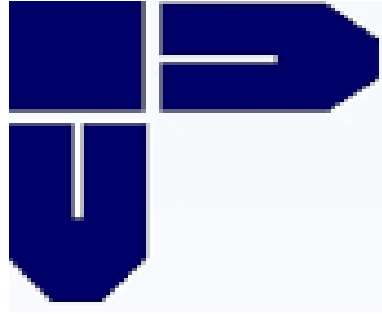


# ANNUAL REPORT

## UNITED POLYFAB GUJARAT LIMITED



CIN: - U18109GJ2010PLC062928

2015-16

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# CORPORATE INFORMATION

## DIRECTORS

Mr. GAGAN MITTAL  
[Chairman & Managing Director (Executive Director)]

Mr. RITESH HADA  
[Non Executive & Non- Independent Director]

Mr. ANCHIT AGRAWAL  
[Non Executive & Independent Director]

Mr. PARTH DOSHI  
[Non Executive & Independent Director]

Ms. SEJAL PARMAR  
[Non Executive & Independent Director]

## AUDIT COMMITTEE

Mr. PARTH DOSHI  
[Non Executive & Independent Director]

Mr. ANCHIT AGRAWAL  
[Non Executive & Independent Director]

Mr. GAGAN MITTAL  
[Chairman & Managing Director (Executive Director)]

## STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. ANCHIT AGRAWAL  
[Non Executive & Independent Director]

Mr. PARTH DOSHI  
[Non Executive & Independent Director]

Ms. SEJAL PARMAR  
[Non Executive & Independent Director]

## NOMINATION AND REMUNERATION COMMITTEE

Mr. ANCHIT AGRAWAL  
[Non Executive & Independent Director]

Mr. PARTH DOSHI  
[Non Executive & Independent Director]

Ms. SEJAL PARMAR  
[Non Executive & Independent Director]

## REGISTERED OFFICE

Address: - Survey No. 238, 239, Shahwadi,  
Opp. New Aarvee Denim,  
Narol- Surkhej Highway,  
Ahmedabad-382405, Gujarat.

Email: - [info@unitedpolyfab.com](mailto:info@unitedpolyfab.com)

Website: - [www.upgl.in](http://www.upgl.in)

Ph. No. : - 9925232824

## COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Anjali Sangtani

## CHIEF FINANCIAL OFFICER

Mr. Harshad Parmar

## BANKERS

STATE BANK OF INDIA.

## AUDITORS

M/s NAHTA JAIN & ASSOCIATES

Chartered Accountants,

211, 1st Floor, New Cloth Market,

O/s Raipur Gate,

Ahmedabad – 380002

Membership No.- 116735

registration No.- 106801 W

## ANNUAL GENERAL MEETING

Date: - 28-05-2016

Time: - 11.00 A.M.

Venue:- Registered Office, i.e.,  
Survey No. 238, 239,  
Shahwadi, Opp. New Aarvee Firm  
Denim, Narol- Surkhej  
Highway, Ahmedabad -382405, Gujarat.

## REGISTRAR & TRANSFER AGENT

SATELLITE CORPORATE SERVICES PVT LTD

SEBI REGN NO: INR000003639

B-302, Sony Apartment, Opp. St. Jude's High School,

90 ft. Road, Off Andheri Kurla Rd, Jarimari, Sakinaka,

Mumbai – 400 072, Maharashtra – India

Tel: +91-22- 28520461/462,

Fax:+91-22- 28511809

Email Id: [service@satellitecorporate.com](mailto:service@satellitecorporate.com)

Website: [www.satellitecorporate.com](http://www.satellitecorporate.com)

Contact Person: Mr. Michael Monteiro

# NOTICE OF ANNUAL GENERAL MEETING

**Notice** is hereby given that Annual General Meeting of the Members of United Polyfab Gujarat Limited will be held on Saturday, 28<sup>th</sup> May, 2016 at 11:00 A.M at the Registered Office of the Company at Survey No. 238, 239, Shahwadi, Opp. New Aarvee Denim, Narol- Surkhej Highway, Ahmedabad- 382405 to transact the following businesses:-

## ORDINARY BUSINESS

### **Item No. 1**

To receive, consider and adopt the Financial Statement of the Company for the Financial Year ended on 31st March 2016, and the reports of the Board of Directors and Auditors thereon.

