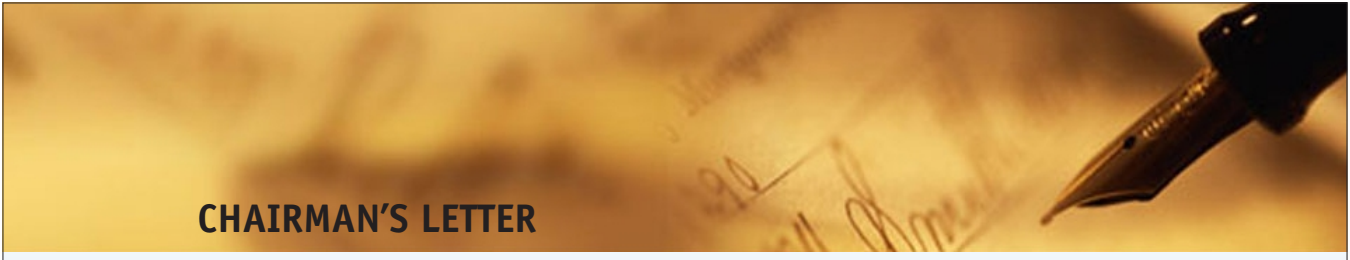
annual report
2015-2016

SANTARAM SPINNERS LIMITED



CHAIRMAN'S LETTER

Dear Shareholders,

My heartiest greetings to you all on behalf of Santaram Spinners Limited. In a span of 33 years of concerted efforts, the foundations of Santaram are firmly set. Today Santaram Spinners Limited is one single family of dedicated and motivated workforces striving towards enviable success and a brighter future. Our foundation is strong and we have followed strategies that will help us persevere and emerge as a company with strong focus on sustainable development.

The Financial Year 2015-16 continued to throw up several challenges across the economic landscape. Inspite of the same, SSL reported a good performance during the year. I am pleased to state that, the Company achieved EBIDTA for the financial year 2015-16 of Rs. 310.94 lakhs. Net profit of the company increased from Rs. 20.91 lakh as on March 31, 2015 to Rs. 24.91 lakh as on March 31, 2016.

We have always believed in the long term future of the Indian Textile Industry and we envisage ample opportunities for the same in new government policy and we are hopeful that it will give the requisite impetus for the growth of the textile sector. At SSL, we feel that there will be a larger reward in preparing patiently for opportunities which may come up in the future.

We remain committed to providing quality products, exemplary customer service, achieving business objectives with social responsibility and enhancing stakeholder value. We remain cautiously optimistic on delivering results with improved returns on capital employed. Good Governance has always been a part of our business philosophy and will continue to be so as we move into the future. Your Directors firmly believe in acting with integrity and upholding the highest standard of Corporate Governance.

On behalf of the Board and the entire SSL Team, I would like to thank all our colleagues for their hard work and valued contribution during 2015-16. Together we have much to look forward to as we strive to make our Company even stronger and continue to focus on delivering for our customers. I also thank all our customers, suppliers, bankers, investors for their support and last but not the least, committed employees of SSL for their continued support and faith in the Company.

Thank you for your support. Together, here's wishing Santaram Spinners even greater success.

Yours truly,

KALYAN SHAH
Chairman & Managing Director

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CORPORATE INFORMATION

BOARD OF DIRECTORS:

Shri Kalyan J. Shah	Chairman & Managing Director
Shri Nirav K. Shah	Jt. Managing Director
Shri Janak G. Nanavaty	Director
Shri Fenil R. Shah	Director
Shri Paresh R. Shah	Director
Smt. Falguni G. Broker	Director

REGISTERED OFFICE

259, 3rd floor, New Cloth Market,
Outside Raipur Gate, Ahmedabad 380 002
Tel. (079) 22167030/40
Email Id – santaramltd@gmail.com
Website - www.santaramspinners.com
CIN: L17110GJ1983PLC006462

BANKERS

Union Bank of India
Punjab National Bank
State Bank of India
Nutan Nagarik Sahakari Bank Ltd.

STATUTORY AUDITOR

M/s. Jayesh M. Shah & Co.
Chartered Accountants,
Flat No.2, Shital Appt., 11, Shilp Park Soc.,
Ushmanpura, Ahmedabad-380013

SECRETARIAL AUDITOR

Patel & Associates
Practicing Company Secretaries
16, Arasuri Society, Near Vyasvadi, Nava Vadaj,
Ahmedabad - 380013

REGISTRAR AND SHARE TRANSFER AGENTS

Link Intime India Pvt. Ltd.

(Mumbai office)
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg,
Bhandup (West), Mumbai - 400078

(Ahmedabad office)
Unit No. 303, 3rd Floor, Shoppers Plaza V,
Opp. Municipal Market, Behind Shoppers Plaza II,
Off C G Road, Navrangpura, Ahmedabad-380009

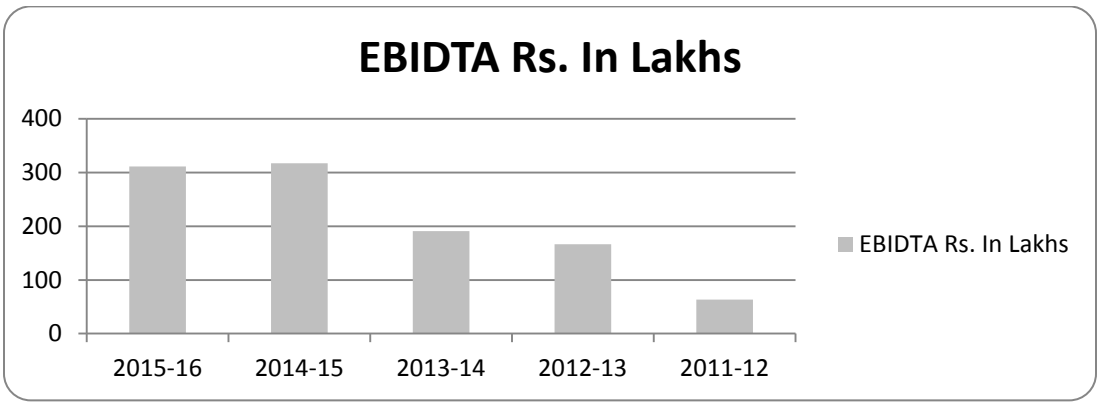
FACTORY

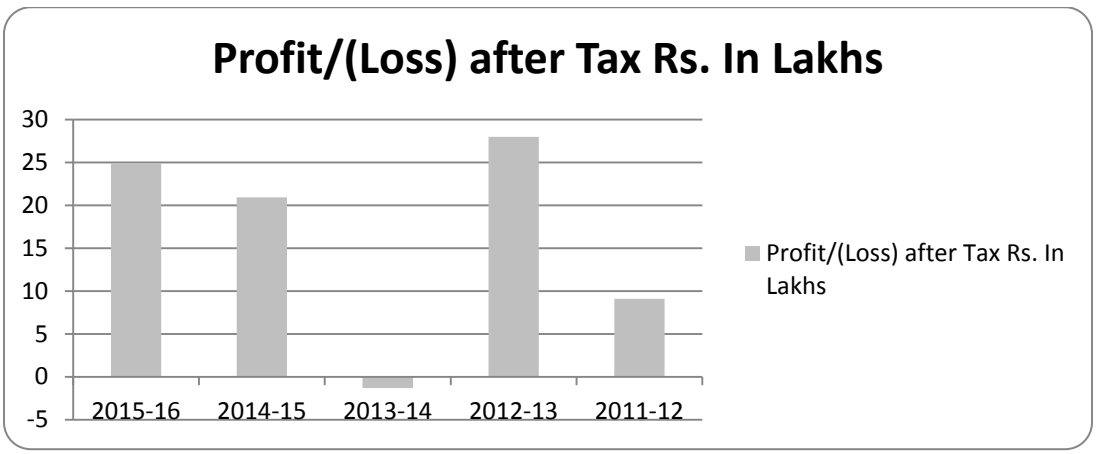
Survey No. 1433, Near Rajpur Bus Stand,
Taluka: Kadi, Dist.: Mehsana (North Gujarat).

PERFORMANCE HIGHLIGHTS

Particular	UOM*	2015-16	2014-15	2013-14	2012-13	2011-12
Total Income	Rs. In Lakhs	16956.33	17398.62	8071.62	13665.62	8542.41
EBIDTA	Rs. In Lakhs	310.94	317.14	190.53	166.43	63.63
Profit/(Loss) before Tax	Rs. In Lakhs	23.31	31.2	27.92	56.68	16.28
Profit/(Loss) after Tax	Rs. In Lakhs	24.91	20.91	-1.33	27.97	9.09
Equity	Rs. In Lakhs	615.3	615.3	615.3	615.3	615.3
Reserve & Surplus	Rs. In Lakhs	442.02	417.11	524.58	525.92	497.95
Borrowings	Rs. In Lakhs	2365.2	2416.69	1230.02	1218.82	853.65
Net Block of Fixed Assets	Rs. In Lakhs	597.27	642.96	839.43	838.54	414.73
EPS	In Rs.	0.4	0.34	0.02	0.45	0.15
Net Profit Ratio	In %	0.15	0.12	-0.01	0.21	0.11
Debt Equity Ratio	In %	2.24	2.34	1.07	1.07	0.77

*** UOM: Unit of Measurement**





NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Members of Santaram Spinners Limited will be held as scheduled below:

Date : 29th September, 2016
Day : Thursday
Time : 12:30 P.M.
Place : 259, 3rd floor, New Cloth Market, Outside Raipur Gate, Ahmedabad 380 002

To transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited profit and Loss Account for the year ended 31st March, 2016 and the balance Sheet as on that date along with Directors' and Auditors' Report thereon.

2. To appoint a Director in place of Shri. Paresh Shah, (DIN: 00465029), who retires by rotation and, being eligible, offers himself for re-appointment.

3. To ratify appointment of M/s. Jayesh M Shah & Co, Chartered Accountants, Ahmedabad (Registration number 104173W with the Institute of Chartered Accountants of India), Statutory Auditor of the company and to fix their remuneration.

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 in supersession of all the earlier resolutions passed at the previous General Meeting of the Company, the consent of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors to borrow (excluding temporary loans obtained from the Banks in the ordinary course of business) for the purpose of the business of the Company, such sum(s) of money (in foreign currency or Indian rupee) from time to time with or without security on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the money or monies to be borrowed by the Company together with the money already borrowed and remaining outstanding at any time may exceed the aggregate of the paid up capital and free reserves of the Company provided however that the money or monies to be borrowed by the Company together with the money already borrowed shall not, at any time exceed Rs. 200 crore (Rupees two hundred crore only)."

   "RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this Resolution."

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

"RESOLVED THAT in supersession of all the earlier resolutions passed at the previous General Meeting of the Company, the consent of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include a committee thereof) to create such mortgages/ charges/ hypothecation in addition to the mortgages/ charges/ hypothecation created/ to be created by the Company or executing a declaration of a trust or other appropriate document on such terms and conditions as the Board may think fit, on the whole or substantially the whole of the Company's undertakings or any part thereof, including the present and future properties, whether movable or immovable and assets of all kinds of the Company, both present and future, to or in favour of Financial institution(s), bank(s) and/ or any other person or entity and/ or the agents or trustees of the debenture holders to secure the borrowings availed/ to be availed by the Company by way of loan (in foreign currency and/ or Indian Rupee) and/ or securities or other instruments issued/ to be issued by the Company from time to time for an amount not exceeding Rs. 200 crore (Rupees two hundred crore only) together with interest, costs, charges, expenses, remuneration of trustees and all other monies payable."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this Resolution."

Date: 13th August, 2016
Place: Ahmedabad

For, Santaram Spinners Limited

Kalyan J Shah
Chairman & Managing Director
DIN: 00397398

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

   Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting. Attendance Slip is attached to the Proxy Form. Members holding shares in dematerialized form are requested to bring their DP ID and Client ID for identification.

3. 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.

4. Corporate Members intending to send their Authorized Representatives to attend the Meeting are requested to send a Certified Copy of the Board Resolution authorizing their Representatives to attend and vote at the Annual General Meeting.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 23rd September, 2016 to Thursday, 29th September, 2016 (both days inclusive).

