)	Clearing Member	3,538	0	3,538	0.02	25,981	0	25,981	0.14	0.12
(c2)	NRIs	25,170	1,486	26,656	0.14	43,721	1,486	45,207	0.24	0.10
	Sub-Total (B)(2):	55,04,011	4,68,625	59,72,636	31.36	55,17,618	4,54,132	59,71,750	31.36	0.00
	Total Public Shareholding (B)=(B)(1)+(B)(2)	55,06,298	4,68,625	59,74,923	31.37	55,19,905	4,54,132	59,74,037	31.37	0.00
C.	Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
	Grand Total (A+B+C)	1,85,75,314	4,68,625	1,90,43,939	100.00	1,85,89,807	4,54,132	1,90,43,939	100.00	0.00

(ii) Shareholding of Promoters

Sr. no.	Name of Shareholders	No. of shares held at the beginning of the year			No. of shares held at the end of the year			% change in shareholding during the year
		Number of shares held	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	Number of shares held	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Jaydev Mody	281	0.00	0.00	281	0.00	0.00	0.00
2	Ambika G. Singhania - Kothari	11,842	0.06	0.00	11,842	0.06	0.00	0.00
3	Gopika Singhania	10,966	0.06	0.00	10,966	0.06	0.00	0.00
4	Chand Vishnudatta Arora	24,877	0.13	0.00	24,877	0.13	0.00	0.00
5	Highland Resorts LLP	38,097	0.20	0.00	28,097	0.15	0.00	(0.05)
6	Aarti Management Consultancy Pvt. Ltd.	2	0.00	0.00	2	0.00	0.00	0.00
7	Aditi Management Consultancy Pvt. Ltd.	2	0.00	0.00	2	0.00	0.00	0.00
8	Anjoss Trading Pvt. Ltd.	2	0.00	0.00	2	0.00	0.00	0.00
9	Delta Corp Ltd.	2	0.00	0.00	2	0.00	0.00	0.00
10	Onestar Mercantile Company Pvt. Ltd.	37,012	0.19	0.00	37,012	0.19	0.00	0.00
11	*Aryanish Finance & Investments Pvt. Ltd.	43,13,082	22.65	0.00	43,13,254	22.65	0.00	0.00
12	*Bayside Property Developers Pvt. Ltd.	43,10,855	22.64	0.00	43,11,569	22.64	0.00	0.00
13	*Delta Real Estate Consultancy Pvt. Ltd.	43,11,291	22.64	0.00	43,11,291	22.64	0.00	0.00
14	Kalpna Singhania	10,705	0.06	0.00	15,705	0.08	0.00	0.02
15	Urvi Piramal A	0	0.00	0.00	5,000	0.03	0.00	0.03
	Total	1,30,69,016	68.63	0.00	1,30,69,902	68.63	0.00	0.00

*Aryanish Finance and Investments Private Limited, Bayside Property Developers Private Limited and Delta Real Estate Consultancy Private Limited are holding Equity Shares in the capacity of trustees for Aarti J Mody Trust, Aditi J Mody Trust and Anjali J. Mody Trust respectively.

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

Sr. no.	Name	Shareholding		Date	Increase / (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares at the beginning (01.04.2014) / end of the year (31.03.2015)	% of total Share of the Company				No of Shares	% of total Shares of the Company
1	Jaydev Mody	281	0.00	01.04.2014	0	Nil movement during the year	281	0.00
		281	0.00	31.03.2015				
2	Ambika G. Singhania -Kothari	11,842	0.06	01.04.2014	0	Nil movement during the year	11,842	0.06
		11,842	0.06	31.03.2015				
3	Gopika Singhania	10,966	0.06	01.04.2014	0	Nil movement during the year	10,966	0.06
		10,966	0.06	31.03.2015				
4	Chand Arora	24,877	0.13	01.04.2014	0	Nil movement during the year	24,877	0.13
		24,877	0.13	31.03.2015				
5	Highland Resorts LLP	38,097	0.20	01.04.2014				
				04.09.2014	(5,000)	Transfer	33,097	0.17
				18.09.2014	(5,000)	Transfer	28,097	0.15
		28,097	0.15	31.03.2015				
6	Aarti Management Consultancy Pvt. Ltd.	2	0.00	01.04.2014	0	Nil movement during the year	2	0.00
		2	0.00	31.03.2015				
7	Aditi Management Consultancy Pvt. Ltd.	2	0.00	01.04.2014	0	Nil movement during the year	2	0.00
		2	0.00	31.03.2015				
8	Anjoss Trading Pvt. Ltd.	2	0.00	01.04.2014	0	Nil movement during the year	2	0.00
		2	0.00	31.03.2015				
9	Delta Corp Ltd.	2	0.00	01.04.2014	0	Nil movement during the year	2	0.00
		2	0.00	31.03.2015				
10	Onestar Mercantile Company Pvt. Ltd.	37,012	0.19	01.04.2014	0	Nil movement during the year	37,012	0.19
		37,012	0.19	31.03.2015				
11	*Aryanish Finance & Investments Pvt. Ltd.	43,13,082	22.65	01.04.2014				
				07.04.2014	50	Transfer	43,13,132	22.65
				09.04.2014	122	Transfer	43,13,254	22.65
		43,13,254	22.65	31.03.2015				
12	*Bayside Property Developers Pvt. Ltd.	43,10,855	22.64	01.04.2014	439	Transfer	43,11,294	22.64
				02.04.2014	100	Transfer	43,11,394	22.64
				04.04.2014	175	Transfer	43,11,569	22.64
		43,11,569	22.64	31.03.2015				
13	*Delta Real Estate Consultancy Pvt. Ltd	43,11,291	22.64	01.04.2014	0	Nil movement during the year	43,11,291	22.64
		43,11,291	22.64	31.03.2015				
14	Urvi Piramal A	0	0.00	01.04.2014				
				04.09.2014	5,000	Transfer	5,000	0.03
		5,000	0.03	31.03.2015				
15	Kalpana Singhania	10,705	0.06	01.04.2014				
				18.09.2014	5,000	Transfer	15,705	0.08
		15,705	0.08	31.03.2015				

*Aryanish Finance and Investments Private Limited, Bayside Property Developers Private Limited and Delta Real Estate Consultancy Private Limited are holding Equity Shares in the capacity of trustees for Aarti J Mody Trust, Aditi J Mody Trust and Anjali J. Mody Trust respectively.

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

Sr. no.	Name	Shareholding		Date	Increase / (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares at the beginning (01.04.2014) / end of the year (31.03.2015)	% of total Share of the Company				No of Shares	% of total Shares of the Company
1	IDBI Trusteeship Services Ltd. (India Advantage Fund III) #	8,62,800	4.53	01.04.2014				
				17.10.2014	(243)	Transfer	8,62,557	4.53
				24.10.2014	(8,193)	Transfer	8,54,364	4.49
				31.10.2014	(1,051)	Transfer	8,53,313	4.48
				14.11.2014	(3,12,739)	Transfer	5,40,574	2.84
				21.11.2014	(2,79,338)	Transfer	2,61,236	1.37
				28.11.2014	(1,00,000)	Transfer	1,61,236	0.85
				05.12.2014	(70,761)	Transfer	90,475	0.48
				12.12.2014	(6,269)	Transfer	84,206	0.44
				19.12.2014	(84,206)	Transfer	0	0.00
		0	0.00	31.03.2015				
#Ceased to be in the list of Top 10 shareholders as on 31-03-2015. The same is reflected above since the shareholder was one of the Top 10 shareholder as on 01.04.2014.								
2.	New Deal Multitrade Pvt. Ltd.	1,82,000	0.96	01.04.2014	0	Nil movement during the year	1,82,000	0.96
		1,82,000	0.96	31.03.2015				
3.	Sudhir Nagesh Lodayekar	1,34,500	0.71	01.04.2014	0	Nil movement during the year	1,34,500	0.71
		1,34,500	0.71	31.03.2015				
4.	Rajiv Narenkumar Punater #	97,548	0.51	01.04.2014				
				09.05.2014	(1,500)	Transfer	96,048	0.50
				01.08.2014	(1,483)	Transfer	94,565	0.50
				19.09.2014	(2,000)	Transfer	92,565	0.49
				30.09.2014	(12,000)	Transfer	80,565	0.42
				03.10.2014	(1,150)	Transfer	79,415	0.42
				10.10.2014	(2,500)	Transfer	76,915	0.40
				17.10.2014	(1,828)	Transfer	75,087	0.39
				07.11.2014	(3,000)	Transfer	72,087	0.38
				14.11.2014	(4,750)	Transfer	67,337	0.35
				21.11.2014	(702)	Transfer	66,635	0.35
				28.11.2014	(5,500)	Transfer	61,135	0.32
				05.12.2014	(4,500)	Transfer	56,635	0.30
				12.12.2014	(1,900)	Transfer	54,735	0.29
				19.12.2014	(7,000)	Transfer	47,735	0.25
				31.12.2014	(6,000)	Transfer	41,735	0.22
				09.01.2015	(1,735)	Transfer	40,000	0.21
		06.03.2015	(4,000)	Transfer	36,000	0.19		
		13.03.2015	(6,500)	Transfer	29,500	0.15		
		20.03.2015	(4,500)	Transfer	25,000	0.13		
		27.03.2015	(14,000)	Transfer	11,000	0.06		
		31.03.2015	(1,900)	Transfer	9,100	0.05		
		9,100	0.05	31.03.2015				
# Ceased to be in the list of Top 10 shareholders as on 31-03-2015. The same is reflected above since the shareholder was one of the Top 10 shareholder as on 01.04.2014.								

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Sr. no.	Name	Shareholding		Date	Increase / (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares at the beginning (01.04.2014) / end of the year (31.03.2015)	% of total Share of the Company				No of Shares	% of total Shares of the Company
5.	Kishor Gopalji Sheth	92,658	0.49	01.04.2014				
				20.03.2015	(1,000)	Transfer	91,658	0.48
				31.03.2015	(6,000)	Transfer	85,658	0.45
		85,658	0.45	31.03.2015				
6.	Puregold Trading Company Pvt. Ltd. #	73,643	0.39	01.04.2014				
				02.05.2014	(500)	Transfer	73,143	0.38
				09.05.2014	(966)	Transfer	72,177	0.38
				16.05.2014	(3,545)	Transfer	68,632	0.36
				23.05.2014	(2,000)	Transfer	66,632	0.35
				30.05.2014	(2,000)	Transfer	64,632	0.34
				06.06.2014	(8,000)	Transfer	56,632	0.30
				13.06.2014	(3,700)	Transfer	52,932	0.28
				20.06.2014	(500)	Transfer	52,432	0.28
				04.07.2014	(3,500)	Transfer	48,932	0.26
				11.07.2014	(3,500)	Transfer	45,432	0.24
				25.07.2014	(2,000)	Transfer	43,432	0.23
				08.08.2014	(1,000)	Transfer	42,432	0.22
				14.08.2014	(1,100)	Transfer	41,332	0.22
				29.08.2014	(450)	Transfer	40,882	0.21
				12.09.2014	(4,500)	Transfer	36,382	0.19
				19.09.2014	(1,000)	Transfer	35,382	0.19
				09.01.2015	(10,783)	Transfer	24,599	0.13
				16.01.2015	(14,500)	Transfer	10,099	0.05
				23.01.2015	(5,000)	Transfer	5,099	0.03
		30.01.2015	(3,000)	Transfer	2,099	0.01		
		06.02.2015	(500)	Transfer	1,599	0.01		
		13.02.2015	(1,599)	Transfer	0	0.00		
		0	0.00	31.03.2015				
# Ceased to be in the list of Top 10 shareholders as on 31-03-2015. The same is reflected above since the shareholder was one of the Top 10 shareholder as on 01.04.2014.								
7.	Cyrus Shavak Patel #	60,000	0.32	01.04.2014				
				13.06.2014	(20,000)	Transfer	40,000	0.21
				31.12.2014	(40,000)	Transfer	0	0.00
		0	0.00	31.03.2015				
# Ceased to be in the list of Top 10 shareholders as on 31-03-2015. The same is reflected above since the shareholder was one of the Top 10 shareholder as on 01.04.2014.								



Sr. no.	Name	Shareholding		Date	Increase / (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares at the beginning (01.04.2014) / end of the year (31.03.2015)	% of total Share of the Company				No of Shares	% of total Shares of the Company
8.	Rama Jaisukhlal Vora #	55,270	0.29	01.04.2014				
				11.07.2014	(30,270)	Transfer	25,000	0.13
				30.09.2014	(25,000)	Transfer	0	0.00
		0	0.00	31.03.2015				
# Ceased to be in the list of Top 10 shareholders as on 31-03-2015. The same is reflected above since the shareholder was one of the Top 10 shareholder as on 01.04.2014.								
9.	Jatin Liladhar Dedhia #	52,926	0.28	01.04.2014				
				31.12.2014	(17,926)	Transfer	35,000	0.18
				09.01.2015	(10,000)	Transfer	25,000	0.13
				16.01.2015	(10,000)	Transfer	15,000	0.08
				06.03.2015	(5,000)	Transfer	10,000	0.05
		0	0.00	27.03.2015	(10,000)	Transfer	0	
# Ceased to be in the list of Top 10 shareholders as on 31-03-2015. The same is reflected above since the shareholder was one of the Top 10 shareholder as on 01.04.2014.								
10.	Puneeta Akash Tandon #	52,072	0.27	01.04.2014				
				21.11.2014	(52,072)	Transfer	0	0.00
		0	0.00	31.03.2015				
# Ceased to be in the list of Top 10 shareholders as on 31-03-2015. The same is reflected above since the shareholder was one of the Top 10 shareholder as on 01.04.2014.								
11.	Ashok Gopaldas Patel #	50,000	0.26	01.04.2014				
				28.11.2014	50,000	Transfer	1,00,000	0.53
		1,00,000	0.53	31.03.2015				
# Not in the list of Top 10 shareholders as on 01-04-2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2015.								
12.	A C Agarwal Share Brokers Pvt. Ltd. #	0	0.00	01.04.2014				
				30.09.2014	2,500	Transfer	2,500	0.01
				14.11.2015	(2,500)	Transfer	0	0.00
				09.01.2015	250	Transfer	250	0.00
				06.03.2015	32,837	Transfer	33,087	0.17
				27.03.2015	6,000	Transfer	39,087	0.21
		51,087	0.27	31.03.2015	12,000	Transfer	51,087	0.27
# Not in the list of Top 10 shareholders as on 01-04-2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2015.								
13.	Garett Thomas #	0	0.00	01.04.2014				
				06.03.2015	55,167	Transfer	55,167	0.29
		55,167	0.29	31.03.2015				
# Not in the list of Top 10 shareholders as on 01-04-2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2015.								

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Sr. no.	Name	Shareholding		Date	Increase / (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares at the beginning (01.04.2014) / end of the year (31.03.2015)	% of total Share of the Company				No of Shares	% of total Shares of the Company
14.	Bonanza Portfolio Ltd. #	441	0.00	01.04.2014				
				20.06.2014	200	Transfer	641	0.00
				04.07.2014	9,000	Transfer	9,641	0.05
				11.07.2014	(8,500)	Transfer	1,141	0.01
				18.07.2014	(500)	Transfer	641	0.00
				25.07.2014	588	Transfer	1,229	0.01
				01.08.2014	(88)	Transfer	1,141	0.01
				08.08.2014	(500)	Transfer	641	0.00
				14.08.2014	11	Transfer	652	0.00
				22.08.2014	(11)	Transfer	641	0.00
				29.08.2014	3,189	Transfer	3,830	0.02
				05.09.2014	(836)	Transfer	2,994	0.02
				12.09.2014	831	Transfer	3,825	0.02
				19.09.2014	(3,184)	Transfer	641	0.00
				14.11.2014	2,500	Transfer	3,141	0.02
				21.11.2014	(500)	Transfer	2,641	0.01
				05.12.2014	(100)	Transfer	2,541	0.01
				19.12.2014	1,450	Transfer	3,991	0.02
				31.12.2014	2,035	Transfer	6,026	0.03
				09.01.2015	5,100	Transfer	11,126	0.06
				16.01.2015	(1,300)	Transfer	9,826	0.05
				23.01.2015	1,650	Transfer	11,476	0.06
				30.01.2015	2,100	Transfer	13,576	0.07
				06.02.2015	(1,975)	Transfer	11,601	0.06
				13.02.2015	382	Transfer	11,983	0.06
		20.02.2015	(1,100)	Transfer	10,883	0.06		
		27.02.2015	5,900	Transfer	16,783	0.09		
		06.03.2015	200	Transfer	16,983	0.09		
		13.03.2015	6,350	Transfer	23,333	0.12		
		20.03.2015	6,450	Transfer	29,783	0.16		
		27.03.2015	12,146	Transfer	41,929	0.22		
		31.03.2015	5,600	Transfer	47,529	0.25		
		47,529	0.25	31.03.2015				

Not in the list of Top 10 shareholders as on 01-04-2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2015.