### **Item No. 2**

To appoint a Director in place of Mr. RITESH HADA (DIN: 01919749) who retires by rotation and being eligible, offers himself for re-appointment.

### **Item No. 3**

To Ratify the appointment of M/s Nahta Jain & Associates, Chartered Accountants (Firm Registration No. 106801W), as Statutory auditor of the Company and to fix their Remuneration.

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

**“RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s Nahta Jain & Associates, Chartered Accountants, (Firm Registration No.106801W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2017, at a remuneration to be decided by the Board of Directors.”

## **SPECIAL BUSINESS:-**

### **Item No. 4.**

To Create Security on the Properties of the Company, both present and future, in favour of lenders.

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

**Item No. 5**

To Appoint Mr. ANCHIT AGRAWAL (DIN 07379293) as an Independent Director.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anchit Agrawal (DIN 07379293), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on December 24, 2015 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from him alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from December 24, 2015 AND THAT he shall not be liable to retire by rotation.”

**Item No. 6**

To Appoint Mr. PARTH DOSHI (DIN 07380365) as an Independent Director.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Parth Doshi (DIN 07380365), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on December 24, 2015 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from him alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from December 24, 2015 AND THAT he shall not be liable to retire by rotation.

## **Item No. 7**

To Appoint Ms. SEJAL PARMAR (DIN 07401639) as an Independent Director.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Sejal Parmar (DIN 07401639), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on January 12, 2016 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from her along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from January 12, 2016 AND THAT she shall not be liable to retire by rotation.”

**By order of the Board of Directors  
For, UNITED POLYFAB GUJARAT LIMITED**

**Place: Ahmedabad**

**Date: 2<sup>nd</sup> May, 2016**

**Mr. Gagan Mittal  
(Managing Director)  
(DIN- 00593377)**

Notes:-

1. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business items is annexed hereto.
2. A member entitle to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and proxy must be a member of the company.
3. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
4. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
6. A Corporate Member intending to send its authorized representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such a representative to attend and vote on its behalf at the Meeting.



7. Members/proxies are requested to bring the attendance slips duly filled in for attending the Meeting. Members are requested to write their Folio Number in the attendance slip for attending the Meeting.
8. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 1:00 p.m. up to the date of the Extra-ordinary General Meeting and at the venue of the Meeting for the duration of the Meeting.
9. Route-map to the venue of the Meeting is uploaded on the website of the Company.

**By order of the Board of Directors  
For, UNITED POLYFAB GUJARAT LIMITED**

**Place: Ahmedabad  
Date: 2<sup>nd</sup> May, 2016**

**Mr. Gagan Mittal  
(Managing Director)  
(DIN- 00593377)**

**As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4, Item No. 5, Item No. 6 and Item No. 7 of the accompanying Notice.**

#### **ITEM NO. 4**

To meet the capital expenditure for expansion of projects and for future projects/planning, and also to provide for the issue of any debt and/or debt related instruments in the Indian and/or International market it was necessary to enhance the present borrowing limits of the Company.

Therefore pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, Members at the Extra Ordinary General Meeting held on 16<sup>th</sup> January, 2016 had accorded their consent to the Board of Directors to enhance Borrowing Limit upto Rs. 100 Crores.

The enhancement in the Borrowings of the Company upto 100 Crores may, if necessary be secured by way of Charge in favour of all or any of the financial institutions/ banks/lenders/any other investing agencies and trustees for the holders of debentures/ bonds/other financial instruments, which may be issued to and subscribed by all or any of the financial institutions/ banks/lenders/other investing agencies or any other person (s)/ bodies corporate by private placement or otherwise.