6. As a part of its Green initiative in Corporate Governance and Circulars issued by Ministry of Corporate Affairs allowing paperless compliances through electronic mode, soft copy of the Annual Report for 2015-16 will be sent along with the Notice to all the members whose email addresses are registered with the Company/its Registrar/ Depository Participant(s) unless any member requests for a hard copy of the same. For members who have not registered their email addresses, the Annual Report for the Financial Year 2015-16 along with the Notice will be sent in physical. All those members, who have not yet registered, are requested to register their email address with the Registrar/Depository Participants. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

7. The Notice of 32nd Annual general Meeting and Annual Report 2015-16 will also be available on the company's website www.santaramspinners.com for download by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Ahmedabad for inspection during business hours.

8. Voting through Electronic means: Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 in pursuance with the Regulation 44 of Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

   Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.

   The facility for voting through ballot will be made available at the AGM, and members attending the AGM who have not cast their vote by remote e-voting will be able to exercise their right at the AGM.

PROCEDURE FOR E-VOTING

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Monday, 26th September, 2016 (9 A.M.) and ends on Wednesday, 28th September, 2016 (5 P.M). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. the record date), being Thursday, 22nd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

	FOR MEMBERS HOLDING SHARES IN DEMAT FORM AND PHYSICAL FORM [EVSN: 160820036]
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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. The sequence number is printed on address label/stickers affixed on the back page of the Annual Report. • 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

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

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

(xi) Click on the EVSN for the SANTARAM SPINNERS LIMITED.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

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

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

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as 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 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 regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

IN CASE OF MEMBERS RECEIVING THE PHYSICAL COPY:

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

B. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 22st September, 2016, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.

The Company has appointed **M/s. Patel & Associates, Practicing Company Secretary**, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinabove.

9. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.

10. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts, will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.

11. Members holding shares in physical form are requested to intimate any change of address and / or bank to M/s. Link Intime India Private Limited, Registrar and Share Transfer agent of the Company immediately.

12. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Link Intime India Private Limited, Registrar and Share Transfer agent of the Company.

13. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.

14. Members desiring any information relating to the accounts are requested to write to the Company at its registered office well in advance so as to enable the management to keep the information ready.

15. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.

ANNEXURE TO THE NOTICE

STATEMENTS PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE:

ITEM NO. 4

The Shareholders had authorized the Board of Directors of the Company to borrow from time to time a sum not exceeding Rs. 50 Crore (Rs. Fifty Crore only) on such terms and conditions as it may deem fit under Section 180(1)(c) of the Companies Act, 2013 vide resolution passed on September 28, 2015. In view of the potential growth in business of the Company and anticipating the need of additional funds that may be required in the near future, it was considered essential to borrow monies from diverse sources for various business activities/initiatives undertaken by the Company, consequent to which the amount borrowed and outstanding could exceed the present limit of Rs. 50 Crore (Rs. Fifty Crore).

The Board accordingly recommends the revised limit to the extent of Rs. 200 Crore (Rupees two hundred Crore only) under section 180(1)(c) of the Companies Act, 2013 as set out in the Resolution for approval of the Members.

The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 5

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Shareholders is obtained by way of a Special Resolution.

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company. Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Accordingly, the Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

PROFILE OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINITMENT IN FORTHCOMING ANNUAL GERENRAL MEETING:

Name of Director	**SHRI. PARESH SHAH**
Director Identification Number	**00465029**
Date of Birth	07.12.1941
Date of first appointment	22.04.2002
Qualifications	Graduate
Expertise in specific	Administration
List of other Public Ltd. Co. in which Directorship held	Nil
Chairman/ Member of the Committees of the Board of Directors of the other Co.	Nil

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Reports can be sent by e-mail to its members. This will also ensure prompt receipt of communication and avoid loss in postal transit. These documents can also be downloaded by the shareholders from the Company's website i.e. www.santaramspinners.com. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses by sending e-mail to ahmedabad@linkintime.co.in with subject as 'E-mail for Green Initiative' mentioning their Folio No. / Client ID. Members holding shares in electronic form may register/update their e-mail addresses with the Depository through their concerned Depository Participant(s).

Date: 13th August, 2016
Place: Ahmedabad

For, Santaram Spinners Limited

Kalyan J Shah
Chairman & Managing Director
DIN: 00397398

DIRECTORS' REPORT

Dear Shareholders,

The Directors present the Annual Report together with the Audited Statement of Accounts for the Financial Year 2015-16 ended 31st March, 2016

1. FINANCIAL RESULTS:

(Rs. in lakhs)

Particulars	2015-16	2014-15
Total Revenue (including other Operating Revenue)	16956.33	17398.62
Total Expenditure (Excluding Finance Cost, Depreciation & Tax)	-16645.39	-17081.49
Profit/(loss) before Finance Cost, Depreciation & Tax.	**310.94**	**317.13**
Finance Cost	-252.96	-249.89
Profit/(loss) before Depreciation & Tax	**57.98**	**67.24**
Provision for depreciation	-34.67	-36.04
Profit/(loss) before Tax	**23.31**	**31.20**
Provision for Tax	1.60	-10.29
Net profit/(loss) after tax for the year	24.91	**20.91**
Add: Balance brought forward from Previous year	0.36	107.83
Less : Adjustment for Transitional Depreciation for the year	0.00	-128.38
Less :Investment revaluation Reserve	-4.98	0.00
Balance carried to next year	20.29	**0.36**

2. FINANCIAL / OPERATIONAL PERFORMANCE:

Revenue from operations (gross): The Global slowdown in commodity prices and overall pressure on demand and consumption resulted in drop in finished goods has lead to marginal decrease in sales in terms of value and a subdued market for textiles adversely impacted on the total Revenue of the company. The total Revenue from operations (gross) was decreased from Rs. 17398.62 lakhs in 2014-15 to Rs. 16956.33 lakhs in 2015-16.

Net Profit: Despite of subdued performance in turnover, net profit of the company was increased by 19.12% from Rs. 20.91 lakh as on March 31, 2015 to Rs. 24.91 lakh as on March 31, 2016 showcasing a better utilization of every rupee invested in business. During the year under reference, there was a fires at the manufacturing premise. Due to that, the company's Raw Material/Finished goods were damaged for which the insurance claim of Rs. 82 lakhs has been placed with insurance company. In absence of the final output of the insurance claim, the impact on loss, if any, on fire has not been accounted for.

Shareholders' funds increased by 1.02% from Rs. 103.24 lakh as on March 31, 2015 to Rs. 105.73 lakh as on March 31, 2016. This increase was largely due to a growth in the profit and loss account balance as a majority of the profits earned during the year were ploughed into the Company to fund growth.

3. DIVIDEND:

With a view to conserve the financial resources for the future requirement of the company, the Board of Directors has not recommended any dividend for the year under review.

4. SHARE CAPITAL:

During the year under review the Company has not issued any shares. The total paid up capital of the company at the end of financial year 2015-16 stood Rs.6,17,44,000/- (Rupees six crores seventeen lakhs forty four thousand) consisting of 6174400 equity shares of Rs.10/- each.

5. ANNUAL RETURN

The extract of Annual Return pursuant to the provision of section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 for the financial year 2015-16 in Form MGT - 9 is annexed hereto and form part of this report as Annexure – II.

6. AUDITORS AND AUDITORS' REPORT:

Statutory Auditor:

M/s. Jayesh M. Shah & Co., Chartered Accountants, statutory auditors of the Company has carried out the statutory Audit and submitted its report for the financial year ended on March 31, 2016.

The Board has recommended the ratification of appointment of M/s. Jayesh M. Shah & Co., Chartered Accountants, as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

The Auditor's Report to the shareholders for the year under review does not contain any qualification, reservation or adverse remark or disclaimer.

Secretarial Auditor:

M/s Patel & Associates, Company Secretary in Practice, were reappointed as Secretarial Auditors of the company by the Board to carry out Secretarial Audit for the Financial Year 2015-16.

The Secretarial Auditors of the Company have submitted their Report in form No. MR - 3 as required under section 204, of the Companies Act, 2013for the financial year ended 31st March 2016. This Report is self-explanatory and requires no comments. The Secretarial Audit Report forms part of this report as Annexure - IV.

7. SUBSIDIARY, ASSOCIATES AND JOINT VENTURE COMPANIES:

The Company doesn't have any Subsidiaries, Associates or Joint Venture Companies.

8. REPORT ON THE PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

The Company doesn't have any Subsidiaries, Associates or Joint Venture Companies.

9. COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

There are no companies which have become or ceased to be Company's Subsidiaries, Joint ventures or Associate companies.

10. CORPORATE GOVERNANCE REPORT:

The Company is exempt under Regulation 27(2) SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, read with, Regulation 15 of Chapter IV SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Hence, Annual Report 2015-16 does not contain the corporate governance report. Further, as and when the company falls under the applicability to provide Corporate Governance Report, the company will comply with the same. Refer Annex - III.

11. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has a proper and adequate system of internal control in all spheres of its activities to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorized, recorded and reported diligently. The Company ensures adherence to all internal control policies and procedures as well as compliances with all regulatory guidelines. The Audit Committee of the Board of Directors reviews the adequacy of internal controls from time to time.

A report on the Internal Financial Control under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 is annexed to Independent Audit Report on Financial Statement as Annex B.

12. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

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.

13. BOARD OF DIRECTORS:

Name of Director	Category
Shri Kalyan J Shah	Chairman & Managing Director
Shri Nirav K Shah	Jt. Managing Director
Shri Fenil R Shah	Director
Shri Pareshbhai R Shah	Director
Shri Janak G Nanavaty	Director
Shri Falguni G Broker	Director

14. NUMBER OF MEETINGS AND ATTENDANCE:

The Company sends notice of meetings of the Board well in advance so as to allow the Directors to block their calendars. There were four meetings of the board viz. 25.05.2015, 27.07.2015, 02.11.2015, 13.02.2016 held during the year, details which is required pursuant to section 134(3)(b) of the Companies Act, 2013 are given as under:

Name of director	No. of Board meetings attended	Whether attended AGM
Shri Kalyan J Shah	2	Y
Shri Nirav K Shah	4	Y
Shri Fenil R Shah	4	Y
Shri Pareshbhai R Shah	4	Y
Shri Janak G Nanavaty	3	Y
Smt Falguni G Broker	4	N

15. COMPOSITION OF COMMITTEES AND ATTENDANCE:

A. AUDIT COMMITTEE:

Pursuant to provision of section 177 of the Companies act 2013, the Audit committee consists of four Members, Shri Janak G Nanavaty (designated as chairman of the committee), Shri Nirav K Shah, Shri Fenil R Shah and Shri Paresh R Shah. During the year under review, 4 meetings were held on 25.05.2015, 27.07.2015, 02.11.2015 and 13.02.2016. The attendance record of the members at the meeting was as follows:

Name of Member	Designation	Attendance
Shri Janak G Nanavaty	Chairman	3
Shri Nirav K Shah	Member	3
Shri Fenil R Shah	Member	4
Shri Paresh R Shah	Member	3

B. **NOMINATION AND REMUNERATION COMMITTEE:**

Pursuant to provision of section 178 (1) of the Companies act 2013, the Nomination and Remuneration Committee consists of three Members, Shri Janak G Nanavaty (designated as chairman of the committee), Shri Fenil R Shah and Shri Paresh R Shah. Not a single Meeting was held during the year under review.

C. STAKEHOLDER RELATIONSHIP COMMITTEE :

Pursuant to provision of section 178 (5) of the Companies act 2013, the Stakeholder Relationship Committee consists of three Members, Shri Janak G Nanavaty (designated as chairman of the committee), Shri Nirav K Shah and Shri Fenil R Shah. During the year under review, 4 meetings were held on 25.05.2015, 27.07.2015, 02.11.2015 and 13.02.2016. The attendance record of the members at the meeting was as follows:

Name of Member	Designation	Attendance
Shri Janak G Nanavaty	Chairman	3
Shri Nirav K Shah	Member	3
Shri Fenil R Shah	Member	4

16. DIRECTORS' RESPONSIBILITY STATEMENT;

In terms of section 134 (3) (c) read with section 134 (5) of the Companies Act, 2013, in relation to financial statements for the year 2015-16, the Board of Directors state that:

(a) In the preparation of Annual Accounts for the period ended March 31, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures.