Sr. no.	Name	Shareholding		Date	Increase / (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares at the beginning (01.04.2014) / end of the year (31.03.2015)	% of total Share of the Company				No of Shares	% of total Shares of the Company
15.	Dipak Kanayalal Shah #	0	0.00	01.04.2014				
				11.07.2014	15,000	Transfer	15,000	0.08
				29.08.2014	15,000	Transfer	30,000	0.16
				12.09.2014	7,786	Transfer	37,786	0.20
				19.09.2014	1,400	Transfer	39,186	0.21
				30.09.2014	20,158	Transfer	59,344	0.31
				03.10.2014	5,000	Transfer	64,344	0.34
				17.10.2014	656	Transfer	65,000	0.34
				24.10.2014	7,000	Transfer	72,000	0.38
				07.11.2014	3,000	Transfer	75,000	0.39
		75,000	0.39	31.03.2015				
# Not in the list of Top 10 shareholders as on 01-04-2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2015.								
16.	Lukman Munavar Patel #	0	0.00	01.04.2014				
				06.03.2015	50,000	Transfer	50,000	0.26
		50,000	0.26	31.03.2015				
# Not in the list of Top 10 shareholders as on 01-04-2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2015.								
17.	Satya Prakash Mittal #	0	0.00	01.04.2014				
				14.09.2014	67,354	Transfer	67,354	0.35
				21.11.2014	86,979	Transfer	1,54,333	0.81
				28.11.2014	(55)	Transfer	1,54,278	0.81
				05.12.2014	5	Transfer	1,54,283	0.81
				12.12.2014	345	Transfer	1,54,628	0.81
				31.12.2014	(10,056)	Transfer	1,44,572	0.76
				09.01.2015	(26,291)	Transfer	1,18,281	0.62
				30.01.2015	(1,696)	Transfer	1,16,585	0.61
				06.02.2015	(2,065)	Transfer	1,14,520	0.60
				13.02.2015	(1,586)	Transfer	1,12,934	0.59
				20.02.2015	(1,065)	Transfer	1,11,869	0.59
				1,11,869	0.59	31.03.2015		
# Not in the list of Top 10 shareholders as on 01-04-2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2015.								

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. no.	Name	Shareholding		Date	Increase / (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares at the beginning (01.04.2014) / end of the year (31.03.2015)	% of total Share of the Company				No of Shares	% of total Shares of the Company
1	Jaydev Mody	281	0.00	01.04.2014	0	Nil movement during the year	281	0.00
		281	0.00	31.03.2015				
2	Chand Arora	24,877	0.13	01.04.2014	0	Nil movement during the year	24,877	0.00
		24,877	0.13	31.03.2015				
3	Aditya Mangaldas	0	0.00	01.04.2014	0	Nil movement during the year	0	0.00
		0	0.00	31.03.2015				
4	Aurobind Patel	0	0.00	01.04.2014	0	Nil movement during the year	0	0.00
		0	0.00	31.03.2015				
5	Harshvardhan Piramal	0	0.00	01.04.2014	-	Ceased to be a Director w.e.f. 25.09.2014	-	-
6	Anjali Mody	0	0.00	04.08.2014#	0	Nil movement during the year	0	0.00
		0	0.00	31.03.2015				
7	Dr. Vrajesh Udani	0	0.00	04.08.2014#	0	Nil movement during the year	0	0.00
		0	0.00	31.03.2015				
8	Ulhas Jagannath Kale *	2,135	0.00	04.08.2014#				
				25.09.2014	(2,135)	Transfer	0	0.00
		0	0.00	31.03.2015				
9	Sushama Vesvikar	0	0.00	01.04.2014				
				11.09.2014	1	Transfer	1	0.00
		1	0.00	31.03.2015				

Date of appointment

* Holding as a second holder with Anjali Ulhas Kale

V. INDEBTEDNESS

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

₹ in '000

Sr. no.	Particulars	Secured Loans excluding deposits (₹)	Unsecured Loans (₹)	Deposits (₹)	Total Indebtedness (₹)
Indebtedness at the beginning of the financial year 01/04/2014					
i)	Principal Amount	71,674.00	1,223.13	Nil	72,897.13
ii)	Interest due but not paid	Nil	Nil	Nil	Nil
iii)	Interest accrued but not due	113.68	Nil	Nil	113.68
	Total (i+ii+iii)	71,787.68	1,223.13	Nil	73,010.81
Change in Indebtedness during the financial year 2014-15					
	Addition	60,691.75	Nil	Nil	60,691.75
	Reduction	22,867.68	355.15	Nil	23,222.83
	Net Change	(+) 37,824.07	(-) 355.15	Nil	(+) 37,468.92
Indebtedness at the end of the financial year 31/03/2015					
i)	Principal Amount	1,08,920.00	867.98	Nil	1,09,787.98
ii)	Interest due but not paid	Nil	Nil	Nil	Nil
iii)	Interest accrued but not due	691.75	Nil	Nil	691.75
	Total (i+ii+iii)	1,09,611.75	867.98	Nil	1,10,479.73

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

₹ in '000

Sr. no.	Particulars of Remuneration	Name of MD / WTD / Manager	Total Amount
1.	Gross salary		
a.	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,705.61	6,705.61
b.	Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
c.	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission - as % of profit - others, specify...	1,800.00	1,800.00
5.	Others, please specify	Nil	Nil
	Total (A)	8,505.61	8,505.61
	Ceiling as per the Act	5 % of Net Profit as per Section 198	3,912.71

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B. Remuneration to Other Directors

₹ in'000

Sr. no.	Particulars of Remuneration	Name of Director			Total Amount
		Aditya Mangaldas	Aurobind Patel	Dr. Vrajesh Udani	
1.	Independent Directors	Aditya Mangaldas	Aurobind Patel	Dr. Vrajesh Udani	
	Fee for attending board / committee meetings (₹)	30	30	15	75
	Commission (₹)	0	0	0	0
	Others, please specify (₹)	0	0	0	0
	Total (1) (₹)	30	30	15	75
2.	Other Non-Executive Directors	Jaydev Mody	Anjali Mody	Harshvardhan Piramal	
	Fee for attending board / committee meetings (₹)	5	15	15	35
	Commission (₹)	0	0	0	0
	Others, please specify (₹)	0	0	0	0
	Total (2) (₹)	5	15	15	35
	Total (B)=(1+2) (₹)				110
	Total Managerial Remuneration (A+B) (₹)				8,615.61
	Overall Ceiling as per the Act (%)	1% of the Net Profits equivalent to ₹782.54 with respect to the ceiling for the Company applicable for the financial year covered by this Report			

C. Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD:

₹ in'000

Sr. no.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount
		Chief Financial Officer (Mr. Ulhas Jagannath Kale)	Company Secretary (Ms. Sushama Vesvikar)	
1.	Gross salary			
a.	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,026.60	424.60	1,451.20
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	1,026.60	424.60	1,451.20



VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Sr. no.	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	None	None	None	None	None
	Punishment	None	None	None	None	None
	Compounding	None	None	None	None	None
B.	DIRECTORS					
	Penalty	None	None	None	None	None
	Punishment	None	None	None	None	None
	Compounding	None	None	None	None	None
C.	OTHER OFFICERS IN DEFAULT					
	Penalty	None	None	None	None	None
	Punishment	None	None	None	None	None
	Compounding	None	None	None	None	None

ANNEXURE II

NOMINATION AND REMUNERATION POLICY

The Board of Directors of Arrow Textiles Limited (“the Company”) renamed and re-constituted the “Nomination and Remuneration Committee” at its Meeting held on 4th August, 2014.

1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement (as amended from time to time) The Key Objectives of the Committee would be:

- 1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.4. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 1.5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.6. To devise a policy on Board diversity.
- 1.7. To develop a succession plan for the Board and to regularly review the plan.

2. DEFINITIONS

- 2.1. Act means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- 2.2. Board means Board of Directors of the Company.
- 2.3. Directors mean Directors of the Company.
- 2.4. Key Managerial Personnel means
 - 2.4.1. Managing Director;
 - 2.4.2. Whole-time Director;
 - 2.4.3. Chief Financial Officer;
 - 2.4.4. Company Secretary; and
 - 2.4.5. such other officer as may be prescribed.
- 2.5. Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

3. ROLE OF COMMITTEE

- 3.1 The Committee shall:
 - 3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
 - 3.1.2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial in accordance with the criteria laid down in this policy.

3.1.3. Recommend to the Board, appointment, remuneration and removal of Director, KMP and Senior Management Personnel.

3.2. Policy for appointment and removal of Director, KMP and Senior Management

3.2.1. Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Managing Director or Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

3.2.2. Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3.2.3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

3.2.4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded

in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

3.2.5. Retirement

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

3.3. Policy relating to the Remuneration for the Managing Director or Whole-time Director, KMP and Senior Management Personnel

3.3.1. General:

- a) The remuneration / compensation / commission etc. to the Managing Director or Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Managing Director or Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down as per the provisions of the Act and in line with the Company's policy.
- c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director or Whole-time Director.
- d) Where any insurance is taken by the Company on behalf of its Managing Director or Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

3.3.2. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

a) Fixed pay:

The Managing Director or Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director or Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If any Managing Director or Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company

and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

3.3.3. Remuneration to Non-Executive / Independent Director:

a) **Remuneration / Commission:**

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and/or the Act.

b) **Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed ₹ One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

c) **Commission:**

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

d) **Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company.

4. MEMBERSHIP

4.1 The Committee shall consist of a minimum 3 non-executive Directors, majority of them being independent.

4.2 Minimum two (2) members shall constitute a quorum for the Committee meeting.

4.3 Membership of the Committee shall be disclosed in the Annual Report.

4.4 Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRPERSON

5.1 Chairperson of the Committee shall be an Independent Director.

5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

5.3 In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

5.4 Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

7. COMMITTEE MEMBERS' INTERESTS

7.1 A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

7.2 The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING

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

10. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- 10.1 Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- 10.2 Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- 10.3 Identifying and recommending Directors who are to be put forward for retirement by rotation.
- 10.4 Determining the appropriate size, diversity and composition of the Board;
- 10.5 Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- 10.6 Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- 10.7 Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- 10.8 Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- 10.9 Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- 10.10 Recommend any necessary changes to the Board; and
- 10.11 Considering any other matters, as may be requested by the Board.

11. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- 11.1 to consider and determine the Nomination and Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- 11.2 to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- 11.3 to delegate any of its powers to one or more of its members or the Secretary of the Committee.
- 11.4 to consider any other matters as may be requested by the Board.
- 11.5 Professional indemnity and liability insurance for Directors and senior management.

12. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

ANNEXURE III

Form No. AOC-2

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

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

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

Name(s) of Related Party and nature of relationship	NIL
Nature of contracts/arrangements/transactions	
Duration of the contracts/arrangements/ transactions	
Salient terms of the contracts or arrangements or transactions including the value, if any	
Justification for entering into such contracts or arrangements or transaction	
Date(s) of approval by the Board	
Amount paid as advances, if any	
Date on which the special resolution was passed in the general meeting as required under first proviso to section 188	

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

Name(s) of Related Party and nature of relationship	NA
Nature of contracts/arrangements/transactions	
Duration of the contracts/arrangements/ transactions	
Salient terms of the contracts or arrangements or transactions including the value, if any	
Date(s) of approval by the Board	
Amount paid as advances, if any	

ANNEXURE IV

PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO, AS REQUIRED UNDER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014

(A) CONSERVATION OF ENERGY

(i) Steps taken or impact on conservation of energy

The Company continues its policy of giving priority to energy conservation measures including regular review of energy generation and consumption and effective control on utilization of energy. The following energy conservation methods were implemented during the year :

- a) Use of energy efficient equipments.
- b) Intensified Internal Audit aimed at detecting wastage of electricity.
- c) Campaign based synchronisation of utilities with plant operations.
- d) The Company has installed Airnet Aluminum piping in place of regular GI piping for Compressed air system. Due to this the pressure drop in the system has decreased sizably, thereby saving in electrical energy by 7 %
- e) The Company has installed LED street light fitting in place of regular fluorescent fittings.

The impact of above energy conservation measures is that it has resulted in improvement of power factor, consequential tariff benefits.

- (ii) Steps taken by the Company for utilizing alternate sources of energy : Nil
- (iii) Capital investment on energy conservation equipments : ₹ 7,00,000/-

(B) TECHNOLOGY ABSORPTION

(i) Efforts made towards technology absorption

- (a) The Company is using latest technology machines since 4 to 5 years. The Company is using Airjet label weaving imported machines in place of earlier rapier technology.
- (b) The Company has developed B2B software through which our customers can see almost all the information they require online 24X7. Using our software, they can create an artwork for multilingual wash-care labels online by punching a few variable information. With help of ERP & B2B software, we have overhauled our entire service approach to exceed our customers growing expectations.

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution

- (a) Quality and productivity improvement.
- (b) Cost reduction.
- (c) Energy consumption.
- (d) Lower wastages.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

- (a) the details of technology imported : Nil
- (b) the year of import : Nil
- (c) whether the technology been fully absorbed : Nil
- (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof : Nil

(iv) The expenditure incurred on Research and Development

Not identified separately.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year, the foreign exchange outgo was ₹ 80,222.34 ('000) (L.Y. ₹ 32,560.53 ('000)) the foreign exchange earned was ₹ 2,412.02 ('000) (L.Y. ₹ 27,040.99 ('000)).

ANNEXURE V

Form No. MR-3

SECRETARIAL AUDIT REPORT

For The financial year ended on 31st March, 2015

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

To
The Members
Arrow Textiles Limited
Plot No.101-103,
19th Street , MIDC, Satpur,
Nashik - 422077.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Arrow Textiles Limited** (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. **(Not Applicable to the Company during the Audit Period);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable to the Company during the Audit Period);**
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October 2014 **(Not Applicable to the Company during the Audit Period);**
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Audit Period);**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable to the Company during the Audit Period);** and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit Period).**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India **(Not notified and hence not applicable during the audit period);**
- (ii) The Equity Listing Agreements entered into by the Company with Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

We further report that

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the specific events/actions which may have major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. are mentioned below:

Sr. No.	Date of event	Details of the specific events / actions bearing on Company's affairs pursuant of the above referred laws, rules, regulations, guidelines etc.
1.	12.09.2014	<p>The Company has passed the following Special Resolutions through Postal Ballot, results of which were declared on 12th September, 2014</p> <p>a) Pursuant to Section 180 1 (c) of the Act authorizing the Board of Directors for borrowing monies not exceeding amounting to ₹ 250 Crores over and above the aggregate of the paid- up share capital and free reserves of the Company.</p> <p>b) Pursuant to Section 180 (1) (a) of the Act for creation of mortgage, charge and/or hypothecation for an amount as approved under Section 180 (1) (c).</p> <p>c) Pursuant to Section 186 of the Act for give loan(s) to any person(s) or body corporate(s) and/or give any guarantee/ provide any security(ies) in connection with loan(s) made to any person(s) or body corporate(s) and to acquire by way of subscription, purchase or otherwise the securities of anybody corporate(s) up to a limit not exceeding ₹ 250 Crores.</p>

**For A K Jain & Co.
Company Secretaries**

**Ashish Kumar Jain
Proprietor**

Place: Mumbai
Date: 27th July, 2015

ANNEXURE-VI

Disclosures pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15

Sr. No.	Name of Director	Remuneration of Director for Financial Year 2014-15 (₹ in '000)	Ratio of remuneration of each Director to median remuneration of employees
Non-Executive Directors			
1	Mr. Jaydev Mody	5.00	0.03
2	Mr. Aditya Mangaldas	30.00	0.18
3	Mr. Harshvardhan Piramal *	15.00	0.09
4	Mr. Aurobind Patel	30.00	0.18
5	Dr. Vrajesh Udani *	15.00	0.09
6	Ms. Anjali Mody *	15.00	0.09
Executive Directors			
7	Mr. Chand Arora	8,505.61	51.23

* These Directors were on the Board only for part of the financial year 2014-15.