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of public Company cannot, except with the consent of the Company in General Meeting, create charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

The Members approval is therefore being sought pursuant to section 180(1)(a) of the Act for creation of security on the properties of the company, both present and future, in favour of lenders.

The Board of Directors of your Company accordingly recommends the above resolution for the approval of members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise in the resolution except to the extent of their shareholding, if any. The proposed resolution does not relate to or affect any other Company.

#### **ITEM NO. 5, 6 and 7**

##### **The members are informed that the Board has appointed:-**

Mr. ANCHIT AGRAWAL as independent Director of the Company under section 161(1) and under section 149 of the Companies Act, 2013 read with Articles of Association of the Company w.e.f. 24th December, 2015 who shall hold office up to the date of the ensuing Annual General Meeting of the Company.

Mr. Parth Doshi as independent Director of the Company under section 161(1) and under section 149 of the Companies Act, 2013 read with Articles of Association of the Company w.e.f. 24th December, 2015 who shall hold office up to the date of the ensuing Annual General Meeting of the Company.

Ms. Sejal Parmar as independent Director of the Company under section 161(1) and under section 149 of the Companies Act, 2013 read with Articles of Association of the Company w.e.f. 12th January, 2016 who shall hold office up to the date of the ensuing Annual General Meeting of the Company.

As Informed to the Shareholders earlier that our Company is going for SME IPO Listing at NSE (EMERGE) Platform, therefore Company needs to comply with Listing Regulations and Provisions for Listed Companies under Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015.

In accordance with Section 149(4) of the Companies Act, 2013, "Every listed public company shall have at least one-third of the total number of directors as independent directors and the central government may prescribe the minimum number of independent directors as in case of any class or classes of public companies."

Further in accordance with Regulation 17(1)(b) of Listing Obligations and Disclosure Requirements, Regulations, 2015 [LODR which have become effective from 1st December, 2015] where the Listed entity does not have a regular non-executive chairperson, at least half of the Board of Directors shall comprise of Independent Directors.

To comply with the above Provisions, Independent Director who are not liable to retire by rotation needs to be appointed. Such appointment shall be made with the approval of Shareholders in general meeting with fixation of their term for 5 years.

The members may note that in compliance with Section 160 of the Act, the Company has received candidature from Mr. ANCHIT AGRAWAL, Mr. PARTH DOSHI and Ms. SEJAL PARMAR proposing their appointment as independent director of the Company.

Further, the Nominations and Remuneration Committee and the Board has recommended the appointment of:-

Mr. ANCHIT AGRAWAL as Independent Director to hold office of Director for five consecutive years for a term upto 23rd December, 2020."

Mr. Parth Doshi as Independent Director to hold office of Director for five consecutive years for a term upto 23rd December, 2020."

Ms. Sejal Parmar as Independent Director to hold office of Director for five consecutive years for a term upto 11th January, 2021."

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. ANCHIT AGRAWAL, Mr. PARTH DOSHI and Ms. SEJAL PARMAR as Independent Directors is now being placed before the Members for their approval. The terms and conditions of appointment of Mr. ANCHIT AGRAWAL, Mr. PARTH DOSHI and Ms. SEJAL PARMAR shall be available for inspection without any fee by the members at the Company's registered office during normal business hours on all working days up to the date of the AGM. In the opinion of the Board of Directors, Mr. ANCHIT AGRAWAL, Mr. PARTH DOSHI and Ms. SEJAL PARMAR, the Independent Directors proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and they are independent of the Management.

**A brief profile of the Mr. ANCHIT AGRAWAL is given below:**

Mr. Anchit Agrawal aged 26 Years is an alumnus of IIM Ahmedabad. He is a management graduate from the premier B-school, his expertise lies in modern era marketing and has an Experience of 3.5 Years in the field of e-commerce. He is a start-up enthusiast and has been consultant to various e-commerce start-ups.