(b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit/Loss of the Company for the year ended March 31, 2016.

(c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The Directors had prepared the annual accounts for the financial year ended March 31, 2016 on a going concern basis.

(e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

17. DECLARATION AS TO INDEPENDENT DIRECTORS PURSUANT TO PROVISIONS OF SECTION 134(3)(D) READ WITH SECTION 149(6) OF THE COMPANIES ACT 2013;

All the Independent Directors of the Company are neither Managing Director, nor a Whole Time Director nor a Manager or a Nominee Director.

(a) All the Independent Directors in the opinion of the Board are persons of integrity and possesses relevant expertise and experience.

(b) (i). Independent Directors are or were not a Promoter of the Company or its Holding or subsidiary or associate company.

(ii) Independent Directors are or were not related to promoters or directors in the company, its holding, subsidiary or associate company.

(c) Independent Directors have or had no pecuniary relationship with the company, its holding, subsidiary or associate company or their promoters or directors, during the two immediately preceding financial years or during the current financial year.

(d) None of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary, or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakhs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year,

(e) That Independent Directors, neither himself, nor any of his relatives,

i. Holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of three financial years immediately preceding the financial year in which he is proposed to be appointed.

ii. Is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial years in which he is proposed to be appointed, of –

(A) A firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
(B) Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or Associate company amounting to ten per cent, or more of the gross turnover of such firm;

iii. Holds together with his relatives less than two per cent, or more of the total voting power of the company; or

iv. Is a Chief Executive or director, by whatever name called, or any non-profit organization that receives twenty five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or

(f) Independent Directors possesses such other qualifications as may be prescribed.

18. RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF THE EMPLOYEES OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016;

The particulars of ratio of remuneration of each director to median remuneration of the employees of the Company for the financial year under report, percentage increase in remuneration to each Director and KMP, etc. more particularly described under Section 197(12) of the Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given as under;

Name of Director and KMP	Designation	Performance of the Company
Shri Kalyan J Shah	Managing Director	Net profit of the company was increased by 19.12% from Rs. 20.91 lakh as on March 31, 2015 to Rs. 24.91 lakh as on March 31, 2016
Shri Nirav K Shah	Jt. Managing Director	
Shri Fenil R Shah	Director	
Shri Pareshbhai R Shah	Director	
Shri Janak G Nanavaty	Director	
Smt. Falguni G Broker	Director	

III. The ratio of the remuneration of each director to the median remuneration of the employees of the company:

Total Remuneration: Rs.846499.00
Managerial remuneration: NIL
Remuneration to other Employee: Rs. 817999.00
Sitting Fees paid to other director: Rs. 28,500.00

IV. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year; NIL

V. The Percentage (%) increase in the median remuneration of employees: NIL

VI. Number of permanent Employees on the rolls of Company : 3

VII. Relationship between average increase in remuneration and company performance: Not Applicable as there was not any increase.

VIII. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company: The remuneration to the KMP i.e. Managing Director(s) kept constant and there is no increase during the year.

IX. The Market Capitalisation of the Company as at 31st March 2016 is 295.13 lakhs against Rs. 159.30 lakhs as at 31st March 2015. There was a variation of Rs. 135.83 lakhs.

Price Earnings Ratio:

As on	Market Value per Shares (P)	Earnings Per Share (E)	P/E Ration
31st of March, 2015	Rs. 2.58	0.34	7.59
31st of March, 2016	Rs. 4.78	0.40	11.95

X. Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration; NOT APPLICABLE as there was no increase.

XI. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company: As the company has not paid any remuneration to Managing Directors the comparison not possible.

XII. The key parameters for any variable component of remuneration availed by the directors: Directors are paid sitting fees only. Components for the Sitting fees are variable. Sitting fee depends upon ones attendance of the meeting. The Key parameters therefore are as envisaged under the Companies Act.

XIII. The 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; and No employee is receiving remuneration in excess or higher than the remuneration of Director or Key Managerial Personnel.

XIV. Affirmation that the remuneration is as per the remuneration policy of the company. All remuneration of the Employees and directors are decided by Nomination & Remuneration Committee and by the Board of Directors within the organization

19. FORMAL ANNUAL EVALUATION PROCESS BY BOARD PURSUANT TO SECTION 134(3)(P);

During the year, the Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and individual Directors, including the Chairman of the Board. The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

20. RISK MANAGEMENT:

The Company was already having risk management system to identify, evaluate and minimize the Business risks. The Company during the year had formalized the same by formulating and adopting Risk Management Policy. This policy intends to identify, evaluate, monitor and minimize the identifiable risks in the Organisation.

21. COMMISSION:

None of the Directors are receiving Commission from the company.

22. RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. However, details of transactions with related parties are given in 30 (K) of Accounting Policies by Auditors as per Accounting Standard 18.

23. CORPORATE SOCIAL RESPONSIBILITY:

As Company does not come under the ambit of 135 of the Companies Act, 2013 and Rules of Companies (Corporate Social Responsibility policy), 2014, Company has not formed Corporate Social Responsibility Committee and hence Rule 9 of Companies (Accounts) Rule, 2014 regarding disclosure of contents of Corporate Social Responsibility Policy is not applicable to the Company.

24. PARTICULARS OF EMPLOYEES:

Pursuant to the provisions of Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with the Companies Act, 2013, it is hereby informed that none of the employees of the Company was in receipt of remuneration of Rs.5 lakhs per month or Rs. 60 lakhs per annum during the year under review.

25. DEPOSITS:

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

26. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of investments made and loans advanced by the company have been given in note no. 13, 14, & 16 to the Financial Statement. The Company has not given any Guarantee pursuant to the provision of 186 of the Companies Act, 2013.

27. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

Pursuant to section 177(9) of Companies Act, 2013, the Board has approved whistle blower policy/vigil mechanism to enable directors and employees to report to the Management their concerns about unethical behavior, actual or suspected fraud or violation of Company's code of conduct or ethics policy. This mechanism provides safeguards against victimisation of directors/employees who avail of the mechanism and provides for direct access to the Chairman of the Audit Committee in exceptional cases. The policy/vigil mechanism has been appropriately communicated to the employees within the organisation and has been put on the Company's website www.santaramspinners.com.

28. SAFETY, HEALTH AND ENVIROMENT:

(a) Safety: The Company encourages a high level of awareness of safety issues among its employees and strives for continuous improvement. All incidents are analysed in the safety committee meetings and corrective actions are taken immediately. Employees are trained in safe practices to be followed at work place.

(b) Health: Your Company attaches utmost importance to the health of its employees. Periodic checkup of employees is done to monitor their health. Health related issues if any are discussed with visiting Medical Officer.

(c) Environment: Company always strives hard to give importance to environmental issues in normal course of operations. Adherence to Environmental and pollution control Norms as per Gujarat Pollution Control guidelines is of high concern to the Company.

29. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

All Board Directors and the designated employees have confirmed compliance with the Code.

30. INDEPENDENT DIRECTORS' MEETING:

In compliance with Section 149(8) of the Act read along with Schedule IV of the Act and As per SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors met on March 31, 2016, inter alia, to discuss:

a) The performance of Non-Independent Directors and the Board of Directors;
b) The performance of the Chairperson of the Company,
c) Assess the quality, quantity and timeliness of flow of information between the management of the Company and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting.

31. LISTING:

The Equity shares of the company are listed on BSE Limited and Company has paid Annual Listing Fees up to the Year 2016-17.

32. DISCLOSURE OF SEXUAL HARASSMENT:

Pursuant to section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, entire staff in the Company is working in a most congenial manner and there are no occurrences of any incidents of sexual harassment during the year.

33. ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

As require by the section 134 (3) (m) Companies Act, 2013 read with rule 3 of the Company (Account) Rule 2014, the relevant data pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo pursuant are given in Annexure-I to this Report.

34. ACKNOWLEDGMENTS

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous cooperation and assistance.

Date: 13th August, 2016
Place: Ahmedabad

For, Santaram Spinners Limited

Kalyan J Shah
Chairman & Managing Director
DIN: 00397398

ANNEXURE – I

Information as per Section 134 (3) (m) of The Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 and forming part of the Director's Report for the year ended on 31st March, 2016.

(A) CONSERVATION OF ENERGY:

a) Necessary precautions have been taken while designing process and equipment to ensure conservation of energy through the use of fuel efficient devices and advanced instrumentation systems.
b) No additional investment was made during the year for reduction in consumption of energy.
c) The measures taken have helped to conserve the energy and in turn, cost.
d) Total energy consumption and energy consumption per unit of production.

FORM 'A'
Form for Disclosure of particulars with respect to Conservation of energy.

I. Power and fuel consumption:

Sr. No.	Particulars	2015 - 16	2014 - 15
1 (a)	**Electricity Purchased:**		
	Units	89145	255462
	Total Amount (Rs.)	314682	901781.00
1 (b)	**Electricity Own Generation:**		
(i)	Through Wind Turbine Generator units (MWH)	1338672	1367034
	Diesel Consumption (liter)	N.A.	N.A.
	Units per Ur. Of Diesel Oil	N.A.	N.A.
	Cost/Unit (Diesel Cost)	N.A.	N.A.
(ii)	Through Steam turbine Generator	N.A.	N.A.
2	**Coal**	N.A.	N.A.
3	**Furnace Oil**	N.A.	N.A.

II. Consumption per unit of production: Since the Company is engaged in manufacturing of Cotton manufacturing of cotton seeds, cake, and raw oil of company's factory premises and at other place, it is not practical to give consumption per unit of production.

(B) TECHNOLOGY ABSORPTION:

Research and Development: During the year under review company has not spent any amount for Research and Development; hence details under Form 'B' are not applicable.

Technology absorption adoption and innovation: The Company has taken necessary steps to improve technology for manufacturing coarse count yarn. The company has achieved progress in manufacturing the yarn at plant level.

(C) Foreign EXCHANGE EARNING AND OUTGO:

Particulars with regards to Foreign Exchange Earning and Outgo are set out in note 30(B) to the accounts.

Date: 13th August, 2016
Place: Ahmedabad

For, Santaram Spinners Limited

Kalyan J Shah
Chairman & Managing Director
DIN: 00397398

ANNEXURE-II

FORM MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L17110GJ1983PLC006462
2	Registration Date	17th September, 1983
3	Name of the Company	SANTARAM SPINNERS LIMITED
4	Category/Sub-category of the Company	Company Limited by Shares
		Indian Non-Government Company
5	Address of the Registered office & contact details	259, 3rd Floor, New Clothe Market, Outside Raipur gate, Ahmedabad – 380002 Tel No: 079 - 22167040 Email ID - santaramltd@gmail.com
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Link Intime India Pvt Ltd , 303, Shoppers Plaza-V, Opp. Municipal Market, Off. C.G. Road, Navrangpura, Ahmedabad - 380009 Tel. No. : 079 - 2646 5179 Email : ahmedabad@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Cotton ginning and related agro by products	01632	100 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	**THE COMPANY DOES NOT HAVE ANY HOLDING, SUBSIDIARY OR ASSOCIATE COMPANIES.**				

IV. SHARE HOLDING PATTERN (Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	**No. of Shares held at the beginning of the year [As on 01-April-2015]**				**No. of Shares held at the end of the year [As on 31-March-2016]**				**% Change during the year**
	Demat	**Physical**	**Total**	**% of total Shares**	**Demat**	**Physical**	**Total**	**% of total Shares**	
A. Promoters									
(1) **Indian**									
a) Individual/ HUF	2599304	0	2599304	42.10	2773604	0	2773604	44.92	2.82
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.	174300	0	174300	2.82	0	0	0	0.00	-2.82
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A) (1)	**2773604**	**0**	**2773604**	**44.92**	**2773604**	**0**	**2773604**	**44.92**	**0.00**