- (ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary or Manager, if any, for the financial year 2014-15

Sr. No.	Name of Director / KMP	Remuneration of Director / KMP for Financial Year 2014-15 (₹ In '000)	% of increase in Remuneration in the Financial Year 2014-15
1	Mr. Jaydev Mody	5.00	Nil
2	Mr. Aditya Mangaldas	30.00	Nil
3	Mr. Harshvardhan Piramal *	15.00	Nil
4	Mr. Aurobind Patel	30.00	Nil
5	Dr. Vrajesh Udani *	15.00	Nil
6	Ms. Anjali Mody *	15.00	Nil
7	Mr. Chand Arora (Managing Director)	8,505.61	Nil
8	Mr. Ulhas Kale (Chief Financial Officer)	1,026.60	12.24
9	Ms. Sushama Vesvikar (Company Secretary)	424.60	9.55

* These Directors were on the Board only for part of the financial year 2014-15.

(iii) The percentage increase in median remuneration of employees for the financial year 2014-15

9.21%

(iv) The number of permanent employees on the rolls of the Company as on 31st March, 2015

268

(v) The explanation on the relationship between average increase in remuneration and company performance during the financial year 2014-15

The criteria for increase in the remuneration, amongst other things, is also related to the Individual performance, the Company's performance and such other factors more particularly described in the Nomination and Remuneration Policy of Directors, Key Managerial Personnel and Senior Management forming part of this Report.

The average increase in the remuneration of the employee during the FY 2014-15 was around 10% to 12%.

(vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company during the financial year 2014-15

Particulars	₹ in '000
Remuneration of Managing Director and the Key Managerial Personnel (KMP) during the financial year 2014-15 (aggregated)	9,956.81
Revenue from operations	4,79,045.83
Remuneration (as % of Revenue from operations)	2.08%
Profit before tax (PBT)	69,248.65
Remuneration (as % of PBT)	14.38%

(vii) Variation in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year

Particulars Unit	Unit	As at 31 st March, 2015	As at 31 st March, 2014	Variation
Closing rate of shares	₹	26.80	5.03	432.80%
EPS (Consolidated)	₹	2.48	1.88	31.91%
Market Capitalisation	₹ in '000	5,10,377.56	95,791.01	432.80%
Price Earnings Ratio	Ratio	10.81	2.68	303.56%

Comparison of share price at the time of last public offer and market price of the share of 31st March, 2015

Market price as on 31 st March, 2015	₹ 26.80
Price at the time of Rights Issue in 2011	₹ 11
% increase of Market price over the price at the time of Rights Issue	143.64%

(viii) Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

The average percentage increase made in the salaries of total employees other than the Key Managerial Personnel for FY 2014-15 is around 10% to 12%, while the average increase in the remuneration of the Key Managerial Personnel is 1.55%. This increment is in line with the factors outlined in point (5) above.

(ix) Comparison of each remuneration of the Key Managerial personnel against the performance of the Company.

Particulars	Managing Director	Chief Financial Officer	Company Secretary
	₹ in '000	₹ in '000	₹ in '000
Remuneration	8,505.61	1,026.60	424.60
Revenue	4,79,045.83	4,79,045.83	4,79,045.83
Remuneration (as % of Revenue)	1.78%	0.21%	0.09%
Profit before tax (PBT)	69,248.65	69,248.65	69,248.65
Remuneration (as % of PBT)	12.28%	1.48%	0.61%

(x) The Key parameters for any variable component of remuneration availed by the Directors

There were no variable component of remuneration availed by the Directors during the year under review.

(xi) Ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year

There are no employees of the Company who receive remuneration in excess of the highest paid Director of the Company.

(xii) Affirmation that the remuneration is as per the remuneration policy of the Company

It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

Particulars in terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name of the Employee	Designation	Remuneration	Nature of Employment	Qualifications and Experience	Date of Commencement of Employment	Age	Last Employment	% of Equity Shares	Relationship with Other Directors
Chand Arora	Managing Director	₹ 85,05,616	Permanent	Bachelors degree in Science Experience -30 years	30.01.2008	62	Arrow Webtex Limited	0.13%	-

MANAGEMENT DISCUSSIONS & ANALYSIS REPORT

Introduction

Arrow Textiles Limited (“Arrow Textiles/ The Company”) has been in the business of manufacturing Elastic and Non-Elastic Tapes, Woven and Fabric Printed Labels. Company has a modern and young plant at Plot No.101, 102 & 103, MIDC, Satpur, Nasik. The Company has an installed capacity as on 31st March, 2015, of 22 Nos. woven label looms, 17 Nos. printed label machines and 56 Nos. woven tapes looms. The Company has acquired an edge over its competitors with quick turnaround of samples and perfect color matching. The Company has the ability to process multiple deliveries daily, offer real-time information and has a range of innovative products.

The Company has been perfecting systems on these very abilities. It is no wonder that we process more than 100 to 105 orders a day for customers in and around India and produce more than 10,000 different items.

Industry Structure & Development

The Indian Textile and Apparel industry has been a significant contributor to the Indian economy and continues to play a pivotal role in India’s growth story through its contribution to industrial output, employment generation and export earnings. The size of the Indian Textile and Apparel industry is estimated to be ₹ 5,30,000 Crores. It contributes 14% to industrial production while its share in Indian exports stands at a significant 12%. India is one of the few countries with a complete and integrated textile value chain having production at each level of textile manufacturing with an overall annual growth of 8.9%.

Indian Textile Industry can be divided into several segments, some of which can be listed as below :

- Cotton Textiles
- Silk Textiles
- Woolen Textiles
- Readymade Garments
- Hand-crafted Textiles
- Jute and Coir

Opportunities and Threats

Opportunities

- Replacement of the MFA and full integration of textile industry has resulted in huge opportunities for export.
- Increase in consumption pattern across the country along with the rising demand for high quality premium fabrics.
- Large and potential domestic and international market.
- Promising Export Potential.

Threats

- Pricing pressure due to opening up of quotas.
- Enhanced competition from other countries.
- Rising production cost from increasing wages, power and interest cost.

Productwise Performance

Particulars	Unit	Sales for FY 2014-15	
		Quantity in '000	Value (₹ in '000)
Woven Tape	Mtrs.	16,255	1,15,282
Woven Labels	Nos.	3,35,797	1,72,762
Printed Labels	Nos.	2,02,001	1,83,709
Export Sales	Nos.	7,583	2,412
Tag & Stickers (Trading)	Nos.	5,596	4,881
		TOTAL	4,79,046

Outlook

The Company manufactures woven labels, fabric printed labels, elastic & non-elastic tapes (also known as garment trims). These products form a part of garment packaging products and are used for apparels and made-ups such as terry towels and home furnishings.

The Company remains the preferred choice of many leading Indian brands, both for hosiery & outer wear. The Company has an excellent track record when it comes to 'intensity of innovation', with around fifty per cent of our business being based on products developed in the past 3 years. The manufacturing and other core processes are digital.

Risks and Concerns

Risk is an inherent part of any business. There are various types of risks, that threat the existence of a company like Strategic Risk, Business Risk, Finance Risk, Environment Risk, Personnel Risk, Operational Risk, Reputation Risk, Regulatory Risk, Technology Risk, Political Risk, etc. Your company aims at enhancing and maximizing shareholders value by achieving appropriate trade-off between risk & returns.

Internal Control System and Adequacy

The Company has adequate internal control systems and is in process of further strengthening the existing internal control systems. The financial statements are reviewed periodically by the management. The Company has set up an Internal Audit trail whereby deviations, if any, can be brought to the notice of the management quickly and remedial actions are initiated immediately.

Financial and Operational Performance

(₹ In '000)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Income for the year	4,79,767.55	4,27,388.03
Profit before Interest, Depreciation and Tax	1,21,318.45	1,00,397.97
Finance Charges	13,056.79	15,954.45
Depreciation	39,007.15	31,738.64
Provisions for Taxation/ Deferred Tax	21,953.70	16,928.24
Prior Period Items / Extra Ordinary Items	5.86	33.22
Net Profit/(Loss) for the Current Year	47,294.95	35,743.42

Human Resources and Industrial Relations

The industrial relations remained cordial throughout the year. The employees of the Company have extended a very productive co-operation in the efforts of the management to carry the Company to greater heights. Continuous training down the line is a normal feature in the Company to upgrade the skills and knowledge of the employees and workmen of the Company.

Cautionary Statement

The statements made above may be construed as Forward Looking Statements within the meaning of the applicable laws and regulations. Actual performance of the Company may vary substantially depending upon the business structure and model from time to time. Important external and internal factors may force a downtrend in the operations of the Company. Actual performance of the Company may vary substantially depending upon the business structure and model from time to time. Important external and internal factors may force a downtrend in the operations of the Company.

CORPORATE GOVERNANCE REPORT

Company's Philosophy on Corporate Governance

The Company fully subscribes to the principles and spirit of Corporate Governance. The Company has adopted transparency, disclosure, accountability and ethics as its business practices. The management believes that these principles will enable it to achieve the long-term objectives and goals. As part of its Corporate Governance philosophy, the Company focuses its energies in safeguarding the interests of its stakeholders and utilising its resources for maximizing the benefits to them.

The Company constantly reviews its Corporate Governance policy to not only comply with the business, legal and social framework in which it operates but also to implement the best international practices in that regard.

A report on compliance with the Code of Corporate Governance as on 31st March, 2015 as prescribed by the Securities and Exchange Board of India and incorporated in the Listing Agreement with the Stock Exchanges is given below.

Board of Directors

A. Composition of the Board

The Board of Directors consists of professionals drawn from diverse fields, who bring in a wide range of skills and experience to the Board. The majority of the Directors on the Board including the Chairman are Non-Executive Directors. Fifty percent of the Board comprises of Independent Directors. The composition of the Board is in conformity with Clause 49 of the Listing Agreement.

All Independent Directors of the Company have been appointed as per the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Formal letters of appointment have been issued to the Independent Directors. The terms and conditions of their appointment are disclosed on the Company's website.

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees (Committees being Audit Committee and Stakeholders Relationship Committee, as per Clause 49 II(D)(2) of the Listing Agreement, across all the Companies in which he/she is a Director. The necessary disclosures regarding committees positions have been made by all the Directors. None of the Directors hold office in more than 20 companies and in more than 10 public companies.

The Board reviews and approves strategy and oversees the results of management to ensure that the long term objectives of enhancing stakeholder's value are met. The day-to-day management of the Company is conducted by the Managing Director subject to the supervision and control of the Board of Directors.

The brief profile of your Company's Board of Directors is as under:



Mr. Jaydev Mody, a 1st generation entrepreneur is a noted industrialist and businessman who has over 35 years of experience in various businesses including gaming and hospitality, textiles and ferrite manufacturing and real estate development.

He is the Non- Executive Chairman of Delta Corp Limited, a public listed company which under his leadership has established itself as a leader in the gaming industry in India and has a lion's share of the market. His ability to identify sunrise and lucrative business ventures has resulted in him pioneering several first of its kind ventures.

He in his previous avatar as Managing Director of Peninsula Land Limited spearheaded the real estate vertical of the Piramal Group till October 2005 and has played a leading role in building and developing India's first truly global retail destination 'Crossroads' in South Mumbai in addition to other landmark developments. He has to his credit development of several iconic and large residential and commercial complexes in and around Mumbai, such as Peninsula Corporate Park, Ashok Towers, Ashok Gardens, Peninsula I.T. Park and CR2 to name a few. Over 1 million square feet of real estate projects in East Africa mainly in Nairobi, Kenya have been developed and successfully exited under his leadership and sold to marquee clients like the World Bank and PwC.

The other business interest of his include two other listed entities namely Arrow Textiles Limited (ATL) and Delta Magnets Limited (DML). ATL is an established player and market leader in the woven and printed labels industry, catering to domestic and international brands of repute. The company boasts of a state of the art manufacturing unit at Nashik.

DML is a turnaround story. Post its acquisition, the company not only turned around but has also created an international imprint by an overseas acquisition. DML is in ferrites manufacturing catering to varied industries ranging from Automobiles, Railways, Telecommunication, Aerospace amongst others.



Mr. Aditya Mangaldas, is the Chairman and Managing Director of The Victoria Mills Limited. He has been the Chairman and Managing Director of The Victoria Mills Limited since October, 1999. He has wide experience and has spent approximately 20 years in the textile industry. Mr. Aditya is a Mechanical Engineer from L.D.College of Engineering, Ahmedabad and has an MBA from Babson College, U.S.A. Mr. Aditya is actively involved in an organization involved in housing and caring for children with serious chronic diseases.



Mr. Aurobind Patel, holds a bachelors degree in commerce from Mumbai University and an MFA in design from Southeasten Massachusetts University. He began his career as a designer in New York before moving to India in 1982 to design and act as design consultant to Indiatoday, a position he occupied till 1987. In 1987 he was appointed Design Director of The Economist, London. He also served as design consultant to leading UK newspapers, The Daily Telegraph and The Times. He is an acknowledged expert in publication design and publishing systems.



Mr. Chand Arora, holds a bachelors degree in science. He is the Managing Director of our Company. Mr. Chand Arora looks after the overall operations of our Company. He has enriched experience of 30 years in Textiles Industry. He has knowledge of latest technology and advancement in manufacturing operations as well as a great vision for future of Textiles Industry.



Ms. Anjali Mody, graduated from the Rhode Island School of Design in 2009 with a Bachelor of Fine Arts in Industrial Design. After returning to India, with a strong creative passion burning within, Mody engaged in two creative ventures. In 2010, Mody founded Josmo Studio, a boutique furniture design studio, creating individualist, bespoke furniture that caters to the specific needs of the buyer. Despite being a young studio, Josmo has managed to take leaps and bounds in the furniture industry, having collected a reputable clientele base extending throughout the country. She is simultaneously engaged in founding and running Skarma; a Creative Agency where she is one of four partners. Skarma, also founded in 2010, is on its' way to defining the highest standard of design during India's much needed design revolution. Mody's philosophy is to blend "necessity" with "artistry". Through these creative ventures, Mody seeks to transform the arena of design in India, by opening India up to the world, exposing it to new ideas and innovations, and more importantly, by opening the rest of the world up to India and its innate, creative ingenuity.



Dr. Vrajesh Udani, is a Consultant - Child Neurology & Epilepsy at the Hinduja National Hospital, Hinduja Healthcare Surgical and Saifee Hospital. He is also an Assistant Professor of Pediatrics at the Grant Medical College and JJ Group of Hospitals, Mumbai. He is also a member of the Indian Academy of Pediatrics, Neurological Society of India and Indian Academy of Neurology.

B. Board Procedure

A detailed Agenda folder is sent to each Director in advance of Board and Committee meetings. The Board members, in consultation with the Chairman, may bring up any matter for the consideration of the Board. All major agenda items are backed by comprehensive background notes and other material information to enable the Board to take informed decisions. Agenda papers are circulated at least a week in advance to the Board meeting.