**A brief profile of the Mr. Parth Doshi is given below:**

Mr Parth Doshi aged 25 Years is a Chartered Accountant by profession and is a young & dynamic proprietor of Parth Doshi & Associates. He has a vast range of experience & expertise in the area of Account, Audit, Taxation, Finance, Management Advisory & international Taxation.

**A brief profile of the Ms. Sejal Parmar is given below:**

Ms. Sejal Parmar aged 33 Years is Post Graduate by Qualification. She holds an Experience of total 10 Years, from which 6 years is in the Textile Industry.

**By order of the Board of Directors  
For, UNITED POLYFAB GUJARAT LIMITED**

**Place: Ahmedabad  
Date: 2<sup>nd</sup> May, 2016**

**Mr. Gagan Mittal  
(Managing Director)  
(DIN- 00593377)**

## DIRECTORS REPORT

To,  
**THE MEMBERS,  
UNITED POLYFAB GUJARAT LIMITED**

Your Director has pleasure in presenting their 6<sup>th</sup> Annual Report on the Business and operation of the Company and the Accounts for the Financial Year ended 31<sup>st</sup> March, 2016.

### **1. FINANCIAL SUMMARY OR HIGHLIGHTS / PERFORMANCE OF THE COMPANY**

The Financial results for the year ended 31<sup>st</sup> March, 2016 and the corresponding figures for the last year are as under:-

<b>PARTICULARS</b>	<b>2015-16</b>	<b>2014-15</b>
Profit Before Interest, Depreciation & Tax	3,55,55,703	2,82,24,137
Less: Finance Cost	61,78,660	43,42,283
Less: Depreciation & Amortization Expenses	1,78,27,644	1,73,59,824
Profit before Tax	1,15,49,399	65,22,030
Provision for Tax	24,55,000	12,50,000
Income Tax (JV)	--	--
Deferred Tax	12,31,140	7,72,724
Profit after Tax	78,63,259	44,99,306
Less: Proposed Dividend & Tax thereon	--	--
Balance carried to Balance Sheet	78,63,259	44,99,306

### **2. FINANCIAL YEAR**

The Company closed its Financial Year on March, 31<sup>st</sup> 2016. The Financial result for year ended 31<sup>st</sup> March, 2016 has been reviewed by the Audit Committee and approved by Board of Directors in their meetings held on 2<sup>nd</sup> May, 2016.

### **3. BRIEF DESCRIPTION OF THE COMPANY'S WORKING**

Your Directors have pleasure to inform you that the company's gross revenue increased from Rs. 31,21,48,816 in F.Y- 2014-15 to Rs. 34,59,87,272 in F.Y- 2015-16 and profit after tax increased from Rs. 44,99,306 in F.Y- 2014-15 to Rs. 78,63,259 in F.Y- 2015-16.

### **4. CHANGE IN THE NATURE OF BUSINESS**

There is no Change in the Nature of Business of the Company done during the Year.

## 5. DIVIDEND

To strengthen the financial position of the Company and to augment working capital your Directors regret to declare any dividend.

## 6. FUTURE PROSPECTS

The Company is one of the leading composite units for manufacturing of Grey Cloth and Fabrics and trading of Denims. The Company's work is based on end-users requirements, market trends, newly developed raw materials and uses. Presently, the yarn used for the production of grey cloth is purchased by the Company from the local market. Looking at the huge opportunity and readily available customers, the Company has planned to undertake backward integration by setting up its own manufacturing plant for spinning of yarn of 30's and 40's Count to sell yarn under its own brand name. The Company has set up the plant near Dholka, in Gujarat, which is a cotton growing and processing area. The location of the unit is also in in close proximity to many cotton ginning units, and to the major yarn and fabric trading centre at Ahmedabad. Thus, the Project is expected to have easy access to raw materials and a strong network of dealers for finished products. The company is in process of executing its plan to install 20,064 spindles that will produce 30's count and 40's count yarn. The Project is expected to commence commercial operations from January 2017, i.e., in the financial year 2016-17.