(2) **Foreign**									
a) NRI 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) 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 (A)	**2773604**	**0**	**2773604**	**44.92**	**2773604**	**0**	**2773604**	**44.92**	**0.00**
B. Public shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	18040	12200	30240	0.49	15961	12200	28161	0.46	-0.03
ii)overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals	0	0	0	0.00	0	0	0	0.00	0.00
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	654912	822009	1476921	23.92	645818	808109	1453927	23.55	-0.37
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	952427	735050	1687477	27.33	974410	735050	1709460	27.69	0.36
c) Others (specify)									
Non Resident Indians	170330	23500	193830	3.14	170330	23000	193330	3.13	-0.01
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Members	11928	0	11928	0.19	3012	0	3012	0.05	-0.14
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
HUF	0	400	400	0.001	12506	400	12906	0.21	0.20
Foreign Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2):-	**1807637**	**1593159**	**3400796**	**55.08**	**1822037**	**1578759**	**3400796**	**55.08**	**0.00**
Total Public (B)	**1807637**	**1593159**	**3400796**	**55.08**	**1822037**	**1578759**	**3400796**	**55.08**	**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)	**4581241**	**1593159**	**6174400**	**100.00**	**4595641**	**1578759**	**6174400**	**100.00**	0.00

(ii) Shareholding Of Promoter & Promoter Group

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Kalyan Jayantilal Shah	767400	12.43	0.00	1647350	26.68	0.00	14.25
2	Shah Kalyan Jayantilal(HUF)	255250	4.13	0.00	255250	4.13	0.00	0.00
3	Ashokbhai Jayantilal Shah	483500	7.83	0.00	0	0.00	0.00	-7.83
4	Ashokbhai Jayantilal Shah	50000	0.81	0.00	0	0.00	0.00	-0.81
5	Dharini Kalyan Shah	180150	2.92	0.00	180150	2.92	0.00	0.00
6	Apurva Kalyanbhai Shah	420304	6.81	0.00	420304	6.81	0.00	0.00
7	Nirav Kalyanbhai Shah	160850	2.61	0.00	160850	2.61	0.00	0.00
8	Nandita Ashokbhai Shah	172150	2.79	0.00	0	0.00	0.00	-2.79
9	Pradipbhai Rasiklal Shah	90700	1.47	0.00	90700	1.14	0.00	0.00
10	Pankaj R Shah	10000	0.16	0.00	10000	0.16	0.00	0.00
11	Sujay P Shah	9000	0.15	0.00	9000	0.15	0.00	0.00
12	Jayatma Comptex Pvt Ltd	109300	1.77	0.00	0	0.00	0.00	-1.77
13	Niyati (Tex) Pvt Ltd	57500	0.93	0.00	0	0.00	0.00	-0.93
14	Dharmanath Textile Pvt Ltd	7500	0.12	0.00	0	0.00	0.00	-0.12

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

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	**KALYAN JAYANTILAL SHAH**						
	At the beginning of the	01.04.2015	-	767400	12.43	767400	12.43
	Changes during the year	29.05.2015	Inter-se-transfer under Family Arrangement	879950	14.25	1647350	26.68
	At the end of the year	31.03.2016	-	1647350	26.68	1647350	26.68
2	**SHAH KALYAN JAYANTILAL (HUF)**						
	At the beginning of the	01.04.2015	-	255250	4.13	255250	4.13
	Changes during the year	-	-	0	0.00	0	0.00
	At the end of the year	31.03.2016	-	255250	4.13	255250	4.13
3	**ASHOKBHAI JAYANTILAL SHAH**						
	At the beginning of the	01.04.2015	-	483500	7.83	483500	7.83
	Changes during the year	29.05.2015	Inter-se-transfer under Family Arrangement	483500	7.83	0	0.00
	At the end of the year	31.03.2016	-	0	0.00	0	0.00

4	**ASHOKBHAI JAYANTILAL SHAH**						
	At the beginning of the	01.04.2015	-	50000	0.81	50000	0.81
	Changes during the year	29.05.2015	Inter-se-transfer under Family Arrangement	50000	0.81	0	0.00
	At the end of the year	31.03.2016	-	0	0.00	0	0.00
5	**DHARINI KALYAN SHAH**						
	At the beginning of the	01.04.2015	-	180150	2.92	180150	2.92
	Changes during the year	-		0	0.00	0	0.00
	At the end of the year	31.03.2016	-	180150	2.92	180150	2.92
6	**APURVA KALYANBHAI SHAH**						
	At the beginning of the	01.04.2015	-	420304	6.81	420304	6.81
	Changes during the year	-		0	0.00	0	0.00
	At the end of the year	31.03.2016	-	420304	6.81	420304	6.81
7	**NIRAV KALYANBHAI SHAH**						
	At the beginning of the	01.04.2015	-	160850	2.61	160850	2.61
	Changes during the year	-		0	0.00	0	0.00
	At the end of the year	31.03.2016	-	160850	2.61	160850	2.61
8	**NANDITA ASHOKBHAI SHAH**						
	At the beginning of the	01.04.2015	-	172150	2.79	172150	2.79
	Changes during the year	29.05.2015	Inter-se-transfer under Family Arrangement	172150	2.79	0	0.00
	At the end of the year	31.03.2016	-	0	0.00	0	0.00
9	**PRADIPBHAI RASIKLAL SHAH**						
	At the beginning of the	01.04.2015	-	90700	1.47	90700	1.47
	Changes during the year	-	-	0	0.00	0	0.00
	At the end of the year	31.03.2016	-	90700	1.47	90700	1.47
10	**PANKAJ R SHAH**						
	At the beginning of the	01.04.2015	-	10000	0.16	10000	0.16
	Changes during the year	-	-	0	0.00	0	0.00
	At the end of the year	31.03.2016	-	10000	0.16	10000	0.16
11	**SUJAY P SHAH**						
	At the beginning of the	01.04.2015	-	9000	0.15	9000	0.15
	Changes during the year	-		0	0.00	0	0.00
	At the end of the year	31.03.2016	-	9000	0.15	9000	0.15
12	**JAYATMA COMPTEX PVT LTD**						
	At the beginning of the	01.04.2015	-	1093000	1.77	1093000	1.77
	Changes during the year	29.05.2015	Inter-se-transfer under Family Arrangement	109300	1.77	0	0.00
	At the end of the year	31.03.2016		0	0.00	0	0.00
13	**NIYATI (TEX) PVT LTD**						
	At the beginning of the	01.04.2015	-	57500	0.93	57500	0.93
	Changes during the year	29.05.2015	Inter-se-transfer under Family Arrangement	57500	0.93	0	0.00
	At the end of the year	31.03.2016	-	0	0.00	0	0.00
14	**DHARMANATH TEXTILE PVT LTD**						
	At the beginning of the	01.04.2015	-	7500	0.12	7500	0.12
	Changes during the year	29.05.2015	Inter-se-transfer under Family Arrangement	7500	0.12	0	0.00
	At the end of the year	31.03.2016	-	0	0.00	0	0.00

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

For each of the Top 10 shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
	No. of shares	% of total shares	No. of shares	% of total shares
Shailesh M Thakkar	686000	11.11	686000	11.11
Amin Kanubhai C	167288	2.71	167288	2.71
Anuja A Shah	155750	2.52	155750	2.52
Jayendra R Shah	135500	2.19	135500	2.19
Niyati A Shah	119200	1.93	119200	1.93
Jagat S Shah	96400	1.56	96400	1.56
Raghuvir A Makhija	87467	1.42	100695	1.63
Dinesh R Gupta	45400	0.74	45400	0.74
Nandlal J Agarwal	45400	0.74	45400	0.74
Rakesh Prajapati	39321	0.64	45400	0.74

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	For each of the Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Kalyan J Shah	767400	12.43	1647350	26.68
2	Nirav K Shah	160850	2.61	160850	2.61
3	Fenil R Shah	0	0.00	0	0.00
4	Janak G Nanavaty	0	0.00	0	0.00
5	Paresh R Shah	0	0.00	0	0.00
6	Falguni G Broker	0	0.00	0	0.00

V. INDEBTEDNESS (Indebtedness of the Company including interest outstanding/accrued but not due for payment.)

(Amt. in Rs.)

Particulars	*Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	241668879.00			241668879.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	241668879.00			241668879.00
Change in Indebtedness during the financial year				
* Addition	-			-
* Reduction	5148440.00			5148440.00
Net Change	5148440.00			5148440.00
Indebtedness at the end of the financial year				
i) Principal Amount	236520439.00			236520439.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	236520439.00			236520439.00

* Secured Loans includes Term Loan and Working Capital Finance.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD - NIL

B. REMUNERATION TO OTHER DIRECTORS						
Sr. No	**Particulars of Remuneration**	**PARESH R SHAH**	**JANAK G NANAVATY**	**FENIL R SHAH**	**FALGUNI G BROKER**	**Total Amt (Rs.)**
1	Independent Directors					
	Fee for attending board committee meetings	7750.00	7500.00	8500.00	4750.00	28500.00
	Commission	-	-	-		-
	Others, please specify	-	-	-		-
	Total (1)	7750.00	7500.00	8500.00	4750.00	28500.00
2	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	7750.00	7500.00	8500.00	4750.00	28500.00
	Total Remuneration					**28500.00**
	Overall Ceiling as per the Act					4200000.00

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

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

Date: 13th August, 2016
Place: Ahmedabad

For, Santaram Spinners Limited

Kalyan J Shah
Chairman & Managing Director
DIN: 00397398

ANNEXURE – III

NON APPLICABILITY OF REGULATION 27(2) OF SEBI (LODR) REGULATIONS, 2015 REGARDING CORPORATE GOVERNANCE REPORT

This is to certify that in order to comply with Regulation 27(2) SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, read with, Regulation 15 of Chapter IV SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the Paid up capital of the Company Santaram Spinners Limited is not exceeding Rs. 10 crore i.e. Rs 6,17,44,000 crore (Rupees six crore seventeen lakhs forty four thousand) AND the Net worth is less than Rs. 25 Crore i.e. Rs. 10.57 crore (Rupees ten crore fifty seven lakhs) as on the last day of the previous financial year i.e. 31st March, 2016. Therefore it is not required to submit Corporate Governance Report.

Date: 13th August, 2016
Place: Ahmedabad

For, Santaram Spinners Limited

Kalyan J Shah
Chairman & Managing Director
DIN: 00397398

ANNEXURE – IV

FORM NO. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016
[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,
Santaram Spinners Limited.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Santaram Spinners Limited** (hereinafter called the Company) (CIN: L17110GJ1983PLC006462) having its registered office at **259 3rd Floor, New Cloth Market, Outside Raipur Gate, Ahmedabad - 380006.** Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Santaram Spinners Limited** (the Company) for the financial year ended on 31st March, 2016 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;

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;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(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; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.

(iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

A) The Company has maintained a Register of Directors' Attendance as prescribed in the Secretarial Standards.

B) The Directors have signed against their respective names after the meeting has been held.

C) The Company had not received any proxy forms for the Annual General Meeting for the financial year ended 31st March, 2015.

D) The Company has complied with requirements of at least one-third of the total number of directors as independent directors as stated in Clause-49 of Listing Agreement from 1st April, 2015 to 30th November, 2015 and as stated in Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from 1st December, 2015 to 31st March, 2016.

E) The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited from 1st April, 2015 to 30th November, 2015 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from 1st December, 2015 to 31st March, 2016.

F) The Company has obtained all necessary approvals under the various provisions of the Act;

G) There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

The following mentioned observations are made:

A) The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities;

B) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct and ethics for Directors and Management Personnel;

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

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

i. Public/Right/Preferential issue of shares / debentures/sweat equity etc.

ii. Redemption / buy-back of securities

iii. Merger / amalgamation / reconstruction etc.

iv. Foreign technical collaborations.

The members of the Company have passed the following Special Resolutions in the Annual General Meeting of the Company held on 28/09/2015 for:

(j) To authorise the Board of Directors of the Company under Section 180 (1) (c) of the Companies Act, 2013, to borrow an amount together with the money already borrowed shall not, at any time exceed not exceeding the sum of Rs. 50 crores (Rupees Fifty Crores only).

(k) To authorise the Board of Directors of the Company under Section 180 (1) (a) of the Companies Act, 2013 to create mortgage / charge / hypothecate on the whole or substantially the whole of the Company's undertakings or any part thereof, including the present and future properties, for securing borrowings for an amount not exceeding Rs. 50 Crores (Rupees Fifty Crores only).

Place: Ahmedabad
Date: 13th August, 2016

For, Patel & Associates,
Company Secretaries

Chintan K Patel
Partner
Mem. No: A31987, COP: 11959

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Your Director's have pleasure in presenting the Management Discussion and Analysis Report for the year ended on 31st March, 2016.