C. Information placed before the Board

Apart from the items that are required under the statutes, to be placed before the Board for its approval, the following are placed before the Board periodically for its review / information in compliance with the Listing Agreement as amended from time to time.

1. Annual operating plans and budgets and any updates.
2. Capital budgets and any updates.
3. Quarterly results for the company and its operating divisions or business segments.
4. Minutes of meetings of audit committee and other committees of the board.
5. The information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
6. Show cause, demand, prosecution notices and penalty notices which are materially important.
7. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
8. Any material default in financial obligations to and by the company, or substantial nonpayment for goods sold by the company.

9. Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
10. Details of any joint venture or collaboration agreement.
11. Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
12. Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
13. Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business.
14. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
15. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

D. Post - meeting follow - up systems

The Governance system in the Company include an effective post - meeting follow-up, review and reporting process for action taken / pending on decisions of the Board and its Committees.

E. Board Support

The Company Secretary of the Company attends all the meetings of the Board and its Committees and advises / assures the Board and Committee on compliance and governance principles.

F. Code of Conduct

The Board has laid down Code of Conduct for the Board members and for Senior Management and Employees of the Company. The same has been posted on the website of the Company. All Board members and Senior Management Personnel have affirmed compliance with this Code. A declaration to this effect, signed by the Managing Director and CFO forms part of this Report.

Apart from receiving remuneration that they are entitled to under the Companies Act, 2013 as Non-Executive Directors and reimbursement of expenses incurred in the discharge of their duties, none of the Non-Executive Directors has any other material pecuniary relationship or transactions with Company, its promoters, its Directors, its senior management or its subsidiaries and associates. None of the Directors are inter-se related to each other except Mr. Jaydev Mody and Ms. Anjali Mody.

G. CEO / CFO Certification

As required under Clause 49 IX of the Listing Agreement, the Managing Director and the C.F.O. of the Company have certified to the Board regarding the Financial Statements for the year ended 31st March, 2015.

H. Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non Independent Directors and members of management, was held on 31st January, 2015, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Clause 49 of the Listing Agreement. At the Meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors; and

- Assessed the quality and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

I. Board and Director Evaluation and criteria for evaluation

During the year, the Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Board Evaluation include inter alia, degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Criteria for evaluation of individual Directors include aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings.

Criteria for evaluation of the Committees of the Board include degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The procedure followed for the performance evaluation of the Board, Committees and Directors is detailed in the Directors' Report.

J. Familiarization Programme for Independent Directors

The Company familiarizes its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

The familiarization programme for Independent Directors is disclosed on the Company's website and same may be accessed at the link <http://www.arrowtextiles.com/Familisation-Programme-for-Independent-Directors-of-Arrow.pdf>.

K. Details of the Board Meetings held during the financial year

During the financial year ended 31st March, 2015, 4 (four) meetings of the Board were held, as follows:

No.	Date	Board Strength	No. of Directors present
1	28 th May, 2014	5	4
2	4 th August, 2014	7	7
3	5 th November, 2014	6	5
4	2 nd February, 2015	6	5

The maximum gap between two Board Meetings was not more than one hundred and twenty days.

L. Attendance at the Board Meetings and at Annual General Meeting (AGM), no. of Directorship in other Companies, no. of Committee positions held in other Public Companies

As on 31st March, 2015, composition of the Board of Directors and attendance of the Directors at the Board Meetings as well as their Directorship in companies and membership in Committees of Public Companies is as follows:

Chairmanships/Memberships of Board Committees include only Audit and Stakeholders Relationship Committees of other public companies excluding private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013.

Name of the Director	Category	Number of Board Meetings during the year 2014-2015		Whether attended the last AGM held on 25.09.14	Number of Directorships in other Companies	Number of Committee positions held in other Public Companies	
		Held	Attended			Chairman	Member
Mr. Jaydev Mody (Chairman)	Non-Executive, Promoter	4	1	No	11	2	--
Mr. Chand Arora (Managing Director)	Executive, Non Independent	4	4	Yes	3	--	--
Mr. Aditya Mangaldas	Non-Executive, Independent	4	4	Yes	5	1	1
Mr. Aurobind Patel	Non-Executive, Independent	4	4	No	--	--	--
# Ms. Anjali Mody	Non-Executive, Non-Independent	4	3	No	2	--	--
# Dr. Vrajesh Udani	Non-Executive, Independent	4	3	No	4	--	2

Dr. Vrajesh Udani was appointed as Non-Executive, Independent Director and Ms. Anjali Mody was appointed as Non-Executive, Non-Independent Director of the Company w.e.f. 4th August, 2014.

Note: During the year, Mr. Harshvardhan Piramal ceased to be Director of the Company w.e.f. 25th September, 2014.

Details of the Directors being re - appointed

At the ensuing Annual General Meeting, in accordance with the provisions of the Companies Act, 2013, Mr. Chand Arora, Managing Director of the Company, retire by rotation. Mr. Chand Arora, being eligible, has offered himself for re-appointment as a Director of the Company.

Detailed profile of Mr. Chand Arora in line with Clause 49 of the Listing Agreement is forming the part of the Notice of the Annual General Meeting.

Committees of the Board

A. Audit Committee

The Audit Committee acts as a link between Statutory and Internal Auditors and the Board of Directors.

The Audit Committee provides reassurance to the Board regarding the existence of an effective internal control environment that ensures:-

- Efficiency and effectiveness of operations.
- Safeguarding of assets and adequacy of provisions for all liabilities;
- Reliability of financial and other management information and adequacy of disclosures;
- Compliance with all relevant statutes.

Powers

The Audit Committee is empowered, pursuant to its terms of reference, to:

- Investigate any activity within its terms of reference
- Seek any information it requires from any employee

- Obtain legal or other independent professional advice and
- Secure the attendance of outsiders with relevant experience and expertise, when considered necessary.

Terms of Reference

The terms of reference of Audit Committee are in accordance with Section 177 of the Companies Act, 2013 and the guidelines set out in Clause 49 of the Listing Agreement. The Audit Committee is entrusted with the responsibility to supervise the Company's financial control and reporting process and inter-alia perform the following functions:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Review with the management the quarterly and annual financial statements and the auditor's report thereon, before submission to the Board for approval.
- Discuss with the statutory auditors, before the audit commences, about the nature and scope of audit, as well as post-audit discussion to ascertain any area of concern.
- Recommend to the Board the appointment, re-appointment and, if required, the replacement or removal of statutory auditors, remuneration and terms of appointment of auditors, fixation of audit fees and to approve payment for any other services rendered by the statutory auditors.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Review with the management, performance of the statutory and internal auditors.
- Review the adequacy of the internal audit function and the adequacy and efficacy of the internal control systems.
- Evaluate internal financial controls and risk management systems.
- Scrutinize inter-corporate loans and investments.
- Discuss any significant findings with internal auditors and follow-up thereon.
- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
- Look into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders and creditors.
- Approve transactions, including any subsequent modifications, of the Company with related parties.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Review and monitor the statement of use and application of funds raised through public offers and related matters.
- Review the functioning of the Whistle Blower mechanism.
- Approve the appointment of the Chief Financial Officer after assessing the qualifications, experience and background of the candidate.
- And, generally, all items listed in Clause 49 III (D) of the Listing Agreement and in Section 177 of the Companies Act, 2013.

Review of Information

The Company has systems and procedures in place to ensure that the Audit Committee mandatorily reviews:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief Internal Auditor;

Composition

The Audit Committee of the Company as on 31st March, 2015 comprised of three Directors i.e. Mr. Aditya Mangaldas, Mr. Chand Arora and Mr. Aurobind Patel majority of whom were independent Directors. The constitution of the Committee is in line with Clause 49 of the Listing Agreement read with Section 177 of the Companies Act, 2013. The Audit Committee was reconstituted during the year.

The Chairman of the Committee is Mr. Aditya Mangaldas, who is an Independent Director. The C.F.O., Internal Auditors and the Statutory Auditors are invitees to the meetings of the Audit Committee. The Secretary of the Company acts as the Secretary to the Committee. All the members of the Committee are financially literate and have accounting and financial management expertise.

Meeting and attendance

During the financial year ended 31st March, 2015, 4 (four) meetings of the Audit Committee were held as follows:

No.	Date	Committee Strength	No. of Members present
1	28 th May, 2014	3	3
2	4 th August, 2014	3	3
3	5 th November, 2014	3	3
4	2 nd February, 2015	3	3

The maximum gap between any two meetings of the Audit Committee of the Company was not more than four months.

The previous Annual General Meeting of the Company held on Thursday, 25th September, 2014 was attended by Mr. Aditya Mangaldas, Chairman of the Audit Committee.

B. Nomination and Remuneration Committee

Terms of reference

- Make recommendations regarding the composition of the Board, identify independent Directors to be inducted to the Board from time to time.
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and carry out evaluation of every Director's performance.

- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, key managerial personnel and other employees.
- Formulate criteria for evaluation of Independent Directors and the Board.
- Devise a policy on Board Diversity.
- Evaluate and approve the appointment and remuneration of senior executives, including the key managerial personnel, the Company's remuneration plan, annual salary increase principles and budgets, annual and long term incentive plans of the Company, policies and programmes such as succession planning, employment agreements, severance agreements and any other benefits.
- Establish key performance metrics to measure the performance of the Managing Director, key managerial personnel and the executive team
- Review and recommend to the Board the remuneration and commission to the managing and executive Directors and define the principles, guidelines and process for determining the payment of commission to non-executive Directors of the Company.

Composition

The Nomination and Remuneration as on 31st March, 2015, comprised of three members i.e. Mr. Aditya Mangaldas, Mr. Jaydev Mody and Mr. Aurobind Patel. All of them are Non Executive Directors. The Chairman of the Committee is Mr. Aditya Mangaldas, who is a Non-Executive and Independent Director. The Committee was reconstituted during the year.

The Secretary of the Company acts as the Secretary to the Committee.

Meeting and attendance

During the financial year ended 31st March, 2015, 2 (two) meetings of the Nomination and Remuneration Committee were held as follows:

No.	Date	Committee Strength	No. of Members present
1	4 th August, 2014	4	4
2	2 nd February, 2015	3	2

Nomination and Remuneration Policy

The Company's philosophy for remuneration of Directors, Key Managerial Personnel and all other employees is based on the commitment of fostering a culture of leadership with trust. The Company has adopted a Policy for remuneration of Directors, Key Managerial Personnel and other employees, which is aligned to this philosophy. The key factors considered in formulating the Policy are as under:

- (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

- (c) remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The key principles governing the Company's Remuneration Policy are as follows:

Remuneration for independent Directors and non-independent non-executive Directors

- Independent Directors and non-independent non-executive Directors may be paid sitting fees for attending the Meetings of the Board and of Committees of which they may be members, as recommended by the Nomination and Remuneration Committee and approved by the Board.
- Overall remuneration should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company, taking into consideration the challenges faced by the Company and its future growth imperatives. Remuneration paid should be reflective of the size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay the remuneration and be consistent with recognized best practices.
- The remuneration payable to Directors shall be inclusive of any remuneration payable for services rendered in any other capacity, unless the services rendered are of a professional nature and the Nomination and Remuneration Committee is of the opinion that the Director possesses requisite qualification for the practice of the profession.

Remuneration for Managing Director/ Executive Directors / Key Managerial Personnel/ rest of the Employees

- The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be market competitive, driven by the role played by the individual, reflective of the size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay, consistent with recognized best practices and aligned to any regulatory requirements.
- Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience. In addition, the Company provides to employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings. The Company also provides to employees with a social security net thru Group Personal Accidental Insurance policy, ESIC Scheme and Workmen Compensation Insurance Policy, as may be applicable. The Company provides retirement benefits as applicable.
- In addition to the basic/ fixed salary, benefits, perquisites and allowances as provided above, the Company provides Managing Director/ Executive Directors such remuneration by way of commission, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013. The specific amount payable to the Managing Director/ Executive Directors would be based on performance as evaluated by the Nomination, Remuneration and Compensation Committee and approved by the Board.

Service Contract, Severance Fee and Notice Period

The Company has appointed Mr. Chand Arora as Managing Director of the Company by way of appointment letter. As per the appointment letter, Mr. Chand Arora is required to give notice of 90 days for cessation of service.

Employee Stock Option Scheme

The Company does not have any Employee Stock Option Scheme.

Details of remuneration paid to Executive and Non Executive Directors for the year ended 31st March, 2015 and their relationship with other Directors of the Company

Executive Director

Name	Relationship with other Directors	Salary (₹)	Benefits, perks and allowances (₹)	Commission (₹)	Contribution to Provident Fund (₹)	Stock Option granted upto 31 st March, 2015
Mr. Chand Arora	None	62,73,606/-	Nil	18,00,000/-	4,32,000/-	Nil

Non-Executive Director

Name	Relationship with other Directors	Sitting Fees (₹)	Commission (₹)	Total (₹)
Mr. Jaydev Mody	Father of Ms. Anjali Mody	5,000/-	-	5,000/-
Mr. Harshvardhan Piramal	None	15,000/-	-	15,000/-
Mr. Aditya Mangaldas	None	30,000/-	-	30,000/-
Mr. Aurobind Patel	None	30,000/-	-	30,000/-
Ms. Anjali Mody	Daughter of Mr. Jaydev Mody	15,000/-	-	15,000/-
Dr. Vrajesh Udani	None	15,000/-	-	15,000/-

During the financial year ended 31st March, 2015, except payment of sitting fees, the Company does not have any pecuniary relationship or transactions with the Non - Executive Directors.

Shareholding of Non-executive Directors

The Individual shareholding of Non-executive Directors (including shareholding as joint holder) as on 31st March, 2015 is given below:

Names	No. of shares held
Mr. Jaydev Mody	281
Mr. Aditya Mangaldas	Nil
Mr. Aurobind Patel	Nil
Ms. Anjali Mody	Nil
Dr. Vrajesh Udani	Nil

C. Stakeholders Relationship Committee

Terms of reference

In terms of Section 178 (5) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Shareholders' / Investors' Grievance Committee was renamed as Stakeholders Relationship Committee with effect from 4th August 2014.

The Committee oversees and reviews all matters connected with transfer of securities and also approves issue of duplicate share certificates, split of share certificates, etc. Also the Committee looks into redressal of Shareholder's/ Investor's' complaints / grievances pertaining to transfer or credit of shares / transmissions / dematerialisation / rematerialisation / split / issue of duplicate Share Certificates, non receipt of annual reports, dividend payments and other miscellaneous complaints. The Committee reviews performance of the Share Transfer Agent and recommends measures for overall improvement in the quality of investor services.

Composition

The Stakeholders Relationship Committee as on 31st March, 2015 comprised of four members i.e. Mr. Jaydev Mody, Mr. Aditya Mangaldas, Mr. Aurobind Patel and Ms. Anjali Mody. All of them are Non-Executive Directors. The Chairman of the Committee is Mr. Jaydev Mody. The Committee was reconstituted during the year.

Meeting and attendance

During the financial year ended 31st March, 2015, 3 (three) meetings of the Stakeholders Relationship Committee were held, as follows:

No.	Date	Committee Strength	No. of Members present
1	17 th July, 2014	3	3
2	16 th October, 2014	4	4
3	26 th January, 2015	4	4

Compliance officer

Mr. Sushama Vesvikar, Company Secretary is the Compliance Officer for complying with the requirements of SEBI Regulations and the Listing Agreement with the Stock Exchanges.

Listing Fees

The Company has paid the listing fees to all the Stock Exchanges till 31st March, 2015.

Redressal of Investors Grievances

The Company addresses all complaints, suggestions and grievances expeditiously and replies have been sent / issued usually within 7-10 days except in case of dispute over facts or other legal impediments.

During the financial year under review, no investor’s complaints were received and pending as at the end of the financial year.