## 7. INDUSTRIAL RELATIONS

During the Year under review, Your Company enjoyed cordial relationship with workers and employees at all levels.

## 8. INCREASE IN AUTHORISED CAPITAL

Company's Authorised Capital increased from Rs. 3,00,00,000 (Rupees Three Crores only) to Rs. 5,00,00,000 (Rupees Five Crore only) by addition of 20,00,000 Equity Shares of Rs. 10/- each ranking paripassu in all respects with the existing equity shares of the company.

## 9. SUBSIDIARY, JOINT VENTURE AND ASSOCIATED COMPANIES.

The Company does not have any Subsidiary, Joint Venture and Associated Companies.

## 10. MEETINGS

Thirteen Meetings of the Board of Directors were held during the Financial Year; as detailed here under:

Sr No.	Date of Meeting	Total No. of Directors on the Date of Meeting	No. Of Directors Attended	% of Attendance
1	15-04-2015	4	4	100 %
2	02-05-2015	4	4	100 %
3	15-05-2015	4	4	100 %
4	30-06-2015	4	4	100 %
5	20-07-2015	4	4	100 %
6	05-10-2015	4	4	100 %
7	02-11-2015	4	4	100 %
8	16-11-2015	4	4	100 %
9	19-11-2015	4	4	100 %

10	24-12-2015	4	4	100 %
11	12-01-2016	6	6	100 %
12	19-01-2016	5	5	100 %
13	22-03-2016	5	5	100 %

## 11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Following Changes took place in Directors and KMP during the year under review :-

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Anjali Vasudev Sangtani	AXQPA3048M	Company Secretary	19/11/2015	Appointment
Harshad Kumar Parmar	BQNPP6520L	Chief Financial Officer (CFO)	24/12/2015	Appointment
Anchit Anjani Kumar Agrawal	07379293	Director	24/12/2015	Appointment
Parth Hirenkumar Doshi	07380365	Director	24/12/2015	Appointment
Sejalben Shantilal Parmar	07401639	Director	12/01/2016	Appointment
Shilpa Gagan Mittal	03055240	Director	12/01/2016	Cessation
Neeti Hada	03055264	Director	12/01/2016	Cessation
Ritesh Hada	01919749	Director	12/01/2016	Change in Designation
Gagan Nirmal Mittal	00593377	Managing Director	16/01/2016	Change in Designation

## 12. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149(6).

The Independent Directors have submitted their declarations of independence, as required pursuant to the provisions of section 149(7) of the Act, stating that they meet the criteria of independence as provided in section 149[6].

## 13. COMPANY'S POLICY RELATING TO DIRECTOR'S APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES.

Company in pursuant to section 178 of the Companies Act, 2013 and SEBI Listing Regulations 19, constituted Nomination and Remuneration Committee in the Board Meeting held on January 19, 2016.

The members of the Nomination and Remuneration Committee are as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Parth Doshi	Chairman	Non Executive and Independent
Mr. Anchit Agrawal	Member	Non Executive and Independent
Ms. SejalParmar	Member	Non Executive and Independent

*Compliance officer will act as the secretary of the Committee.*

The committee shall be governed by the "Terms of Reference" of the Nomination and Remuneration Committee as under and will carry out the following:-

**The terms of reference of the Nomination and Remuneration Committee are:**

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance.
- c) Formulation of criteria for evaluation of Independent Directors and the Board;
- d) Devising a policy on Board diversity;
- e) Deciding on, whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors,
- f) Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive directors.
- g) Define and implements the performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- h) Decide the amount of Commission payable to the Whole time Directors.
- i) Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the company, standards prevailing in the industry, statutory guidelines etc.
- j) To formulate and administer the Employee Stock Option Scheme.
- k) To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

**14. CONSTITUTION OF AUDIT COMMITTEE**

Company pursuant to section 177 of the Companies Act, 2013 and SEBI Listing Regulations 18, constituted Audit Committee in the Board Meeting held on January 19, 2016.