BUSINESS ENVIRONMENT - GLOBAL ECONOMIC SCENARIO

The global economic growth was weighed down by several factors, viz. persistent macro-economic uncertainties and volatility; low commodity prices and declining trade flows; rising volatility in exchange rates and capital flows; stagnant investment and diminishing productivity growth. Against this backdrop, India cemented its position as one of the bright spots in the global economy, overtaking China as the fastest growing major economy in the world. India's Gross Domestic Product (GDP) at market prices grew at 7.6% in 2015-16 as compared to growth of 7.2% in 2014-15. Consumer and investor confidence have improved on the back of wide ranging policy reforms that are being implemented by the Government of India. A Make in India campaign covering 25 sectors, including the textile and garment industry, has been unveiled by the Hone' able Prime Minister in the presence of the corporate world of India and abroad.

INDUSTRY STRUCTURE AND DEVELOPMENTS:

Indian Textile Industry has an overwhelming presence in the economic life of the country. Apart from providing one of the basic necessities of life, the Textile industries also play a pivotal role through its contribution to industrial output, employment generation and export earnings of the country.

The scenario of the textile industry is changing from time to time as change in the Indian Economy level. However, at present small scale cotton growers are not often able to protect themselves against the fluctuations in the market prices. In addition, with a lower degree of investment in cotton growing infrastructure in these countries, growers face lower switching costs. Thus, your Company is in the process of changing its activities to give boost to its cotton ginning & export activity.

It is expected that the economy should grow in the coming years and the demand for and prices of textile products should improve which will enable the Company to regain steady or better performance.

ORGANISATION PROFILE:

Santaram Spinners Limited is single focused textile company managing in a responsible way by the team having more than 30 years of experience in the field of textile industries. Santaram Spinners Limited (SSL) is the flagship company in the business of cotton ginning and agro by products along with yarn and other possible avenues in the textile value chain, Set up in 1988, SSL is engaged in the entire garment of the cotton textiles & cotton ginning. SSL has established market for its products with a marketing network spread across the country. The Company has its Business covering the major state of the country i.e. Punjab, Haryana, Delhi, Rajasthan, Madhya Pradesh, Maharashtra as well as Gujarat. Santaram Spinners Limited is certified under ISO 9001:2008.

CONTRIBUTION TOWARD GREEN ENERGY DEVELOPMENT:

Santaram Spinners Limited is having a Wind Turbine Generator (wind Mill) at Dist- Jamnagar, Gujarat, India with aggregate installed capacity of 0.8 MW. During the Financial Year 2015-16 units generated through this WTG is 14.39 lakhs units (14.70 lakhs units in previous year). Out of the said power generation, 0.92 Lakhs unit were Used /utilized for captive consumption at the company's Unit at Rajpur, Ta- Kadi, Dist- Mehsana . The excess generation of the power Units was sold out to the UGVCL as per the agreement with the UGVCL.

OPPORTUNITIES AND THREATS:

The country's domestic market offers much potential for growth and numerous business opportunities as demand for textile products is expected to keep step with increased purchasing power auguring well for the Industry. Further the other opportunities like Large, Potential Domestic and International Market, Investment and Foreign Direct Investment opportunities, shifting of customer towards Branded Readymade Garments, increase in the Purchasing Power of Indian Customer, increase in local demand and consumption for cotton because of increase in investments in spinning sector in Gujarat due to the Textile Policy etc. assist greater help for the growth of the company as well as industry.

Due to rising labour and production costs, China is losing its place as low cost production center of the world. The prospects for increase in demand for Indian products are high not only from China but from other countries as well. There is also improvement in demand for textile products in domestic market which is expected to grow. Further the other threats like Competition from other developing countries, threat for Traditional Market for Power loom and Handloom Products, Geographical Disadvantages, International labor and Environmental Law etc. may pose a threat to progress of textile industry

EXPANSION & FUTURE PROPOSAL:

The Company wants to manufacture at reduce production cost to compete in sluggish market and stabilize its position, for that the company had already setup the Wind Energy based power project in the year 2013 having total capacity of 0.80 MW at Revenue survey no. 64, Jamnagar under the provision of the Wind Power Generation Policy 2007 with the approval of Gujarat Energy Development Agency (GEDA). The Company wants to increase the capacity of the plant so that it will become scope of other income for the company by selling the excess unit to the UGVCL.

RISKS AND CONCERNS:

Like any other industry, the textile industry is also exposed to risk of competition, government policies, fluctuation of commodity price, natural factor etc. As the Company is exporting raw materials/ finished product, the Company has risk on account of Exchange Rate fluctuations. The Company has taken necessary measures to safeguard its assets/interests etc.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The financial performance of the Company for the year 2015-16 is described in the Directors' Report under the head Financial Result.

INTERNAL CONTROL SYSTEM:

Internal Controls are continuously evaluated by the Auditor & Management. Findings from audits are reviewed by the Management and by the Audit Committee and corrective actions and controls have been put in place wherever necessary. Scope of work of Auditors covers review of controls on accounting, statutory and other compliances and operational areas in addition to reviews relating to efficiency and economy in operations.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS FRONT:

The core of our corporate philosophy is centered on our employees. We consider people as our biggest assets and believe that the strength of an organisation is its employees as a dedicated, enlightened and contented work force is the life line for any business to achieve its goals. The focus of the Company is that rewards and recognition should commensurate with performance and employees should have opportunity to develop and grow for future responsibilities in terms of professional skills as well as business skills. The Company has continued to give special attention to Human Resources/Industrial Relations development.

CAUTIONARY STATEMENT:

Statements in this Management Discussions and Analysis Report describing the Company objectives, projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable security laws or regulations. These statements are based on reasonable assumptions and expectations of future events. Actual results could however, differ materially from those expressed or implied. Factors that could make a difference to the Company's operations include market price both domestic and overseas availability and cost of raw materials, change in Government regulations and tax structure, economic conditions affecting demand / supplies and other factors over which the Company does not have any control. The Company takes no responsibility for any consequence of decisions made based on such statements and holds no obligation to update these in future.

Date: 13th August, 2016
Place: Ahmedabad

For, Santaram Spinners Limited

Kalyan J Shah
Chairman & Managing Director
DIN: 00397398

INDEPENDENT AUDITORS' REPORT

To,
The Members,
Santaram Spinners Limited

1. We have audited the financial statements of **Santaram Spinners Limited ("the Company")** which comprise the Balance Sheet as at 31st March, 2016 and Profit and Loss Account and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information on that date annexed thereto.

2. 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 also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent ; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of accounting records, relevant to the preparation and presentation of the financial statements that give true and fair view and are free from material misstatement, whether due to fraud or error.

3. 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, 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.

4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessment, the auditor considers internal financial 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 adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Director, as well as evaluating the overall presentation of the financial statements.

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

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

   (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2016 ; and

   (b) in the case of the Profit and Loss Account, of the profit for the year ended on that date ; and

   (c) In the case of Cash Flow statement, of the cash flows for the year ended on that date.

7. 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 Companies Act, 2013 we hereby provide the details as required in the paragraph 3 and 4 of the said Order in Annexure-A to Independent Auditor's Report.

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

(a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit ;

(b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;

(c) The Balance Sheet, Statement of Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;

(d) In our opinion, the aforesaid financial statements comply with applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) On the basis of written representation received from the directors, as on 31st March 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2016, from being appointed as a director in terms of sub-section (2) of section 164 of the Act;

(f) With respect to the adequacy of Internal Financial Controls over Financial Reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B to Independents Auditor's Report.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us ;

(a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note 30(A) to the financial statements.

(b) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long term contracts including derivative contracts.

(c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For and on Behalf of
Jayesh M. Shah & Co.
Chartered Accountants
F.R.N. 104173W

Jayesh M. Shah
Proprietor
Mem. No. : 30638

Place : Ahmedabad
Date : 30th May, 2016

ANNEXURE A TO THE AUDITORS' REPORT

(Referred to in paragraph 7 of the Auditors' Report of even date to the members of Santaram Spinners Limited on the financial statements for the year ended 31st March, 2016.)

1. (a) The Company has maintained records showing full particulars including quantitative details and situation of its fixed assets.

   (b) As explained to us, a substantial portion of the fixed assets have been physically verified by the management during the year and no material discrepancies have been noticed on such verification.

   (c) As explained to us, the title deeds of immovable properties are held in the name of the Company.

2. (a) As per information and explanation given to us, inventory of raw materials/finished goods/traded goods/ spares and consumables has been physically verified by the management at regular intervals. In our opinion the frequency of verification is reasonable.

   (b) On the basis of our examination of the inventory records produced before us and in our opinion the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in books of accounts.

3. (a) The company has not granted loans secured or unsecured to firms, Companies or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence, paragraph 3(b) and 3(c) of the Order is not applicable.

4. As explained to us, there is no transaction of loans, investments, guarantees and security prescribed in the provision of Section 185 and 186 of the Companies Act,2013 during the year under audit. Consequently, requirement of clause (iv) of paragraph of the Order is not applicable.

5. In our opinion and according to the information and explanations given to us, the Company has not accepted Deposits during the year and consequently directives issued by Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provision of the Companies Act and rules framed there under are not applicable to the Company.

6. We are informed that maintenance of cost records as prescribed by the Central Government of India under subsection (1) of Section 148 of the Companies Act, 2013 in respect of the Company products are not applicable. Hence, the provisions of Clause (vi) of paragraph 3 of the Order are not applicable to the Company.

7 (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues to the extent applicable with the appropriate authorities in India. However, in case of delays in few instances the same has been deposited along with interest due thereon.

   (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income tax, sales tax as on 31st March,2016 which have not been deposited on account of dispute are as under:

Name of the Statue	Nature of Dues	Amount (₹ In Lacs)	Period to which the amount relates	Forum where the dispute is pending
Central Sales Tax Act and Local Sales Tax Act	Sales Tax Including Interest and Penalty, as applicable	956900/-	A.Y. 2007-08	Sales Tax Tribunal (Vat)
		914477/-	A.Y. 2007-08	Sales Tax Tribunal (Vat)
		9794377/-	A.Y. 2011-12	Sales Tax Tribunal (Vat)
		715864/-	A.Y. 2012-13	Sales Tax Tribunal (Vat)

8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institution/bank/debenture holders during the year under audit. Hence, the provisions of Clause (viii) of paragraph 3 of the Order are not applicable to the Company.

9. According to the information and explanation given to us, the Company has not raised money by way of initial public offer or further public offer (including debt instruments) or term loans during the year under audit. Hence, the provisions of Clause (ix) of paragraph 3 of the Order are not applicable to the Company.
10. According to information and explanation given to us and the records of the Company examined by us, neither fraud on or by the Company has been noticed or reported during the year.
11. According to information and explanation given to us and the records of the Company examined by us, the Company has not paid or provided managerial remuneration in the books of account. Hence, the provisions of Clause (xi) of paragraph 3 of the Order are not applicable to the Company.
12. According to the information and explanation given to us, the Company is not a Nidhi Company. Hence, the provisions of Clause (xii) of paragraph 3 of the Order are not applicable to the Company.
13. According to information and explanation given to us, transaction with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and details have been disclosed in the Financial Statements. As required by the applicable accounting standards.
14. According to information and explanation given to us and the records of the Company examined by us, the Company has not made any prefential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Consequently clause (xiv) of paragraph 3 of the Order is not applicable to the Company.
15. According to information and explanation given to us and the records of the Company examined by us, the Company has not entered into any non-cash transaction with directors or persons connected with him. Consequently requirement of clause (xv) of paragraph 3 of the Order is not applicable to the Company.
16. According to information and explanation given to us and the records of the Company examined by us, the Company is not undertaking any activity which requires registration under Section 45-IA of the Reserve Bank of India Act, 1934. Consequently requirement of clause (xvi) of paragraph 3 of the Order is not applicable to the Company.

For and on Behalf of
Jayesh M. Shah & Co.
Chartered Accountants
F.R.N. 104173W

Jayesh M. Shah
Proprietor
Mem. No. : 30638

Place : Ahmedabad
Date : 30th May, 2016

ANNEXURE-B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to clause (f) of Paragraph 8 of the Auditor's Report of even date to the members of Santaram Spinners Limited on the financial statements for the year ended 31st March, 2016.)