Details of Annual General Meetings

Location, date and time of Annual General Meetings held during the last 3 years:

Year	Location	Date	Day	Time	No. of Special Resolutions
2011-12	The Gateway Hotel, Ambad, Nasik - 422 010, Maharashtra	24 th September, 2012	Monday	2.00 p.m.	1
2012-13	The Gateway Hotel, Ambad, Nasik - 422 010, Maharashtra	7 th September, 2013	Saturday	1.00 p.m.	1
2013-14	Hotel Express Inn, Nashik Pathardi Phata, Ambad, Mumbai Agra Road, Nashik – 422 010, Maharashtra	25 th September, 2014	Thursday	1.00 p.m.	5

Postal Ballot

During the year, pursuant to the provisions of Section 192A of the Companies Act, 1956 and the applicable provisions of Companies Act, 2013 along with the rules prescribed therein, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the Company has passed special resolutions as mentioned below:

Special Resolutions	Votes cast in favour		Votes cast against		Date of declaration of results
	No of Shares	%	No of Shares	%	
Increase of Borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013	1,35,23,342	100.00%	30	0.00%	12 th September, 2014
Authority to Board of Directors of the Company under Section 180(1) (a) of the Companies Act, 2013	1,35,23,342	100.00%	30	0.00%	12 th September, 2014
Fixing of limits under Section 186 of the Companies Act, 2013	1,35,23,342	100.00%	30	0.00%	12 th September, 2014

The Notice of the Postal Ballot was dispatched to all the shareholders of the Company along with postage prepaid envelopes. Mr. Ashish Kumar Jain, Proprietor of M/s. A.K. Jain & Co; Company Secretaries in Practice, have been appointed as a scrutinizer for the Postal Ballots, who submitted his report to Managing Director of the Company.

At present there are no Special Resolutions which are proposed to be passed by way of Postal Ballot.

Disclosures

- a) During the financial year 2014-2015, there were no materially significant transactions entered into between the Company and its promoters, Directors or the management or relatives etc. that may have potential conflict with the interests of the Company at large.

The Register of Contracts detailing the transactions, in which the Directors are interested, is placed before the Board /Audit Committee regularly. Transactions with related parties are disclosed by way of Notes to the Accounts, which forms part of this Annual Report.

- b) The Company has complied with the requirements of Stock Exchanges, SEBI and all other statutory authorities on all matters related to the capital markets during the last three years. There were no penalty imposed nor did any strictures pass on the Company by Stock Exchanges, SEBI and all other statutory authorities relating to above. The Company has not received any material Demand, Show Cause, Prosecution, Penalty Notice etc.
- c) The Managing Director and the Chief Financial Officer have certified to the Board in accordance with Clause 49 IX of the Listing Agreement pertaining to CEO/ CFO certification for the Financial Year ended 31st March, 2015.
- e) The Company has a well defined risk management framework in place. The Company periodically places before the Audit Committee and the Board, the key risks and the risk assessment and mitigation procedures followed by the Company.
- f) The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

- d) The Company is fully compliant with the applicable mandatory requirements of Clause 49 of the Listing Agreement. As far as Non-mandatory requirements are concerned, the Company has separate individuals occupying the position of Chairman and that of Managing Director. The Internal Auditors directly reports to the Audit Committee.

Means of Communication

Financial Results

Quarterly financial results are regularly submitted to the Stock Exchanges in accordance with the Listing Agreement and published in following newspapers:

- Free Press Journal (English)
- Navshakti (Marathi)

The financial results are displayed on Company's website on www.arrowtextiles.com. The Management Discussion & Analysis Report forms part of this Annual Report.

General Shareholder Information

Annual General Meeting:

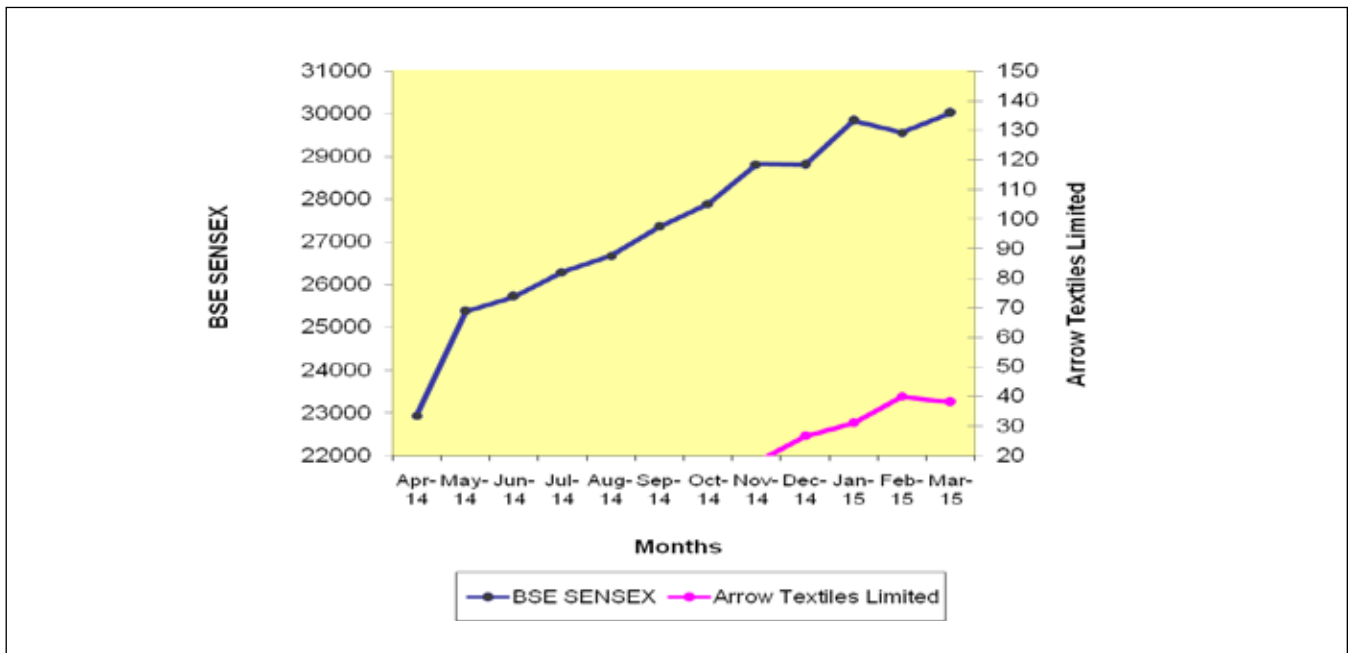
Date and Time Monday, the 7th day of September, 2015 at 1.00 P.M.
Venue Hotel Express Inn, Nashik Pathardi Patha,
Ambad, Mumbai-Agra Road, Nashik - 422 010, Maharashtra.

As required under Clause 49 (IV) (G) (i) of the Listing Agreements with the Stock Exchanges, particulars of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (AGM) are given in the Annexure to the Notice of the AGM to be held on Monday, the 7th day of September, 2015.

Financial Year : 1st April to 31st March
Dates of Book Closure : From Tuesday the 1st day of September, 2015 to Monday, 7th day of September, 2015 (both days inclusive)
Dividend Payment Date : Not Applicable
Stock Exchange where Company's shares are listed : BSE Limited
Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai 400 001, Maharashtra.
Scrip Code: 533068
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra.
Scrip Symbol: ARROWTEX

Stock Market Price data : High /Low during each month for the financial year ended 31st March, 2015

Months	BSE Limited		National Stock Exchange of India Limited	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2014	6.28	4.45	6.00	4.60
May 2014	8.19	5.61	8.00	5.50
June 2014	10.70	7.70	10.65	7.75
July 2014	12.37	8.53	12.25	8.30
August 2014	10.30	8.05	10.45	7.65
September 2014	15.65	8.57	15.80	8.55
October 2014	12.90	10.62	12.80	10.55
November 2014	17.80	10.92	17.85	11.00
December 2014	26.60	16.60	26.50	16.50
January 2015	31.00	23.80	30.60	23.90
February 2015	40.00	26.00	39.95	26.05
March 2015	38.10	22.70	38.80	22.55



Share Transfer Agents

Freedom Registry Limited

Plot No. 101 / 102, 19th Street,
MIDC, Satpur,
Nasik - 422 007, Maharashtra.

Tel: (0253) 2354032, 2363372
Email: support@freedomregistry.in
Fax: (0253) 2351126

Share Transfer Process

Shares in physical form are processed by the Registrar and Share Transfer Agent within 15 days from the date of receipt, if the documents are complete in all respects. Chairman, Managing Director and Company Secretary have been severally empowered to approve transfers. The same shall be ratified by the Stakeholders Relationship Committee.

Distribution of Equity Shareholding according to Numbers as at 31st March, 2015

Category	No. of Shareholders	% to total number of shareholders	No. of shares held in that slab	% to total number of shares
1 to 5,000	10,592	98.36	33,27,106	17.47
5,001 to 10,000	101	0.94	7,36,231	3.87
10,001 to 20,000	45	0.42	6,43,575	3.38
20,001 to 30,000	11	0.10	2,71,233	1.42
30,001 to 40,000	2	0.02	67,212	0.35
40,001 to 50,000	8	0.07	3,67,187	1.93
50,001 to 1,00,000	4	0.04	2,66,912	1.40
1,00,001 and above	6	0.06	1,33,64,483	70.18
Total	10,769	100.00	1,90,43,939	100.00

Distribution of Equity Shareholding according to categories of Shareholders as at 31st March, 2015

Sr. No.	Category of Shareholder	Number of Share holders	Number of shares	%
(A)	Shareholding of Promoter and Promoter Group	18	1,30,69,902	68.63
(B)	Public shareholding			
1	Institutions			
	(a) Mutual Funds / UTI	0	0	0
	(b) Financial Institutions / Banks	1	2,287	0.01
	(c) Insurance Companies	0	0	0
	(d) Foreign Institutional Investors	0	0	0

Sr. No.	Category of Shareholder		Number of Share holders	Number of shares	%
2	Non-Institutions				
	(a)	Bodies Corporate	278	7,29,089	3.83
	(b)	Individuals			
		(i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	10,401	49,25,104	25.86
		(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2	2,46,369	1.29
	(c)	Any Other (specify)			
		(i) NRI	44	45,207	0.24
		(ii) Clearing Member	25	25,981	0.14
		Total (B)	10,751	59,74,037	31.37
		TOTAL (A) + (B)	10,769	1,90,43,939	100.00

Dematerialisation of shares and liquidity

As on 31st March, 2015, 1,85,89,807 Equity Shares (97.62 % of the total number of shares) are in demat form as compared to 1,85,75,314 Equity Shares (97.54 % of the total number of shares) as on 31st March, 2014.

Outstanding GDRs/ADRs/Warrants or any convertible instruments

The Company has not issued any GDR's/ADR's, Warrants or any convertible instruments during the financial year ended 31st March, 2015.

Plant location

Arrow Textiles Limited
Plot No. 101-103,
19th Street, Satpur, MIDC,
Nasik - 422 007, Maharashtra.

Investor Correspondence

Shareholders can contact the following official for secretarial matters of the Company.

Name	Address	Telephone No. / Fax No.	Email id
Ms. Sushama Vesvikar Company Secretary & Compliance Officer	Bayside Mall, 2 nd Floor, Opp. Sobo Central Mall, Tardeo Road, Haji Ali, Mumbai-400034, Maharashtra.	(022) 4079 4700 (022) 4079 4777	secretarial@arrowtextiles.com

DECLARATION

I, Chand Arora, Managing Director of Arrow Textiles Limited hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed Compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of Clause 49(II)(E)(2) of the Listing Agreement entered into with the Stock Exchanges, for the year ended 31st March, 2015.

For Arrow Textiles Limited

CHAND ARORA
Managing Director

Date: 27th July, 2015

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Arrow Textiles Limited.

We have examined all the relevant records of Arrow Textiles Limited (The Company) for the purposes of certifying the compliances of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into with the stock exchanges i.e. BSE Limited and the National Stock Exchange of India Ltd for the financial year ended 31st March, 2015.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the information provided and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

For A K Jain & Co
Company Secretaries

ASHISH JAIN
Proprietor
(C. P. No. 6124)

Mumbai: 27th July, 2015

INDEPENDENT AUDITORS' REPORT

To the Members of Arrow Textiles Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Arrow Textiles Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan 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 auditors' 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 in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operative effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by companies' Directors, as well as evaluating the overall presentation of the financial statements.

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

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 March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended 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

- 1. As required by the Companies (Auditor's Report) Order, 2015 ('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.
- 2. As required by Section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance sheet and Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the accounting standards referred in Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) on the basis of written presentations received from the Directors as on March 31, 2015, and taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2015, from being appointed as a Director in terms of Sub-Section (2) of Section 164 of the Companies Act, 2013;
 - f) With respect to the other matters included in the auditor's report and to the best of our information and according to the explanation given to us.
 - i. The Company has disclosed the impact of pending litigations on its financial statements – Refer Note 26 (j) to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Amit Desai & Co**
Chartered Accountants
Firm's Registration No.130710W

(Amit Desai)
Partner
Membership No. 032926

Mumbai: 12th May, 2015

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 1 under the heading of
"Report on Other Legal and Regulatory Requirements" of our report even date.)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, the Company has a policy to carry out a physical verification of fixed assets in a phased manner at a regular interval which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. We are informed that no material discrepancies were noticed on such physical verification.
- (ii) (a) The management has carried out physical verification of the inventory at reasonable intervals during the year.
- (b) In our opinion, and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
- (c) The Company maintains proper records of inventory. Discrepancies noticed on physical verification of inventory as compared to the book records were not material and these have been properly dealt with in the books of account.
- (iii) The Company has not granted unsecured loans to Companies, firms or other parties covered in the register maintained under Section 189 of the Act. Hence, the provisions of Paragraph 3(iii) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the Company.
- (v) The Company has not accepted any deposits from the public in accordance with the provisions of section 73 to 76 of the Act and the rules framed there under.
- (vi) The maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act and such accounts are made and maintained.
- (vii) (a) According to the information and explanations given to us and on the basis of examination of our records of the Company, amounts deducted / accrued in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, duty of customs, duty of excise, value added tax, cess, professional tax and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities.
- (b) According to the information and explanations given to us no undisputed dues in respect of provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, duty of customs, duty of excise, value added tax, cess, professional tax and other material statutory dues which were outstanding, at the year end for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, the dues outstanding with respect to income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess or any other material statutory dues applicable to it, on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	₹ in Lacs	Period to which the amount relates	Forum where dispute is pending
Income Tax	Tax	1.64	F.Y. 2009-10	Appeal pending before Commissioner of Taxes (Appeal)
Income Tax	Tax	1.72	F.Y. 2011-12	Rectification application made u/s 154 of the Act and pending before Assessing Officer
Central Sales Tax	CST Tax	7.15	F.Y. 2002-03	Appeal pending before High Court

- (d) According to the information and explanations given to us, there is no amount which is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder. Therefore, the provisions of Paragraph 3 (vii) (d) of the Order are not applicable to the Company.
- (viii) The Company does not have any accumulated losses which exceeds 50% of its net worth at the end of the financial year. Further, the Company has not incurred cash losses during the financial year covered by our audit as well as in the immediately preceding financial year.
- (ix) The Company has not defaulted in repayment of dues to its bankers. The Company did not have any outstanding dues to any financial institutions or debenture holders during the year.
- (x) In our opinion and according to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions. Therefore, the provisions of Paragraph 3(x) of the Order are not applicable to the Company.
- (xi) In our opinion and on overall examination, we report that the term loans were raised during the year and are applied for the purpose for which the loans were obtained.
- (xii) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of any such case by the management.