The members of the Audit Committee are as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Parth Doshi	Chairman	Non Executive and Independent
Mr. Anchit Agrawal	Member	Non Executive and Independent
Mr. Gagan Mittal	Member	Executive and Managing Director

*Compliance officer will act as the secretary of the Committee.*

**The terms of reference of the Audit Committee are:**

The terms of reference of Audit Committee comply with the requirements of SEBI Listing Regulations 18.

**Role of Audit Committee**

The scope of audit committee shall include but shall not be restricted to the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Draft prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

7. Review and monitor the auditor's independence performance and effectiveness of audit process;
8. Approval or any subsequent modification of transaction of the company with related parties;
9. scrutiny of inter-corporate loans and investments;
10. Valuation of undertaking or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors;
18. To oversee and review the functioning of the Whistle Blower mechanism, in case the same is existing;
19. Calls for comments of the auditor about the internal control systems, scope of auditing including the observations of the auditor and review of the financial statements before submission to the board;
20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
21. To investigate any other matters referred by any of the Board of Director
22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

### **Review of information by Audit Committee**

The audit committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
6. To submit statement of Deviations:
  - i. Quarterly statements of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations.
  - ii. Report of the monitoring agency on annual statement of funds utilised for purposes other than those stated in the offer documents in terms of Regulation 32(6) SEBI Listing Regulation, if applicable

The recommendation of the Audit Committee on any matter relating to financial management, including the audit report, is binding on the Board. If the board is not in agreement with the recommendations of the committee, reason for disagreement shall be incorporated in the minutes of the board meeting and the same has to be communicate to shareholders. The Chairman of the Audit committee has to attend the Annual General Meeting of the Company to provide clarification on matter relating to the Audit.

**Powers of the Audit Committee:**

The audit committee shall have the powers, which should include the following:

1. To investigate any activity within its terms of reference;
2. To seek information from any employees;
3. To obtain outside legal or other professional advice; and
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

**Quorum and Meetings**

The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be a minimum of two Independent Directors present.

**15. CONSTITUTION OF STAKEHOLDER RELATIONSHIP COMMITTEE**

Company in pursuant to pursuant to section 178 of the Companies Act, 2013 and SEBI Listing Regulations 20, constituted Stakeholder Relationship Committee in the Board Meeting held on January 19, 2016.

The members of the Stakeholder Relationship Committee are as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Anchit Agrawal	Chairman	Non Executive and Independent
Mr. Parth Doshi	Member	Non Executive and Independent
Ms. Sejal Parmar	Member	Non Executive and Independent

*Compliance officer will act as the secretary of the Committee.*

The committee shall be governed by the "Terms of Reference" of the Stakeholder Relationship Committee as under and will carry out the following:-

**The terms of reference of the Stakeholder Relationship Committee are:**

- transfer of shares; including review of cases for refusal of transfer / transmission of shares, splitting of shares, changing joint holding into single holding and vice versa, issue of

duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized;

- Issue duplicate/split/consolidated share certificates;
- Review the process and mechanism of redressal of Shareholders/ Investor grievance and suggest measures of improving the system of redressal of shareholders/ Investor grievance.
- Redressal of shareholder and investor complaints like transfer of Shares, non-receipt of balance sheet, non-receipt of declared dividends etc.,
- Oversee the implementation and compliance of the Code of conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 as amended from time to time.
- Oversee the performance of Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting:
- Carrying out any other function contained in the equity listing agreement as and when amended from time to time.

#### **Quorum and Meetings**

The Stakeholder Relationship Committee shall meet at least four times a year with maximum interval of four months between two meetings and shall report to the board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the company. The quorum should be two members present.