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

We have audited the internal financial controls over financial reporting of **Santaram Spinners Limited** ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on Behalf of
Jayesh M. Shah & Co.
Chartered Accountants
F.R.N. 104173W

Jayesh M. Shah
Proprietor
Mem. No. : 30638

Place : Ahmedabad
Date : 30th May, 2016

BALANCE SHEET as at 31st March, 2016

(₹)

Particulars	Note No	As at 31st March,2016	As at 31st March,2015
EQUITY AND LIABILITIES			
1. Shareholder's Funds			
(a) Share Capital	3	61530000	61530000
(b) Reserves and Surplus	4	44202278	41711176
		105732278	103241176
2. Share application money pending allotment			
3. Non-Current Liabilities			
(a) Long-term borrowings	5	0	3077962
(b) Deferred Tax Liabilties (Net)	6	6021270	6626105
(c) Other Long-term Liabilities	7	44092981	53180945
(d) Long-term Provisions		0	0
		50114251	62885012
4. Current Liabilities			
(a) Short Term Borrowings	8	236520439	238590917
(b) Trade payables	9	4905611	73991906
(c) Other current liabilities	10	28412800	20153421
(d) Short-term provisions	11	584389	1146031
		270423239	333882275
Total		**426269768**	**500008463**
ASSETS			
1. Non-current assets			
(a) Fixed assets			
(i) Tangible assets	12	59720093	64279739
(ii) Intangible assets	12	6449	16469
	12	59726542	64296208
(b) Non-current investments	13	909275	909275
(c) Deferred Tax Assets (net)		0	0
(d) Long term loans and advances	14	31777968	5159981
(e) Other Non-Current Assets	15	28061493	29656161
		120475278	100021625
2. Current assets			
(a) Current Investments	16	999900	1499900
(b) Inventories	17	102875572	77729544
(c) Trade receivables	18	173621751	307130410
(d) Cash and cash equivalents	19	3949820	7545529
(e) Short-term loans and advances	20	6189123	3712851
(f) Other Current Assets	21	18158324	2368604
		305794490	399986838
Total		**426269768**	**500008463**
Significant Accounting Policies	2		

Notes 1 to 30 are an integral part of the Financial Statements.

As per our report of even date attached
For Jayesh M Shah & Co
Chartered Accountants
Firm Reg.: 104173W

Jayesh M. Shah
Proprietor
M. No.: 30638

Place : Ahmedabad
Date : 30-05-2016

For Santaram Spinners Ltd

Kalyan J. Shah
Chairman & Managing Director
DIN: 00397398

Fenil R. Shah
Director
DIN: 01558417

Place : Ahmedabad
Date : 30-05-2016

STATEMENT OF PROFIT AND LOSS for the year ended on 31st March 2016

(₹)

Particulars	Note No	Year Ended on 31st March, 2016	Year Ended on 31st March, 2015
Revenue from operations	22	1692228365	1739299542
Other Income	23	3404884	562904
Total Revenue		**1695633249**	**1739862446**
Expenses:			
Cost of Materials Purchased	24	471356503	616942785
Purchases of Stock-in-Trade	25	1149902578	1034340394
Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	26	1249208	-11363991
Employee benefit expense	27	2341769	1999844
Other Operating & Administrative expenses	28	39688689	66229001
Financial costs	29	25296347	24989475
Depreciation and amortization expense	12	3466888	3604470
Total Expenses		**1693301982**	**1736741978**
Profit before exceptional and extraordinary items and tax		2331267	3120468
Exceptional Items		0	0
Profit before extraordinary items and tax		2331267	3120468
Extraordinary Items		0	0
Profit before tax		2331267	3120468
Tax expense:			
- Current tax		445000	580000
- Earlier Years tax		0	295263
- Deferred tax Assets/Liabilities		-604835	154069
Profit/(Loss) for the period		**2491102**	**2091136**
Earning per equity share:			
(1) Basic		0.40	0.34
(2) Diluted		0.40	0.34

Notes 1 to 30 are an integral part of the Financial Statements.

As per our report of even date attached
For Jayesh M Shah & Co
Chartered Accountants
Firm Reg.: 104173W

Jayesh M. Shah
Proprietor
M. No.: 30638

Place : Ahmedabad
Date : 30-05-2016

For Santaram Spinners Ltd

Kalyan J. Shah
Chairman & Managing Director
DIN: 00397398

Fenil R. Shah
Director
DIN: 01558417

Place : Ahmedabad
Date : 30-05-2016

CASH FLOW STATEMENT for the period ended on 31st March, 2016

(₹)

PARTICULARS	2015-16		2014-15	
CASH FLOWS FROM OPERATING ACTIVITIES :				
Net Profit before tax as per Profit & Loss Account		2331267		3120468
Adjustment for :				
Dividend Income	-6045		-6045	
Interest Income	-101008		-228640	
Depreciation	3466888		3604470	
Profit on Sale of Assets	-153049		-136953	
Loss on Sale of Assets	365596			
Profit on Sale of Investments	-116835		-102300	
Interest paid	24019291	27474838	24634229	27764761
Operating Profit before Working Capital Changes		29806105		30885229
Change in Working Capital				
Adjustment for				
(Increase)/Decrease in operating assets				
Inventories	-25146028		6948919	
Trade Receivables	135103327		-128808447	
Loans & Advances & Others	-46766928		28463955	
Increase/(Decrease) in operating liabilities				
Trade Payables	-77971242		46878106	
Other Liabilites	6469720	-8311151	-94499578	-141017045
CASH FLOW FROM OPERATION		21494954		-110131816
Income Tax paid (Net off Refund)	2462951		0	
NET CASH GENERATED BY OPERATING ACTIVITIES		23957905		-110131816
CASH FROM INVESTING ACTIVITIES :				
Purchase of Fixed Assets	-1102549		-1023679	
Sale of Fixed Assets	1992778		4364617	
Purchase of Investment	0		-999900	
Sale of Investments	616835		1102300	
Dividend Income	6045		6045	
Interest Income	101008	1614117	228640	3678023
CASH FLOW FROM FINANCING ACTIVITIES :				
Interest paid	-24019291		-24634229	
Proceeds from Secured Loans	-5148440		118971914	
Proceeds from Unsecured Loans	0	-29167731	-305700	94031985
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS		-3595709		-12421808
CASH & CASH EQUIVALENTS AT THE BEGIN. OF THE YEAR		7545529		19967337
CASH & CASH EQUIVALENTS AT THE CLOSE OF THE YEAR		3949820		7545529

Notes 1 to 30 are an integral part of the Financial Statements.

As per our report of even date attached
For Jayesh M Shah & Co
Chartered Accountants
Firm Reg.: 104173W

Jayesh M. Shah
Proprietor
M. No.: 30638

Place : Ahmedabad
Date : 30-05-2016

For Santaram Spinners Ltd

Kalyan J. Shah
Chairman & Managing Director
DIN: 00397398

Fenil R. Shah
Director
DIN: 01558417

Place : Ahmedabad
Date : 30-05-2016

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

Note - 1 CORPORATE INFORMATION

Santaram Spinners Limited is a public listed company incorporated as spinning unit, now diversified and in operation of agro processing products mainly in trading and manufacturing of cotton – Kapas, ginning cotton bales, raw oil and its agro by-products.

Note - 2 SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation of Financial Statements

The financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except as otherwise stated, to the extent disclosed in the notes on Accounts. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies Accounting Standards Rules, 2006, as amended and the other relevant provisions of the Companies Act, 2013.

B. Use of Estimates

The presentation of financial statements requires that the management makes estimates and assumption that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Although, these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual result and estimates are recognized in the period in which the results are known /materialized.

C. Fixed Assets and Depreciation

1. Fixed Assets are stated at cost less accumulated depreciation. All cost, including financing cost till commencement of assets put to use , effect of foreign exchange contracts and adjustment arising from exchange rate variations attributable to the fixed assets are capitalized.

2. Expenditure including finance costs related to borrowed funds for the fixed assets incurred on projects under implementation is included under "Capital Work in Progress". These expenses are transferred to fixed assets on commencement of respective projects.

3. Tangible Assets

(i) Depreciation on Fixed Assets is provided to the extent of depreciable amount on Straight Line Method based on balance useful lives of the Assets as per useful life prescribed in Schedule II to the Companies Act, 2013.

(ii) The carrying amount of the asset, as on date of Schedule II becoming effective, after retaining the residual value, shall be recognised in the opening balance of retained earnings where the remaining useful life of an asset is NIL.

D. Impairment of Assets

The Company tests for impairments at the close of the accounting period if and only if there are indications that suggest a possible reduction in the recoverable value of an asset. If the recoverable value amount of an Asset, i.e the net realizable value or the economic value in use of a cash generating unit, is lower than the carrying amount of the Assets the difference is provided for as impairment. However, if subsequently the position reverses and the recoverable amount become higher than the carrying value the provision to the extent of the then difference is reversed, but not higher than the amount provided for. There was no impairment loss on fixed assets on the basis of review carried out by the management in accordance with Accounting Standard 28 issued by The Institute of Chartered Accountant of India.

E. Investments

Investments that are intended to be held for more than a year, from the date of acquisition, are classified as Long Term Investments. Long Term Investments and Current Investments are carried at cost. Unquoted investments are stated at book value. In case of Non Current Investments, the management is of the opinion to recover its book value and hence provision for diminution in value of investment is not made to recognize a decline in the value of investment. However, the Company does recognize a decline in the value of Current investment and provision for diminution in the value of investment is being made as required.

F. Inventories

Cost of inventories have been computed to include all cost of purchase, cost of conversion and other cost incurred in bringing them to their respective present location and condition.

Raw materials and components, stores and spares are valued at cost. Cost is determined on Moving Average price basis.

G. Employee Retirement Benefits

Short Term Employees Benefits: The undiscounted amount of short term employee benefits expected to be paid in exchange for the service rendered by employees is recognized during the year when the employee render the services.

Post Employee Benefits: No provision is made for accrued liability for payment leave encashment & gratuity under the Payment of Gratuity Act, 1972 and encashment of leave as the liabilities are not ascertainable. The company will charge the same to the revenue in the year of actual payment.

H. Revenue, Turnover & Expenses Recognition

In case of sale of goods:

Revenue is recognizing when the significant risks and rewards of ownership of goods have passed to the buyer, which generally coincides with delivery.

The sales are recorded when supply of goods takes place in accordance with the terms of sale and on change of title in the goods and is net of Central Sales Tax, VAT, Sales return and rate difference.

I. Income & Expenditure

All Income and Expenses to the extent consider payable and receivable respectively, unless specifically stated to be otherwise, are accounted for on accrual basic except otherwise stated, considering the concept of materiality. Leave encashment and Gratuity Expenses are considered as payable when paid.

J. Provisions and Contingent Liabilities

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

K. Prior Period Adjustment

Transactions pertaining to prior period to current accounting year have been accounted under respective heads of account in Profit & Loss Account.

L. Foreign Currency Transactions

Initial Recognition : Transaction in foreign currencies are recorded in Indian Rupees using the forward booking rate to the extent available and for the balance amount using the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, recorded monetary balances are reported in Indian Rupees at the rates of exchange prevailing at the balance sheet date.

Exchange Difference: Exchange difference arising on the settlement of the monetary items or on the reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise in the statement of Profit & Loss.

M. Borrowing Costs

Borrowing costs directly attributable to acquisition, construction and production of qualifying assets are capitalized as a part of the cost of such asset up to the date of completion. Other borrowing costs are charged to the profit & loss account.

N. Taxes on Income

Deferred Taxation: Deferred Tax resulting from timing differences between book and tax profits is accounted for under the liability method, at the current rate of tax, to the extent that the timing difference are expected to crystallize. In case of Deferred Tax Assets and Liabilities with reasonable certainty and in case of Deferred Tax Assets represented by unabsorbed depreciation and carried forward business losses, with virtual certainty that there would be adequate future taxable income against which deferred tax assets can be realized.

Current Tax: Provision for Taxation is made on the basis of the Taxable Profits computed for the current accounting period in accordance with the Income tax Act, 1961.

O. Preliminary Expenses

Preliminary expenses have been amortized to the extent of 1/10th during the year.