For **Amit Desai & Co**
Chartered Accountants
Firm's Registration No.130710W

(Amit Desai)
Partner

Membership No. 032926

Mumbai: 12th May, 2015

BALANCE SHEET AS AT 31ST MARCH, 2015

(₹ in '000')

Particulars	Note No.	As at March 31, 2015		As at March 31, 2014	
I. EQUITY AND LIABILITIES					
Shareholder's Funds					
(a) Share Capital	2	190,439.39		190,439.39	
(b) Reserves and Surplus	3	112,290.42	302,729.81	66,625.51	257,064.90
Non-Current Liabilities					
(a) Long-Term Borrowings	4	84,274.40		49,787.98	
(b) Deferred Tax Liabilities (Net)	5	12,448.11		14,565.44	
(c) Long-Term Provisions	6	2,843.08	99,565.60	1,797.48	66,150.91
Current Liabilities					
(a) Short-Term Borrowings	7	19,148.64		12,439.07	
(b) Trade Payables	8	16,245.65		16,135.25	
(c) Other Current Liabilities	9	44,834.84		34,344.79	
(d) Short-Term Provisions	10	582.35	80,811.48	4,220.87	67,139.98
TOTAL			483,106.88		390,355.79
II. ASSETS					
Non-Current Assets					
(a) Fixed Assets	11				
(i) Tangible Assets		243,302.69		203,892.82	
(ii) Intangible Assets		481.75		307.49	
(iii) Capital Work-In-Progress		-		999.34	
		243,784.44		205,199.64	
(b) Long-Term Loans and Advances	12	12,236.66	256,021.10	20,083.88	225,283.52
Current Assets					
(a) Current Investments	13	40,033.27		-	
(b) Inventories	14	49,773.50		53,599.88	
(c) Trade Receivables	15	112,714.47		105,410.41	
(d) Cash and Bank Balance	16	20,770.08		1,469.10	
(e) Short-Term Loans and Advances	17	3,646.56		4,462.11	
(f) Other Current Assets	18	147.91	227,085.78	130.77	165,072.27
TOTAL			483,106.88		390,355.79
Summary of Significant Accounting Policies and Notes to the Financial Statements	1-26				

As per Our Report of Even Date

For Amit Desai & Co.
Chartered Accountants
Firm's Regn. No. 130710W
Amit N. Desai
Partner
Membership No. 032926
Mumbai: 12th May, 2015

For Arrow Textiles Limited

Jaydev Mody Chairman
Chand Arora Managing Director
Aurobind Patel Director
Aditya Mangaldas Director
Anjali Modi Director
Dr.Vrajesh Udani Director
Ulhas Kale Chief Financial Officer
Sushama Vesvikar Company Secretary

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in '000')

Particulars	Note No.	Year Ended 31 st March, 2015	Year Ended 31 st March, 2014
INCOME:			
Sale of Products		486,411.61	424,572.06
Less: Excise Duty		(7,365.78)	(5,579.05)
Revenue From Operations		479,045.83	418,993.01
Other Income	19	721.72	8,395.02
Total Revenue		479,767.55	427,388.03
EXPENSES:			
Cost of Materials Consumed	20	184,288.03	173,755.94
Purchase of Stock in Trade	21	4,616.33	4,779.94
Changes in Inventories of Finished Goods Work-in-Progress and Stock-in-Trade	22	(1,221.78)	(1,538.21)
Employees Benefits Expense	23	82,093.75	73,288.06
Finance Costs	24	13,056.79	15,954.45
Depreciation And Amortization Expenses	11	39,007.15	31,738.64
Other Expenses	25	88,672.77	76,704.33
Total Expenses		410,513.04	374,683.15
Profit Before Exceptional And Extraordinary Items and Tax		69,254.51	52,704.88
Exceptional Items		—	—
Profit Before Extraordinary Items and Tax		69,254.51	52,704.88
Extraordinary Items		—	—
Profit Before Tax		69,254.51	52,704.88
Tax Expenses			
– Current Year		(24,093.59)	(16,815.10)
– Earlier Year Tax Adjustments		22.56	302.76
– Deferred Tax		2,117.33	(415.91)
Total Tax Expenses		(21,953.70)	(16,928.24)
Profit after tax for the year		47,300.81	35,776.63
Prior Period Items		5.86	33.22
Profit after Tax for the year		47,294.95	35,743.42
Earnings Per Equity Share (Face Value of ₹ 10/- each)			
Basic & Diluted	26(d)	2.48	1.88
Summary of Significant Accounting Policies and Notes to the Financial Statements	1-26		

As per Our Report of Even Date

For Amit Desai & Co.
Chartered Accountants
Firm's Regn. No. 130710W
Amit N. Desai
Partner
Membership No. 032926
Mumbai: 12th May, 2015

For Arrow Textiles Limited

Jaydev Mody Chairman
Chand Arora Managing Director
Aurobind Patel Director
Aditya Mangaldas Director
Anjali Modi Director
Dr.Vrajesh Udani Director
Ulhas Kale Chief Financial Officer
Sushama Vesvikar Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH , 2015

(₹ in '000')

Particulars	For year Ended 31 st March, 2015	For year Ended 31 st March, 2014
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit Before Tax and Extraordinary Items	69,254.51	52,704.88
Adjustments For :		
Depreciation	39,007.15	31,738.64
Provision for Doubtful Debts Reversed	1,245.54	(5,625.12)
(Profit)/Loss on Sales of Fixed Assets	494.11	263.31
Employees Benefits (Gratuity & Leave Encashment)	3,821.76	1,440.65
Bad Debts Written Off	560.10	2,309.00
Finance Cost	13,056.79	15,954.45
Interest Income	(682.95)	(886.31)
Dividend Income	-	(120.22)
Capital Gains on Mutual Funds	(33.27)	-
Prior Period (Expense)/ Income	(5.86)	(33.22)
Operating Profit Before Working Capital Changes	126,717.88	97,746.08
Adjustments For :		
Trade and Other Receivables	(9,109.70)	25,608.55
Inventories	3,826.38	(3,915.45)
Loans & Advances	6,293.68	(5,928.89)
Trade Payables	110.39	4,618.84
Other Liabilities	4,794.85	(5,042.89)
Taxes Paid (Net of Refund)	(25,421.05)	(13,988.58)
Net Cash Generated from Operating Activities	(A) 107,212.44	99,097.66
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets (including Capital Work in Progress)	(79,833.30)	(12,387.01)
Sale of Fixed Assets	117.20	490.69
Dividend Income	-	120.22
Capital Gains on Mutual Funds	33.27	-
Interest Income	682.95	886.31
Purchase / Sale of Current Investment	(40,033.27)	14,894.16
Net Cash Generated from Investing Activities	(119,033.16)	4,004.36

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH , 2015

(₹ in '000')

Particulars	For year Ended 31st March, 2015	For year Ended 31st March, 2014
C. CASH FLOW FROM FINANCING ACTIVITES :		
Finance Cost	(13,056.79)	(15,954.45)
Proceeds from Long Term Borrowing	37,468.92	(26,904.97)
Proceeds from Short Term Borrowing	6,709.57	(62,798.81)
Net Cash Generated from Financing Activities (C)	31,121.70	(105,658.23)
Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	19,300.98	(2,556.21)
Cash & Cash Equivalents as at Beginning of Year	1,469.10	4,025.31
Cash & Cash Equivalents as at End of the Year	20,770.08	1,469.10

Notes :

- 1) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard - 3 on Cash Flow Statement issued by The Institute of Chartered Accountants of India.
- 2) Previous Year's figures have been regrouped / rearranged / reclassified wherever necessary to confirm the current year's classification.

As per Our Report of Even Date

For Amit Desai & Co.
Chartered Accountants
Firm's Regn. No. 130710W
Amit N. Desai
Partner
Membership No. 032926
Mumbai: 12th May, 2015

For Arrow Textiles Limited

Jaydev Mody Chairman
Chand Arora Managing Director
Aurobind Patel Director
Aditya Mangaldas Director
Anjali Modi Director
Dr.Vrajesh Udani Director
Ulhas Kale Chief Financial Officer
Sushama Vesvikar Company Secretary

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Preparation of Financial Statements

The financial statements are prepared under the historical cost convention, on accrual basis and in accordance with the generally accepted accounting principles in India ("GAAP") and comply with the accounting standards as specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The Financial statements are presented in Indian Rupees rounded off to the nearest thousand.

(b) Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that effect the reported amount of assets and liabilities on the date of financial statements and reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

(c) Revenue Recognition

- i. Income from sale of product / goods is recognized when significant risks and rewards of ownership of products / goods are passed on to customers or when the full / complete services have been provided. Sales are stated at contractual realizable value and net of goods returned.
- ii. Full provision is made for any loss in the year in which when it is first foreseen.
- iii. Interest income is generally recognized on a time proportion method.
- iv. Claims for price variation/exchange rate variation in case of contracts are accounted for on acceptance.
- v. Interest refund on loan under 'TUF' scheme is accounted on receipt basis.
- vi. Dividend Income is recognized when the right to receive dividend is established.

(d) Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any, attributable cost of bringing the asset to its working condition for its intended use. Finance cost relating to acquisition of fixed assets is included to the extent they relate to the period till such assets are ready to be put to intended use.

Capital Work-In-Progress

Expenses incurred for acquisition of Capital Assets outstanding at each Balance Sheet date are disclosed under Capital work-in-Progress. Advances given towards the acquisition of Fixed Assets are shown separately as Capital Advances under heading Long Term Loans & Advances.

(e) Depreciation

Tangible Assets:

Depreciation is provided on Straight Line Method (SLM). Depreciation is provided from the date of acquisition till the date of sale / disposal of assets. The management of the Company has reviewed / determined / re assessed the remaining useful lives of the tangible fixed assets. Accordingly, the depreciation on tangible fixed assets is provided in accordance with the provisions of Schedule II of the Companies Act, 2013.

Intangible Assets:

Intangible Asset are depreciated in accordance with Accounting standard (AS) 26 "Intangible Assets" as specified under section 133 of the companies Act,2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(f) Inventories

Inventories are valued as follows:

- | | |
|--|---|
| 1) Raw Materials | Cost on FIFO basis. |
| 2) Components, Stores and Spares,
Packing Materials | Cost on FIFO basis. |
| 3) Work-in-Progress | Cost on FIFO basis. Cost includes direct materials and labour cost and proportionate manufacturing overheads based on normal operating capacity. |
| 4) Finished goods | Cost or net realizable value whichever is lower. The cost comprises of cost of purchase, cost of conversion and other cost including manufacturing overheads incurred in bringing them to present location and condition, as the case may be. |

In accordance with Accounting Standard - 2, issued by Institute of Chartered Accountants of India, provision is made of excise duty on closing stock of finished goods.

(g) Investments

Investments that are readily realizable and intended to be held but not more than a year are classified as Current Investments. All other investments are classified as Long-Term Investments. Carrying amount of the individual investment is determined on the basis of the average carrying amount of the total holding of the investments.

Long-Term Investments are stated at cost less provision for other than temporary diminution in value. Current Investments are carried at lower of cost or fair value.

(h) Employee Benefits

Liability is provided for retirement benefits for Provident Fund, Gratuity and Leave Encashment in respect of all eligible employees. The Company has Gratuity Scheme with Life Insurance Corporation of India. Premium thereof is paid in terms of policy and charged to Profit & Loss Account. The liability in respect of defined benefit schemes like gratuity and leave encashment is provided in the accounts on the basis of actuarial valuations as at year end. Contributions under the defined contribution schemes are charged to revenue.

(i) Foreign Currency Transactions

- (i) Foreign exchange transactions are recorded at the closing rate prevailing on the dates of the respective transactions. Exchange difference arising on foreign exchange transactions settled during the year is recognized in the statement of the Profit and Loss Account.
- (ii) Monetary assets and liabilities denominated in foreign currencies are converted at the closing rate as on Balance Sheet date. The resultant exchange difference is recognized in the statement of the Profit and Loss Account.
- (iii) Non-monetary assets and liabilities denominated in foreign currencies are carried at the exchange rate prevalent on the date of the transaction.

(j) Borrowing Costs

Borrowing costs that are directly attributable to and incurred on acquiring qualifying assets (assets that necessarily takes a substantial period of time for its intended use) are capitalized. Other borrowing costs are recognized as expenses in the period in which the same are incurred.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(k) Taxation

Tax expenses are the aggregate of current tax and deferred tax charged or credited in the statement of Profit & Loss for the period.

Current Tax

The charge of income tax is calculated in accordance with the relevant tax regulations applicable to the Company.

Deferred Tax

Deferred Tax charge or credit reflects the tax effects of timing difference between accounting income and taxable income for the period. The Deferred Tax charge or credit and the corresponding Deferred Tax Liabilities or Assets are recognized using the tax rates that have been enacted or substantially enacted by the Balance Sheet date. Deferred Tax Assets are recognized only to the extent if there is reasonable certainty that the asset can be realized in future, however, where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Deferred tax assets are reviewed at each Balance Sheet date.

Minimum Alternate Tax (MAT)

In case the Company is liable to pay income tax under Minimum Alternate Tax u/s 115JB of Income Tax Act, 1961, the amount of tax paid in excess of normal income tax liability is recognized as an asset only if there is convincing evidence for realization of such asset during the specified period. MAT Credit Entitlement is recognized in accordance with the Guidance Note on accounting treatment in respect of Minimum Alternate Tax (MAT) issued by The Institute of Chartered Accountants of India.

(l) Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to Profit & Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable value.

(m) Contingent Assets, Contingent Liabilities and Provisions

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources and the amount of which can be reliably estimated.

Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future event not wholly within the control of the Company.

Contingent Assets are neither recognized nor disclosed in the financial statements. Provisions of Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

(n) Earning Per Share (EPS)

The earning considered in ascertaining the company's EPS comprises of the net profit after tax. Basic earnings per share is computed and disclosed using the weighted average number of common shares outstanding during the year. Diluted Earnings Per Share is computed and disclosed using the weighted average number of common and dilutive common equivalent shares outstanding during the year, except when the results would be anti-dilutive.

(o) Miscellaneous Expenses

Miscellaneous Expenses are written off in the year in which they are incurred.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in '000')

Particulars	As at March 31, 2015		As at March 31, 2014	
	No.	₹	No.	₹
2 SHARE CAPITAL				
Authorised Shares :				
Equity Shares of ₹ 10/- each	210,00,000	210,000.00	210,00,000	210,000.00
Issued,Subscribed and Fully Paid-Up:				
Equity Shares of ₹ 10/- each	19,043,939	190,439.39	19,043,939	190,439.39
TOTAL	19,043,939	190,439.39	19,043,939	190,439.39
a) Reconciliation of the Shares at the beginning and end of the reporting period				
Equity Shares				
At the Beginning of the Year	19,043,939	190,439.39	19,043,939	190,439.39
Issued during the Year	—	—	—	—
Brought Back During the Year	—	—	—	—
Outstanding at the End of the Year	19,043,939	190,439.39	19,043,939	190,439.39
b) Details of Shareholders holding more than 5% Shares in the Company	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
Aryanish Finance and Investments Private Limited *	4,313,254	22.65	4,313,082	22.65
Bayside Property Developers Private Limited *	4,311,569	22.64	4,310,855	22.64
Delta Real Estate Consultancy Private Limited *	4,311,291	22.64	4,311,291	22.64

Note:

Note :- *Aryanish Finance and Investments Pvt.Ltd., Bayside Property Developers Pvt.Ltd., Delta Real Estate consultancy Pvt. Ltd. are holding Equity Shares in the capacity of trustees for Aarti J Mody Trust, Aditi J Mody Trust and Anjali J Mody Trust respectively.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

c) Terms & Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. This distribution will be in proportion to the number of equity shares held by the shareholders.

d) Aggregate number of Equity Shares Issued for Consideration Received other than Cash During the Period of Five Years Immediately Preceding the Reporting Date.