P. Earnings per Share

Basic Earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of the dilutive potential equity share. Share application money pending allotments have been ignored while calculating Basic and Diluted Earnings per share.

Note : 3 **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Equity share capital with voting rights		
Authorised share capital		
7500000 Equity Shares of ₹10/- each (7500000 Equity Shares of ₹10/- each)	**75000000**	**75000000**
Issued,subscribed & fully paid up share cap.		
6174400 Equity Shares of ₹10/- each (6174400 Equity Shares of ₹10/- each)	61744000	61744000
Less:		
Calls in Arrear	214000	214000
Total	**61530000**	**61530000**

a Reconciliation of the shares outstanding at the beginning & at the end of the reporting period :

Particulars	Opening Bal.	Movement during the Period	Closing Bal.
Equity share capital with voting rights			
Year ended 31st March,2016			
- Number of shares	6174400	-	6174400
- Amount (₹)	61530000	-	61530000
Year ended 31st March,2015			
- Number of shares	6174400	-	6174400
- Amount (₹)	61530000	-	61530000

b Terms/right attached to the equity/preference shares

1) The Company has only one class of equity shares having a par value of '10 per share, each shareholder is elligible for one vote per share. The Company delcares and pays dividend in Indian Rupees. Dividend Proposed by Board of Directors is subject to approval of Shareholders in the ensuing Annual General Meeting.

2) In the event of liquidation, the Equity Sharesholders are eligible to receive the remaining Assets of the company after Distribution of all Preferential amount, in proportion to Shareholding.

3) Company has not alloted any bonus shares, Shares without consideration in cash and/or bought back any equity shares during the period of five years immediately preceeding the Balance sheet date.

c Details of shareholders holding more than 5% shares in the Company :

Equity Shares of ₹10/- each fully paid	31stMarch 2016		31stMarch 2015	
Name	Nos.	% Held	Nos.	% Held
Apurva Kalyanbhai Shah	420304	6.81	420304	6.81
Ashok Jayantilal Shah	-	-	483500	7.83
Kalyan Jayantilal Shah	1647350	26.68	767400	12.42
Shailesh Manilal Thakkar	686000	11.11	686000	11.11

Note 4 : RESERVES & SURPLUS (₹)

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Capital Reserve		
Opening Balance	3299308	3299308
Add : During the year	0	0
Closing Balance	3299308	3299308
Securities Premium		
Opening Balance	38376200	38376200
Add : During the year	0	0
Closing Balance	38376200	38376200
Investment Revaluation Reserve		
Opening Balance	0	0
Add : During the year	498182	0
Closing Balance	498182	0
Profit & Loss Account		
Opening Balance	35668	10782823
Add : Profit/(loss) for the year	2491102	2091136
Less : Investment Revaluation Reserve	498182	0
Less : Adjustment for Transitional Depreciation for the year	0	12838291
Closing Balance	2028588	35668
Total	**44202278**	**41711176**

Note 5 : LONG TERM BORROWINGS (₹)

PARTICULARS	As At 31st March,2016	As At 31st March,2015
A Term Loan		
- From Banks		
- Secured - UBI Term Loan A/c (Refer Note 8)	0	3077962
Total	**0**	**3077962**

Note 6 : DEFERRED TAX LIABILITIES (₹)

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Opening Balance	6626105	6472036
Add : During the year due to depreciation & others	-604835	154069
Closing Balance	**6021270**	**6626105**

Note 7 : OTHER LONG TERM LIABILITIES (₹)

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Trade Payables for period exceeding 12 months (Refer Point H of Note 29)	44092981	52977928
Advances from Customers	0	203017
Total	**44092981**	**53180945**

Note 8 : SHORT TERM BORROWINGS **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Secured Loan		
- Working Capital Credit Facilties		
- From Bank	235101636	238590917
- UBI Term Loan A/c	1418803	0
Total	**236520439**	**238590917**

Loan from Union Bank of India secured by :

1 Tem loan/Cash Credit is secured by Hypothecation/pledge/charge over following prime security :

Packing Credit : Hypo. Of RM/WIP/FG & consumables meant for export

FDBP : Export Bills covering export of goods under confirmed contract/LC

CC Hypo. : Hypo of entire paid stocks & Book Debts. However, stock/book debts older than 90 days shall not rank for DP

Term Loan : Hypo of P & M

- Repayable in 72 Equal monthly installments starting from May 2012 and interest to be recovered seperately as and when charged.

2 Collateral Security :

EM over the following assets:

Factory Land & Building situated at Rajpur. Tal: Kadi, Dist. Mehsana in the name of Company

Further, all the credit facilities are personally guaranteed by Kalyan J Shah, Managing Director of the Company.

Note 9 : TRADE PAYABLES **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Trade Payables (Refer Point H of Note 29)	4905611	73991906
Total	**4905611**	**73991906**

Note 10 : OTHER CURRENT LIABILITIES **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Advances from customers	27217178	19720356
Statutory Dues	1195622	433065
Total	**28412800**	**20153421**

Note 11 : SHORT TERM PROVISIONS **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Provision for Current Tax	445000	580000
Provision for Expenses	139389	566031
Total	**584389**	**1146031**

NOTE 12 : FIXED ASSETS **(₹)**

		GROSS BLOCK				DEPRECIATION BLOCK					NET BLOCK	
Sr No.	ASSETS	Balance as on 1-Apr-15	Addition During the Year	Deduction during the year	Balance as on 31-Mar-16	As on 1-Apr-15	Depri. Provided During	Adjustment During Year	Deduction During Year	Balance As on 31-Mar-16	Bal. As on 31-Mar-16	Bal. As on 31-Mar-15
A	**TANGIBLE ASSETS**											
1	LAND	1871954	0	0	**1871954**	0	0	0	0	**0**	**1871954**	1871954
2	BUILDING	18318434	0	0	**18318434**	7421494	484524	0	0	**7906018**	**10412416**	10896941
3	PLANT & MACHINERY	49892201	0	2194213	**47697988**	3168894	2263191	0	466062	**4966023**	**42731965**	46723307
4	ELECTRIC INSTALLATION	413036	0	0	**413036**	94363	43237	0	0	**137600**	**275436**	318673
5	COMPUTER	217910	0	0	**217910**	166751	30510	0	0	**197261**	**20649**	51159
6	VEHICLES	6328944	1046224	1342559	**6032609**	3307371	340522	0	865385	**2782508**	**3250101**	3021573
7	OFFICE EQUIPMENT	897432	56325	0	**953757**	616596	108284	0	0	**724880**	**228877**	280836
8	FURNITURE & FIXTURES	2990153	0	0	**2990153**	1874857	186600	0	0	**2061457**	**928696**	1115297
B	**INTANGIBLE ASSETS**											
1	SOFTWARE	28500	0	0	**28500**	12031	10020	0	0	**22051**	**6449**	16469
	TOTAL	**80958564**	**1102549**	**3536772**	**78524341**	**16662357**	**3466888**	**0**	**1331447**	**18797799**	**59726542**	**64296208**
	Previous Year	**123496586**	1023679	43561700	**80958565**	**39553632**	**3604470**	**12838291**	39334036	**16662357**	**64296208**	**83942954**

Note 13 : NON CURRENT INVESTMENTS (₹)

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Quoted Investments		
Investments in Equity Instruments		
- Jayatma Spinners Ltd 20000 Shares of ₹10/- each (20000 Shares of ₹10/- each)	800000	800000
Unquoted Investments		
Investments in Equity Instruments		
- GSFC Ltd 900 Shares of ₹10/- each (900 Shares of ₹10/- each)	18000	18000
- Jayatma Comtex Pvt Ltd 4100 Shares of ₹10/- each (4100 Shares of ₹10/- each)	41000	41000
- Nutan Nagrik Sahakari Bank Ltd 2000 Shares of ₹10/- each (2000 Shares of ₹10/- each)	50275	50275
Total	**909275**	**909275**
M V of Quoted Investments	400000	400000
Book Value of Unquoted Investments	109275	109275

Note 14 : LONG TERM LOANS AND ADVANCES **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Security Deposits (Unsecured, Considered good)	6363911	5125722
Advances to Suppliers	25414057	12998
Other Long Term Loans and Advances	0	21261
Total	**31777968**	**5159981**

Note 15 : OTHER NON CURRENT ASSETS **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Trade Receivables outstanding for a period exceeding one year (Unsecured Considered Good)	28061493	29656161
Total	**28061493**	**29656161**

Note 16 : CURRENT INVESTMENTS **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Unquoted Investments		
Investments in Mutual Fund		
- Union KBC Cap Fund 0 Units (50000 Units)	0	500000
- Union KBC Trigger Fund Series 2 99990 Units (99990 Units)	999900	999900
Total	**999900**	**1499900**
M. V. of Unquoted Investments (Mutual Fund)	919808	1637490

Note 17 : INVENTORIES **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Raw Material	45135913	18932121
Finished Goods	51467332	41593809
Stock In Trade	5687388	16810119
Stores and Spares	584939	393495
Total	**102875572**	**77729544**

Note 18 : TRADE RECEIVABLES **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Trade Receivables unless stated otherwise outstanding for a period exceeding six months		
Unsecured Considered Good	1666192	730286
Other Receivables	171955559	306400124
Total	**173621751**	**307130410**

Note 19 : CASH AND CASH EQUIVALENTS **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Cash in Hand	1077863	648736
Balances with Banks in Current A/c	1815673	6396793
Other Bank Balances in Fixed Deposit	1056284	500000
Total	**3949820**	**7545529**

Note 20 : SHORT TERM LOANS AND ADVANCES **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Advances related to Trade & Others	1747942	844887
Balance with Govt Authorities		
- TDS For Prior Years(Net of Provision)	2108230	1061010
- TDS For Current Years	1882951	1622002
- VAT Receivables	450000	184952
Total	**6189123**	**3712851**

Note 21 : OTHER CURRENT ASSETS **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Prepaid Exps.	340049	479624
Other Receivables	17818275	1888980
Total	**18158324**	**2368604**

Note 22 : REVENUE FROM OPERATIONS **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Sale of Products	1654926835	1711166028
Other Operating Revenue	37301530	28133514
Total	**1692228365**	**1739299542**

Note 23 : OTHER INCOME **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Dividend Income	6045	6045
Interest Income	101008	228640
Rate Fluctuation	691848	88966
Commission & Brokerage Income	507108	0
Amount Written Off	1828991	0
Profit on Sale of Assets	153049	136953
Profit on Sale of Investments	116835	102300
Total	**3404884**	**562904**

Note 24 : COST OF MATERIALS CONSUMED **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Raw Material		
Opening	18932121	36584280
Purchase	497506986	596909438
Closing	45135913	18932121
	471303194	614561597
Stores & Spares		
Opening	393495	1054246
Purchase	244753	1720437
Closing	584939	39349
	53309	2381188
Total	**471356503**	**616942785**

Note 25 : PURCHASES **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Trading Purchase	1149902578	1034340394
Total	**1149902578**	**1034340394**

Note 26 : CHANGE IN INVENTORIES OF FINISHED GOODS,AND STOCK IN TRADE **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Finished Goods		
Inventories at the end of the year :	51467332	41593809
Inventories at the beginning of the year :	41593809	14653231
Change in Finished Goods	-9873523	-26940578
Stock in Trade		
Inventories at the end of the year :	5687388	16810119
Inventories at the beginning of the year :	16810119	32386706
Change in Stock in Trade	11122731	15576587
Total	**1249208**	**-11363991**

Note 27 : EMPLOYEE BENEFITS EXPENSE **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Salary, Wages & Bonus	2338269	1973682
Staff Welfare Expense	3500	26162
Total	**2341769**	**1999844**

Note 28 : OTHER OPERATING AND ADMINISTRATIVE EXPENSES **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Manufacturing Service Cost		
Power and Fuel	21100	714861
Repairs Maintenance Charges of Plant & Machinery	328399	390573
Other Manufacturing Costs	19350480	22219870
Power Generation Exps.	800679	801370
Administrative & General Exps.		
Telephone Postage	285835	362762
Printing Stationery	127058	197480
Rent Rates and Taxes	41393	44046
Auditors Remuneration	175000	175000
Electricity Exps	209997	230258
Travelling Conveyance	3115798	1838914
Legal Professional Charges	1275417	287877
Donations	79354	103501
Subscriptions - Membership Fees	242730	249354
Other Administrative General Exps	3838208	3743726
Insurance	535907	847887
Bad Debts	0	8744984
Selling Distribution Exps		
Advertising Promotional Exps	443818	231437
Commission & Brokerage Exps.	2646829	2141855
Other selling Distribution Exps.	5805091	22903246
Loss on Sale of Assets	365596	0
Total	**39688689**	**66229001**

Note 29 : FINANCE COST **(₹)**

PARTICULARS	As At 31st March,2016	As At 31st March,2015
Interest expenses	24019291	24634229
Bank Charges	27332	135252
Interest on TDS	30250	9036
Processing Charges	1219474	210098
Interest on VAT/CST	0	0
Other Interest Exps	0	860
Total	**25296347**	**24989475**

Note 30: Additional Information pursuant to Revised Schedule VI to the Companies Act 1956 is given as under so far as applicable to the Company.

A. Contingent Liabilities & Commitments :

Particulars	2015-16	2014-15
Contingent Liabilities & Commitments to the extent not provided for		
Sales Tax Demand		
Pending before Sales Tax Tribunal(VAT) for the FY 2006-07	956900/-	956900/-
Pending before Sales Tax(CST) for the FY 2006-07	914477/-	914477/-
Pending before Sales Tax(CST) for the FY 2010-11	9794377/-	9794377/-
Pending before Sales Tax(CST) for the FY 2011-12	715864/-	-

B. Foreign Expenditure and Earnings :

Expenditure/Outgo in Foreign Currency

Particulars	2015-16	2014-15
Brokerage & Commission	4021653	3930228
Weight Shortage Expenses	2027954	3028496
Inspection Fees	470327	372568
Quality Claim Exps.	703950	-
Purchase of Cotton Bales	12574810	-
Membership Fees	-	276780

Earning/Receipt in Foreign Currency

Particulars	2015-16	2014-15
Export of Goods	93344650/-	332588412/-

C. During the year, there are no Capital Commitment Expenditures.

D. In the opinion of Board of Directors the current assets, loans and advances are approximately of the value stated if realized in the ordinary course of business. The provisions for all known liabilities are adequate.

E. We have verified the transactions recorded in the books with such documentary evidence as were made available and produced before us. Where such documentary evidence was not available we have accepted the voucher / entries as certified by management.

F. Confirmation letters/contra accounts of debit and credit balances of various parties are received by the Company. Balance due to or due by other parties, sundry debtors and sundry creditors, loan and advances, other account and all squared up accounts and other balances are therefore Subject to adjustment, if any on receipt of confirmation.

G. Contingent Liability related to Micro, Small and Medium Enterprises

The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act 2006 and hence disclosures relating to amount unpaid to as at year end together with interest paid/payable under this Act have not been given.

H. Impairment of Assets :

The carrying amounts of assets are reviewed at each balance sheet date, if there is any indication of impairment based on internal/external factors. An impairment loss will be recognized wherever the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is higher of the assets' net selling price or value in use. In assessing the value in use the estimated future cash flows are discounted to the present value at the weighted average cost of capital. During the year there are no impairment losses on assets of the Company.

I. In compliance of AS – 17 on "Segment Reporting" issued by the Institute of Chartered Accountants of India, in case of geographical segment, the domestic turnover of the Company is ₹15615.82 lacs and the export turnover

of the Company is ₹933.45 lacs. The Company mainly deals in cotton and its by products. Since the by-products such as oil, khol etc. turnover is less than 10% of the total turnover, no separate segment is reported.

J. In compliance of AS – 22 on "Accounting for taxes on Income" issued by Institute of Chartered Accountants of India, the Company has provided Accumulated net deferred tax liability in respect of timing difference as on 31st March,2016. The item wise details of deferred tax liability as on 31.03.2016 are as under :-

Particulars	2015-16	2014-15
Deferred Tax Liability		
Opening balance as on 01.04.2015	6626105	6472036
Add(Less) :On Account of Depreciation and Other Expenses	(604835)	154069
Closing Balance as on 31.03.2016	**6021270**	**6626105**

K. As per **Accounting Standard - 18** issued by The Institute of Chartered Accountants of India, the disclosures of transactions with the related parties as define in the Accounting Standards are given below

Key Managerial Personnel	Shri. Kalyanbhai J. Shah Shri. Nirav Shah Shri. Paresh R. Shah Shri. Janak G. Nanavaty Shri. Fenil R. Shah Smt. Falguni Broker
Relative Key Managerial Personnel	No Transaction during the year.

Particulars	KMP	RKMP
Director Sitting Fees	28500	-
(Previous Year)	(12000)	-

L. Earnings per Share :

The earnings considered in ascertaining the Company's EPS represent profit for the year after tax. Basic EPS is computed and disclosed using the weighted average number of equity shares outstanding during the year.

Sr. No.	Particular	2015-16	2014-15
a)	Profit after Tax as per P & L for Eq. Share Holder	2491102	2091136
b)	Weighted Average No. of Eq. Share outstanding	61,74,400	61,74,400
c)	Nominal Value of Share	10.00	10.00
d)	Basic Earnings Per Share (₹)	0.40	0.34
e)	Diluted Earnings Per Share (₹)	0.40	0.34

M. Previous year figures have been regrouped, reconsider wherever necessary.

SIGNATURE TO NOTES '1' TO '30'

As per our report of even date attached
For Jayesh M Shah & Co
Chartered Accountants
Firm Reg.: 104173W

Jayesh M. Shah
Proprietor
M. No.: 30638

Place : Ahmedabad
Date : 30-05-2016

For Santaram Spinners Ltd

Kalyan J. Shah
Chairman & Managing Director
DIN: 00397398

Fenil R. Shah
Director
DIN: 01558417

Place : Ahmedabad
Date : 30-05-2016

Registered Office: 259,3rd Floor,
New Cloth Market, O/s Raipur Gate,
Ahmedabad-380002
Telephone Nos.: (079) 22167030/40
Email: santaramltd@gmail.com
Website: www.santaramspinners.com
CIN: L17110GJ1983PLC006462

SANTARAM SPINNERS LIMITED

ATTENDANCE SLIP

Please complete this Attendance slip and hand it over at the entrance of the Meeting Hall. It helps us to make proper arrangements. Failures to bring this Attendance Slip create unnecessary inconvenience to you. Please write below

Reg. Folio No : _____

DP ID Client ID : _____

I hereby record my presence at the Thirty Second Annual General Meeting of the Company held at registered office of the company at 259,3rd Floor, New Cloth Market, O/s Raipur Gate, Ahmedabad-380002 on Thursday, 29th Day of September, 2016 at 12.30 P.M.

Full Name of the Members/Proxy_____
(In Block Letters, to be filled in if the proxy attends instead of the Member)

_____
Members/ Proxy Signature

Application to the members holding shares in electronic form.

NOTES:

1. Members/ Proxy holders are requested to bring their copy of the Notice with them at the Meeting.
2. Please carry with you this Attendance Slip and hand over the same duly completed, stamped signed at the space provided, at the entrance of the Meeting Hall.
3. Shareholders / Proxy holders should bring their copy of the Annual Report for the meeting.

Registered Office: 259,3rd Floor,
New Cloth Market, O/s Raipur Gate,
Ahmedabad-380002
Telephone Nos.: (079) 22167030/40
Email: santaramltd@gmail.com
Website: www.santaramspinners.com
CIN: L17110GJ1983PLC006462

SANTARAM SPINNERS LIMITED

PROXY FORM - MGT-11

THIRTY SECOND ANNUAL GENERAL MEETING, 29TH SEPTEMBER, 2016

[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 the Company holding …… shares, hereby appoint:

1. Name: _____ Address: _____	E-mail ID: _____ Signature: _____

or failing him,

2. Name: _____ Address: _____	E-mail ID: _____ Signature: _____

or failing him,

3. Name: _____ Address: _____	E-mail ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Second Annual General Meeting of the company, to be held on Thursday, 29th day of September, 2016 at 12.30 P.M. at registered office of the company at 259,3rd Floor, New Cloth Market, O/s Raipur Gate, Ahmedabad-380002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution(s)
ORDINARY BUSINESS	
1	Receive, Consider and adopt the Audited Financial Statement of the company for the Financial Year ended 31st March, 2016, Director's Report and Auditor's Report Thereon.
2	Appoint a Director in place of Shri. Paresh Shah, who retires by rotation and being eligible, offer himself for re-appointment.
3	Ratify appointment of M/s. Jayesh M Shah & Co, Chartered Accountants, Ahmedabad as a Statutory Auditors of the Company.
SPECIAL BUSINESS	
4	Pass Special Resolution for Borrowing powers up to 200 Cr. under section 180(1) (a) of the Companies Act, 2013.
5	Pass Special Resolution for providing securities in connection with the borrowings of the Company.

Signed this…… day of…… 2016

Signature of Shareholder_____

Please Affix Revenue Stamp

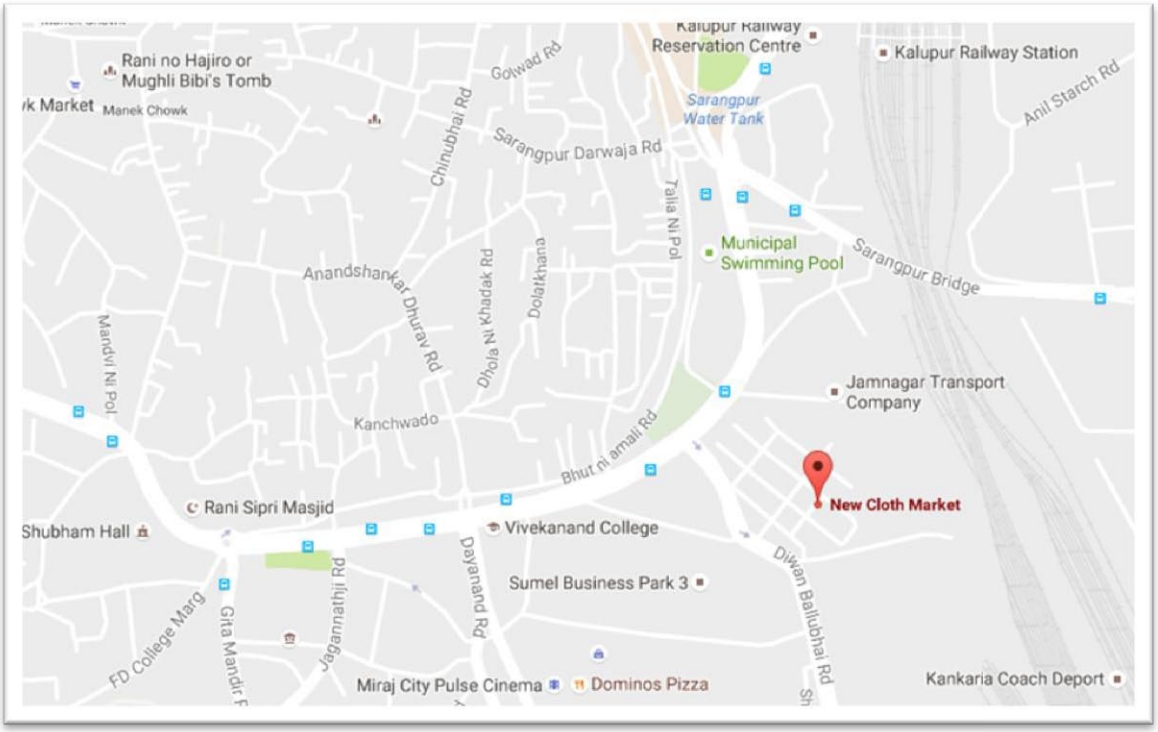
Signature of Proxy holder_____

Note:

- 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.
- Please complete all details including details of member(s) in above box before submission.

AGM VENUE

259,3rd Floor, New Cloth Market,
O/s Raipur Gate, Ahmedabad-380002
[Pursuant to Secretarial Standard – 2 on General Meeting]



If undelivered, please return to : -

Santaram Spinners Limited
259,3rd Floor, New Cloth Market,
O/s Raipur Gate,
Ahmedabad-380002
Tel. No. : 079 - 22167030/40