Particulars	Aggregate No. of Shares F.Y. 2014-15	Aggregate No. of Shares F.Y. 2013-14	Aggregate No. of Shares F.Y. 2012-13	Aggregate No. of Shares F.Y. 2011-12	Aggregate No. of Shares F.Y. 2010-11
Equity Shares :					
Fully paid up pursuant to the Scheme of Arrangement without payment being received in cash.	Nil	Nil	Nil	Nil	Nil

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in '000')

Particulars	As at March 31, 2015	As at March 31, 2014
3 RESERVES & SURPLUS		
Security Premium		
Opening Balance	101.34	101.34
Add : On Issue of Shares (Net)	—	—
Closing Balance	101.34	101.34
Surplus		
Opening Balance	66,524.18	30,780.76
Less: Depreciation Effect Pursuant to the Enactment of Schedule II of the Companies Act, 2013	(1,630.05)	-
Add : Net Profit For the Current Year	47,294.95	35,743.42
Closing Balance	112,189.08	66,524.18
TOTAL	112,290.42	66,625.51
4 LONG TERM BORROWINGS		
Secured Term Loan		
From a Bank	83,696.00	48,920.00
(Primarily secured by first charge on existing and proposed Factory Building, Plant & Machineries and other fixed assets (except vehicles), both present and future of the Company, on pari passu basis with the Banks. Further Collateral security being extension of first charge on entire stock and book debts of the company, present and future with the Banks.		
i) Bank Term Loan IV ₹ 200 lacs: Outstanding Balance as on Balance Sheet date includes three quarterly installment of ₹ 10 lacs each carrying interest @12.50% p.a.		
ii) Bank Term Loan V ₹ 600 lacs: Outstanding Balance as on Balance Sheet date includes twenty quarterly installment of ₹ 30 lacs each carrying interest @12.85% p.a.		
iii) Bank Term Loan payable in 14 Monthly Installment of ₹ 13.52 lacs each and balance 12 monthly installments of ₹ 22.50 Lacs including current maturities amount carrying rate of Interest @12.75% p.a.)		
	83,696.00	48,920.00
Unsecured		
Deferred Payment Liabilities	578.40	867.98
From a Financial Institution		
Installment are payable annually and last installment is due on 30.04.2019		
	578.40	867.98
TOTAL	84,274.40	49,787.98

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in '000')

Particulars	As at March 31, 2015	As at March 31, 2014
5. DEFERRED TAX LIABILITY		
Deferred Tax Liability		
Difference between Book & Tax Depreciation (A)	15,070.76	16,391.21
Deferred Tax Asset		
Disallowances under Income Tax Act, 1961 (B)	2,622.65	1,825.77
Net Deferred Tax Liability/(Assets) (A-B)	12,448.11	14,565.44
In accordance with Accounting Standard 22 "Accounting for Tax on Income" issued by the Institute of Chartered Accountants of India, the Company has accounted the Deferred Tax Assets to the extent recognized and Deferred Tax Liabilities as on 31 st March, 2015 as above.		
6. LONG TERM PROVISIONS		
Provision for Employee Benefits		
Leave Encashment (unfunded)	2,843.08	1,797.48
Total	2,843.08	1,797.48
7. SHORT TERM BORROWINGS		
Secured		
From Banks		
(Loan is repayable on demand and is primarily secured by the first hypothecation charge on entire Book Debts and Stocks of the Company, both present and future on pari-passu basis with Banks carries interest rate 12.50% p.a. & 12.75% p.a. and further collateral security being first charges on entire Fixed Asset of the Company, present and future, (except Vehicle) by way of hypothecation of Plant & Machinery / Equitable Mortgage of Land and Building on pari passu basis with both the Banks.)	19,148.64	12,439.07
Total	19,148.64	12,439.07
8. TRADE PAYABLES		
Micro, Small and Medium Enterprises	-	-
Others	16,245.65	16,135.25
Total	16,245.65	16,135.25

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in '000')

Particulars	As at March 31, 2015	As at March 31, 2014
Details of Dues to Micro, Small and Medium Enterprises as defined under the MSMED Act, 2006. The Company has sent letters to suppliers to confirm whether they are covered under Micro, Small and Medium Enterprises Development Act, 2006 as well as they have filed required memorandum with the prescribed authorities. Out of the letters sent to the parties, some confirmations have been received till the date of finalization of Balance Sheet. Based on the confirmations received, the details of outstandings are as under:		
The principal amount remaining unpaid at the end of the year	—	—
The Interest amount remaining unpaid at the end of the year	—	—
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year.		
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	—	—
The amount of interest accrued and remaining unpaid at the end of each accounting year.	—	—
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	—	—
9. OTHER CURRENT LIABILITIES		
Current Maturities of Long-Term Debt	25,513.58	23,109.15
Interest Accrued But Not Due on Borrowings	691.75	113.68
Advance Received from Customers	117.84	17.42
Duties and Taxes	9,852.38	3,350.22
Other Current Liabilities	8,659.30	7,754.33
Total	44,834.84	34,344.79
10. SHORT TERM PROVISIONS		
Leave Encashment - (Unfunded)	582.35	518.90
Provision for Taxation	-	3,701.97
Total	582.35	4,220.87

11 FIXED ASSETS
Current Year

(₹ in '000')

Particulars	Gross Block			Accumulated Depreciation			Net Block			
	Balance as at 1 April 2014	Additions	Disposals	Balance as at 31 March 2015	Balance as at 1 April 2014	Depreciation charge for the year	On disposals	Balance as at 31 March 2015	Balance as at 31 March 2014	Balance as at 31 March 2015
a. Tangible Assets (Not Under Lease)										
Buildings	39,706.17	4,070.30	-	43,776.47	5,578.46	3,373.01	-	8,951.48	34,127.70	34,824.99
Plant and Equipment	282,638.33	71,400.28	664.16	353,374.45	125,119.07	33,084.49	217.37	157,986.18	157,519.27	195,388.27
Furniture and Fixtures	946.73	1,491.17	-	2,437.90	356.59	242.79	-	599.38	590.14	1,838.52
Vehicles	4,166.18	1,561.45	427.62	5,300.01	794.54	917.48	269.32	1,442.71	3,371.63	3,857.30
Office Equipments	1,319.19	555.05	45.24	1,829.01	220.07	777.28	40.49	956.86	1,099.12	872.15
Electrical Installations	7,115.93	1,133.86	-	8,249.79	1,486.85	1,299.08	-	2,785.93	5,629.08	5,463.86
Computer Hardware	3,348.47	355.08	147.62	3,555.93	2,366.48	844.39	146.15	3,064.72	981.99	491.21
Total (i)	339,240.99	80,567.21	1,284.64	418,523.56	135,922.06	40,538.52	673.33	175,787.25	203,318.94	242,736.31
Tangible Assets (Under Lease)										
Land	742.80	-	-	742.80	168.92	7.50	-	176.42	573.88	566.38
Total (ii)	742.80	-	-	742.80	168.92	7.50	-	176.42	573.88	566.38
Total (i+ii)	339,983.80	80,567.21	1,284.64	419,266.37	136,090.98	40,546.02	673.33	175,963.67	203,892.82	243,302.69
b. Intangible Assets										
Computers Software	353.18	265.43	-	618.61	45.69	91.17	-	136.86	307.49	481.75
Capital Work In Progress	999.34	-	999.34	-	-	-	-	-	999.34	-
	999.34	-	999.34	-	-	-	-	-	999.34	-
Current Year Total	341,336.31	80,832.64	2,283.98	419,884.98	136,136.67	40,637.19	673.33	176,100.53	205,199.64	243,784.44
Previous Year Total	401,960.41	12,387.01	1,392.28	412,955.13	176,655.14	31,738.64	638.29	207,755.49	225,305.27	205,199.64

Note : ₹ Nil (PY ₹ Nil) is the amount of borrowing cost capitalised during the year.

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in '000')

Particulars	As at March 31, 2015	As at March 31, 2014
12. LONG TERM LOANS AND ADVANCES		
Unsecured, Considered Goods		
Security Deposits	2,089.96	1,895.96
Advances with Income Tax Authorities (Net off tax provision)	8,723.51	11,229.34
Advances to Suppliers (Capital Assets)	1,423.19	6,958.58
Total	12,236.66	20,083.88

(₹ in '000')

Particulars	Current Year No.	Previous Year No.	Face Value ₹	As at March 31, 2015	As at March 31, 2014
13. CURRENT INVESTMENTS					
Investments in Mutual Funds					
Reliance Liquid Fund	11,870.821	-	-	40,033.27	-
TOTAL				40,033.27	-
Aggregate amount of Quoted Investments (Market value of ₹ NIL (Previous Year ₹ NIL))				40,033.27	-
Aggregate amount of Unquoted Investments (Previous Year ₹ NIL)				-	-
14. INVENTORIES					
Raw Materials				26,628.46	33,966.87
Work-in-Progress				3,402.75	3,053.20
Finished Goods				9,802.43	9,009.68
Stock-in-Trade				877.12	797.65
Stores and Spares				8,719.73	6,493.91
Packing Materials				343.01	278.57
TOTAL				49,773.50	53,599.88

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in '000')

Particulars	As at March 31, 2015	As at March 31, 2014
15. TRADE RECEIVABLES		
Unsecured, Considered Good		
Outstanding for a period Less than Six Months from the Date they are Due for Payment	106,599.30	98,784.73
Others	6,115.16	6,625.68
	112,714.47	105,410.41
Unsecured Considered Doubtful	3,567.29	2,321.76
Less: Provision for Doubtful Debts	(3,567.29)	(2,321.76)
Total	112,714.47	105,410.41
Provision for Doubtful Debts		
The Company periodically evaluates all customers dues. The need for provisions is assessed based on various factors include collectivity of specific dues, risk perceptions of the industry in which customer operates, general economic factors, etc.		
16. CASH AND BANK BALANCES		
Cash and Cash Equivalents		
Balances with Banks	20,581.56	1,334.93
Cash on Hand	188.52	134.17
Total	20,770.08	1,469.10
17. SHORT-TERM LOANS AND ADVANCES		
Unsecured, Considered Good		
Advances to Staff	180.40	148.00
Advances to Suppliers (Raw Materials)	35.25	1,502.09
Advances with Statutory Authorities	43.94	7.81
Advances with Income Tax Authorities (Net of Tax Provision)	153.88	-
Advances to Others	3,233.09	2,804.22
Total	3,646.56	4,462.11
18. OTHER CURRENT ASSETS		
Interest Receivable	147.91	130.77
Total	147.91	130.77

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in '000')

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
19. OTHER INCOME		
Interest Income	682.95	886.31
Dividend Income	-	120.22
Capital Gains on Mutual Funds	33.27	-
Provision for Doubtful Debts Reversed	-	5,625.12
Miscellaneous Income	5.50	68.50
Foreign Exchange Fluctuation Gains	-	1,694.87
Total	721.72	8,395.02
20. COST OF MATERIALS CONSUMED		
Inventory at the Beginning of the Year	33,966.87	32,693.63
Add: Material Purchases	170,617.56	167,956.27
Add: Other Direct Costs	6,332.05	7,072.91
	210,916.48	207,722.82
Less: Inventory at the End of the Year	26,628.46	33,966.87
Total	184,288.03	173,755.94
21. PURCHASE OF STOCK-IN-TRADE		
Purchase of Materials	4,616.33	4,779.94
Total	4,616.33	4,779.94

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in '000')

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
22. CHANGES IN INVENTORY OF FINISHED GOODS, WORK IN PROGRESS AND STOCK-IN-TRADE		
Opening Stocks		
Work in Progress	3,053.20	2,399.87
Finished Goods	9,009.68	8,588.20
Stock in Trade	797.65	334.24
	12,860.52	11,322.31
Less: Closing Stocks		
Work in Progress	3,402.75	3,053.20
Finished Goods	9,802.43	9,009.68
Stock in Trade	877.12	797.65
	14,082.30	12,860.52
(Increase) / Decrease Total	(1,221.78)	(1,538.21)
23. EMPLOYEE BENEFITS EXPENSE		
Salaries and Incentives	71,349.18	66,005.70
Contribution to Provident Fund and Other Funds	6,752.78	4,963.27
Gratuity Fund	2,601.37	1,172.79
Staff Welfare Expenses	1,390.43	1,146.30
Total	82,093.75	73,288.06
24. FINANCE COSTS		
Interest	12,228.14	15,155.44
Bank Charges	828.65	799.01
Total	13,056.79	15,954.45

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in '000')

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
25. OTHER EXPENSES		
Advertisements	1,082.78	236.67
Payment to Auditors	367.53	418.81
Bad Debts	560.10	2,309.00
Cash Discount on Sales	859.53	687.50
Commission on Sales	11,398.34	9,679.84
Consumption of Packing Material	3,726.05	3,637.93
Consumption of Stores and Spare Parts	9,372.96	8,503.17
Conveyance	978.36	958.87
Directors Sitting Fees	110.00	77.50
Freight & Forwarding	10,331.95	9,418.82
Labour Charges	8,040.09	6,424.45
Miscellaneous Expenses	3,737.10	2,282.60
Net Gain/ (Loss) on Sale/ Discard of Fixed Assets	494.11	263.31
Power and Fuel	23,862.99	20,977.66
Processing Charges	3,461.18	3,215.77
Professional & Legal Fees	2,270.35	1,251.82
Provision for Doubtful Debts	1,245.54	-
Rates and Taxes, Excluding Taxes on Income	1,504.81	948.97
Rent	296.66	200.89
Insurance	813.37	807.40
Repairs to Building	1,604.42	2,049.20
Repairs to Other Assets	488.05	548.73
Travelling Expenses	1,345.24	1,055.86
Vehicle Expenses	721.27	749.56
Total	88,672.77	76,704.33

26. NOTES TO ACCOUNTS

- a) The Company has obtained licenses under the Export Promotion Capital Goods (EPCG) Scheme for importing capital goods at concessional rates of custom duty.

Under the terms of the said scheme, the Company is required to earn foreign exchange value equivalent to 8 times of the CIF value of imports and / or the duty saved in respect of license where export obligation has been fixed by the order of the Director General Foreign Trade, Ministry of Finance as applicable within a period of 8 years from date of license of capital goods. The Export Promotion Capital Goods Schemes, Foreign Trade Policy 2009-14 as issued by the Central Government of India covers manufacturers, exports and service providers. Accordingly, in accordance with the Chapter 5 of Foreign Trade Policy –2009-14, the Company has to fulfill the specific export obligation against the said EPCG license. The pending export obligation for the year ended 31st March, 2015 is ₹. Nil and in USD Nil, [(Previous Year ₹. Nil and in USD Nil)] and further the average export obligation against the EPCG license pending for the year ended 31st March, 2015 of ₹.14,733.80 (₹ '000) [(Previous Year of ₹.17,141.76 (₹ "000))]

- b) **Segment Reporting**

The Company is engaged in the business of manufacturing of textile woven labels, fabric printed labels and elastic/woven tape primarily in India. As the Company primarily operates in a single segment, the reporting requirement of primary and secondary segment disclosures prescribed by Accounting Standard – 17 (Segment Reporting) issued by the Institute of Chartered Accountants of India, have not been provided in these financial statements as it is not applicable.

- c) **Payment to Auditors (including Service Tax):**

(₹ in '000')

Particulars	For the Year ended March 31, 2015	For the Year ended March 31, 2014
– Audit Fees	302.16	252.80
– Taxation Matters	65.37	107.56
– Company Law Matters	-	42.86
– Reimbursement of Expenses	-	15.59
TOTAL	367.53	418.81

- d) **Earnings Per Share:**

(₹ in '000' unless specified)

Particulars	For the Year ended March 31, 2015	For the Year ended March 31, 2014
Numerator used for calculating Basic and Diluted Earnings Per Share–Profit after Prior Period Adjustments.	47,294.95	35,743.42
Weighted average number of Equity Shares used as Denominator for calculating Basic Earnings per Share	19,043,939	19,043,939
Weighted average number of equity shares used as Denominator for calculating diluted Earnings Per Share	19,043,939	19,043,939
Nominal value per Equity Share (₹.)	10.00	10.00
Basic Earnings Per Share (₹.)	2.48	1.88
Diluted Earnings Per Share (₹.)	2.48	1.88

- e) Debit & Credit balances of various parties are subject to confirmation/reconciliation and consequent adjustments, if any. The Company is of the view that reconciliation(s), if any, arising out of final settlement of accounts with these parties is not likely to have any material impact on the accounts. Current Assets are stated in the Balance Sheet at least at the value which is reasonably certain to recover in ordinary course of business.
- f) On account of change in method of providing depreciation on tangible assets to comply with provision of Schedule II of the Companies Act, 2013, the depreciation is higher by ₹.5362.51 ('000)

g) Related Party Disclosures

(1) Related parties and transactions with them during the year as identified by the Management are given below:

(i) Key Management Personnel's:

- Mr. Chand Arora (CA) – Managing Director
- Mr. Ulhas Kale (UK) – CFO

(ii) Individuals owning directly/indirectly an interest in the voting power that gives them significant influence:

- Mr. Jaydev Mody (JM) - Chairman
- Mrs. Zia Mody (ZM) - Wife of the Chairman
- Ms. Anjali Mody (AM) – Daughter of the Chairman

(iii) Enterprises over which persons or their relatives mentioned in (i) & (ii) above exercise significant influence:

- AZB & Partners (AZB)
- Freedom Registry Limited (FRL)
- Highstreet Cruises & Entertainment Private Limited (HCEPL)
- Delta Corp Ltd. (DCL)

(2) Details of transactions carried out with related parties:

(₹ in '000)

Sr. No.	Nature of transactions	Key Management Personnel/ Individuals		Enterprises over / which Individuals/ KMP exercising significant influence		Total	
		2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
1	Professional Fees Paid AZB	-	-	43.96	116.22	43.96	116.22
2	Postage & Folio charges paid: FRL	-	-	18.57	17.88	18.57	17.88
3	Remuneration paid: CA	6,705.61	6,100.54	-	-	6,705.61	6,100.54
4	Commission Paid: CA	1,800.00	1,800.00	-	-	1,800.00	1,800.00
5	Director Sitting Fees: JM	5.00	15.00	-	-	5.00	15.00
	AM	15.00	-	-	-	15.00	-

Sr. No.	Nature of transactions	Key Management Personnel/ Individuals		Enterprises over / which Individuals/ KMP exercising significant influence		Total	
		2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
6	Salary UK	1026.00	915.60	-	-	1026.00	915.60
7	Sale of goods HSCEPL	-	60.00	-	-	-	60.00
8	Sharing of Resources						
	DCL*	-	-	-	-	-	-
	HCEPL*	-	-	-	-	-	-
	FRL*	-	-	-	-	-	-

*Transactions are non-monetary in nature.

(h) Employee Benefits

Disclosure required under Accounting Standard-15 (Revised 2005) for “Employee Benefits” are as under:

- The Company has recognized the expected liability out of the Compensated Absence and Gratuity as at 31st March, 2015 based on actuarial valuation carried out using the Project & Unit Credit Method.
- The below disclosure have been obtained from independent actuary. The other disclosures are made in accordance with Accounting Standard-15 (revised) pertaining to the Defined Benefit Plan is as given below:

(₹ in '000)

Sr. No.	Particulars	Gratuity (Funded)		Leave Encashment (Unfunded)	
		2014-15	2013-14	2014-15	2013-14
1.	Assumption:				
	Discount Rate	7.92%	9.36%	7.92%	9.36%
	Salary Escalation	5.00%	5.00%	5.00%	5.00%
	Attrition Rate	2.00%	2.00%	2.00%	2.00%
	Retirement	58 Yrs	58 Yrs	58 Yrs	58 Yrs
2.	Changes in Benefit Obligations:				
	Recent Value of Benefit Obligation at the beginning of the year	10,987.93	9,178.25	2,316.38	2,081.61
	Interest Cost	1,028.47	757.20	216.81	171.73
	Current Service Cost	482.21	392.87	432.76	409.58
	Benefit Paid	(722.05)	(401.50)	(111.32)	(33.09)
	Actuarial (Gain) Loss Obligations	2,397.99	1,061.11	570.82	(313.45)
	Recent Value of Benefit Obligation at the end of the year	14,174.56	10,987.93	3,425.43	2,316.38

Sr. Particulars No.	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2014-15	2013-14	2014-15	2013-14
3. Amount recognized in the Balance Sheet:				
Liability at the end of the year	14,174.56	10,987.93	3,425.43	2,316.38
Fair value of Plan Assets at the end of the year	16,285.75	12,915.28	-	-
Difference	2,111.19	1,927.35	(3,425.43)	(2,316.38)
Amount recognized in the Balance sheet	2,111.19	1,927.35	(3,425.43)	(2,316.38)
4. Expenses recognized in the Profit and Loss Account:				
Current Service Cost	482.20	392.87	432.76	409.58
Interest Cost	(95.15)	757.20	216.81	171.73
Expected Return on Plan Assets	-	(994.25)	-	-
Past Service Cost (non-vested benefit) recognized	-	-	-	-
Past Service Cost (vested benefit)	-	-	-	-
Recognition of Transport Liability	-	-	-	-
Actuarial Gain or (Loss)	(2,214.31)	(1,016.95)	(570.82)	313.45
Expenses recognized in the Profit and Loss Account	2,601.36	1,172.78	1,220.39	267.86
5. Balance Sheet Reconciliation:				
Opening Net Liability	(1,927.34)	(2,249.85)	2,316.38	2081.60
Expenses as above	2,601.36	1,172.78	1,220.38	267.86
Employer's Contribution	(2,785.20)	(850.28)	(111.32)	(33.87)
Closing Net Liability	(2,111.19)	(1,927.35)	3,425.43	2,316.38

iii) Under Define Contribution Plan

(₹ in '000)

Particular	2014-15	2013-14
Contribution to Provident Fund	4611.65	3733.36
Contribution to ESIC	900.41	941.36

i) Additional Information Pursuant to the Provisions of Paragraphs 3, 4C and 4D of Part II of Schedule III to the Companies Act, 2013.

(i) Value of Imported and Indigenous Material Consumed & Percentage of Total Consumption:

(₹ in '000)

Particulars	For the year 31 st March, 2015		For the year 31 st March, 2014	
	Amount	Percentage	Amount	Percentage
1] Raw Materials:				
a) Imported	42,299.46	22.95	35,134.71	20.22
b) Indigenous	141,988.57	77.05	138,621.23	79.78
TOTAL	184,288.03	100.00	173,755.94	100.00
2] Packing Materials-Indigenous	3,726.05	100.00	3637.93	100.00
3] Spare Parts and Components:				
a) Imported	2,791.96	29.78	2,042.81	24.02
b) Indigenous	6,580.00	70.22	6,460.36	75.98
Total	9,372.96	100.00	8,503.17	100.00

(ii) Value of Imports on CIF Basis:

(₹ in '000)

Particulars	For the year 31 st March, 2015	For the year 31 st March, 2014
Raw Materials	26,631.76	29,901.44
Components and Spare Parts	3,439.13	1,732.93
Plant and Machinery	50,537.37	829.82

(iii) Expenditure in Foreign Currency :

(₹ in '000)

Particulars	For the year 31 st March, 2015	For the year 31 st March, 2014
Travelling, Hotel Expenses	58.53	59.48

(iv) Earning in Foreign Currency

(₹ in '000)

Particulars	For the year 31 st March, 2015	For the year 31 st March, 2014
Export of Goods Calculated on FOB Basis	2,412.02	27,041.00

j) **Contingent Liabilities and Commitments (to the extent not provided for)**

(₹ in '000)

Financial Year	For the year 31 st March, 2015	For the year 31 st March, 2014
i) The contingent CST liabilities on account of non receipt of “C”& “H” Forms is as follows:		
F.Y. 2002-2003(H Forms, case in High Court pending for decision)	715.23	715.23
F.Y. 2012-2013	-	2,041.99
F.Y. 2013-2014	2740.97	-
ii) Income Tax		
A.Y.2010-2011 (Appeal Pending before CIT Appeal)	164.49	-
TOTAL	3620.69	2757.22
iii) Commitments		
Estimated amount of contracts remaining to be executed on capital accounts and not provided for (Net of Advances)	1249.79	2921.74

k) **Lease Rent Agreement**

The Company has operating lease agreement for assets taken on lease. The aggregate lease rentals payable are charged as rent in the Profit and Loss Account.

(₹ in '000)

Financial Year	For the year 31 st March, 2015	For the year 31 st March, 2014
Paid during the Year	269.66	200.89
Payable within One Year	158.94	269.66
Payable later than One Year but not later than Five Years	-	-
Payable after Five Years	-	-

l) **Previous Year Comparatives**

The previous year's figures have been reworked, regrouped, rearranged, recasted and reclassified wherever necessary to conform to current year's classification.

For Arrow Textiles Limited

Jaydev Mody	Chairman
Chand Arora	Managing Director
Aurobind Patel	Director
Aditya Mangaldas	Director
Anjali Modi	Director
Dr.Vrajesh Udani	Director
Ulhas Kale	Chief Financial Officer
Sushama Vesvikar	Company Secretary

Mumbai: 12th May, 2015

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Arrow Textiles Limited

CIN: L51494MH2008PLC178384

Registered office : Plot No. 101-103, 19th Street, MIDC, Satpur, Nashik - 422 007, Maharashtra.

Email ID: secretarial@arrowtextiles.com **Website:** www.arrowtextiles.com

Tel. No.: 91-253-3918200 **Fax No.:** 91-253-3918220

ATTENDANCE SLIP

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

DP ID.

Folio No/Client ID.

No. of Shares

Name of the Shareholder : _____

Name of the Proxy : _____

I hereby record my/our presence at the 8th ANNUAL GENERAL MEETING of the Company held on Monday, 7th September, 2015 at 1.00 p.m. at Hotel Express Inn, Nashik Pathardi Phata, Ambad, Mumbai Agra Road, Nashik - 422 010, Maharashtra.

Signature of the Shareholder/Proxy _____

(Only shareholders/proxies are allowed to attend the meeting)



Arrow Textiles Limited

CIN: L51494MH2008PLC178384

Registered office : Plot No. 101-103, 19th Street, MIDC, Satpur, Nashik - 422 007, Maharashtra.

Email ID: secretarial@arrowtextiles.com **Website:** www.arrowtextiles.com

Tel. No.: 91-253-3918200 **Fax No.:** 91-253-3918220

PROXY FORM

(Form No. MGT - 11)

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

Name of the Member(s) :

Registered address :

.....

E-mail ID:..... Folio No./client ID:..... DP ID:.....

I / We being the member(s) of shares of Arrow Textiles Limited, hereby appoint -

1) Name

Address

having email idor failing him

2) Name

Address

having email idor failing him

3) Name

Address

having email idor failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th ANNUAL GENERAL MEETING of the Company to be held on Monday, 7th September, 2015 at 1.00 p.m. at Hotel Express Inn, Nashik Pathardi Phata, Ambad, Mumbai Agra Road, Nashik - 422 007, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject Matter of the Resolution	Vote		
		For	Against	Abstain
1	Adoption of the financial statements and reports thereon for the year ended 31 st March, 2015			
2	Appointment of a Director in place of Mr. Chand Arora, who retires by rotation and being eligible, offers himself for re-appointment			
3	Ratification of the appointment of M/s. Amit Desai & Co., Chartered Accountant as Statutory Auditors of the Company			
4	Approval for re-appointment and payment of remuneration to Mr. Chand Arora as Managing Director of the Company			

Signed this day of 2015.

Affix
Revenue
Stamp

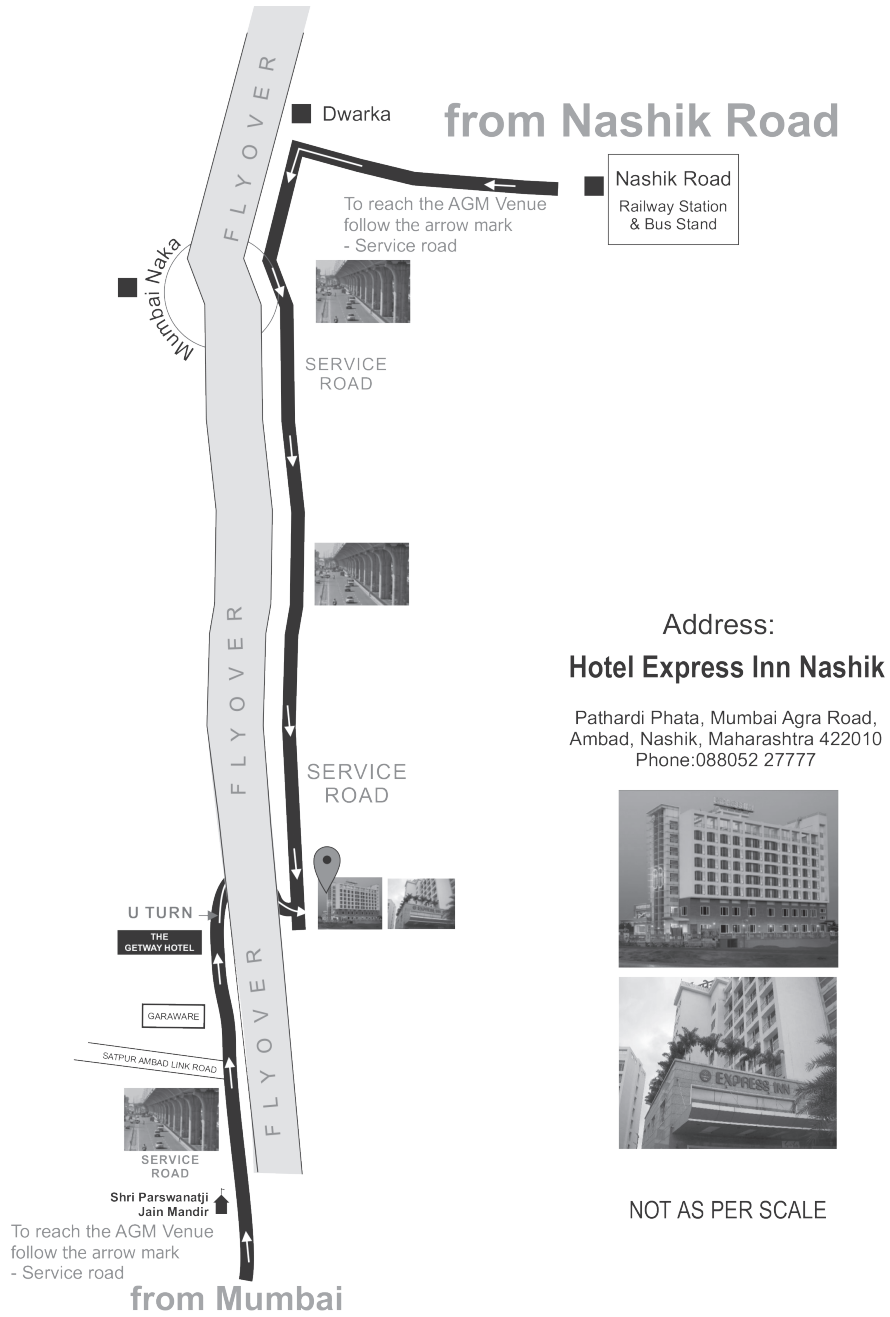
Signature of shareholder across Revenue Stamp

.....
Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Notes:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference, if you leave the for, against or abstained column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
3. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting right, then such proxy shall not act as a proxy for any other person or Member.
4. A Proxy need not be a member of the Company.

ROUTE MAP



Address:
Hotel Express Inn Nashik

Pathardi Phata, Mumbai Agra Road,
Ambad, Nashik, Maharashtra 422010
Phone:088052 27777



NOT AS PER SCALE

If Undelivered, please return to:

Freedom Registry Limited
Unit: Arrow Textiles Limited
Plot No. 101/102, 19th Street,
MIDC, Satpur,
Nasik - 422 007,
Maharashtra.