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be two members or one third of the members, whichever is greater.

#### **16. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS.**

During the Year following significant and material orders passed by the regulators or courts or tribunals:-

Sr. No.	Particulars	Date of Order	Authority Passing order/Granting Certificate
1	Conversion of Private Limited Company to Public Limited Company. [Pursuant to Conversion, Name Changed from United Polyfab (Unit-II) Private Limited to United Polyfab (Unit-II) Limited.]	December 3, 2015	Mr. Rathod Kamleshkumar Gangjibhai –Assistant ROC, ROC, Ahmedabad.
2	Name Changed from United Polyfab (Unit-II) Limited to United Polyfab Gujarat Limited.	December 11, 2015	Mr. Vyomesh Rajeshkumar Sheth- Assistant ROC, ROC, Ahmedabad.

#### **17. CHANGES IN SHARE CAPITAL**

The Company has not issued any Equity Shares during the year under review.

Company is going for Initial Public Offer of 17,01,000 Equity Shares of Face Value of Rs. 10/- each for Cash at a price of Rs. 45 per Equity share including a share premium of Rs. 35 per Equity Share aggregating to Rs. 765.45 Lacs.

Above Issue of Shares was approved by the Shareholders in Extra Ordinary General Meeting held on January 16, 2016.

#### **18. LISTING OF EQUITY SHARES ON NSE (EMERGE) PLATFORM**

During the year under review, your company has applied for listing of Equity Shares on the NSE (EMERGE) PLATFORM, In Principal Approval was granted to our Company vide Letter dated April 15, 2016 to open proposed issue for subscription within a period of 12 Months from the date of issuance of the above Letter.

#### **19. STATUTORY AUDITORS:**

**NAHTA JAIN & ASSOCIATES (106801W)** Chartered Accountants, Statutory Auditors the retiring auditors, during the Annual General Meeting held on 30.09.2014, were appointed for a period of 5 years until the conclusion of sixth Annual General Meeting to be held after that meeting, subject to ratification at every Annual General Meeting in terms of Section 139 of the Companies Act 2013. They have confirmed their eligibility and willingness for the next term from the conclusion of ensuing annual general meeting to the conclusion of next annual general meeting. The Board of Directors, therefore, recommends ratification of appointment for F.Y. 2016-17 of **Nahta Jain & Associates (106801W)**, Chartered Accountants, as statutory auditors of the company for the approval of Shareholders.

#### **20. AUDITORS' REPORT :**

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors' remarks in their report are self-explanatory and do not call for any further comments.

#### **21. EXTRACT OF ANNUAL RETURN**

As required pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 an extract of annual return in MGT-9 forms part of this Annual Report as **ANNEXURE 'A'**.

#### **22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

The details of Loans, Guarantee, securities and investment are provided in the notes to the financial statement of the Company forming part of this Annual Report.

#### **23. DEPOSITS**

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

#### **24. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES :**

No agreement was entered with related parties by the Company during the current year.

All the related party transactions were entered by the Company in ordinary course of business and were in arm's length basis. The Company presents all related party transactions before the Board specifying the nature, value, and terms and conditions of the transaction. Transactions with related parties are conducted in a transparent manner with the interest of the Company and Stakeholders as utmost priority. Same details have been provided in AOC-2 as **ANNEXURE 'B'** which forms part of this Annual Report.

#### **25. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.**

The company has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company did not receive any complain during the year 2015-16.

**26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO :**

Information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo as required to be disclosed under section 134[3][m] of the act read with the Companies (Accounts) Rules, 2014 are provided in the **ANNEXURE 'C'** and forms part of this report.

**27. DIRECTORS'S RESPONSIBILITY STATEMENT:**

The Directors' Responsibility Statement referred to in clause (c) of Sub- section (3) of Section 134 of the Companies Act, 2013 shall state that

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The director had selected such accounting policies and applied them consistently and made Judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the director had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

**28. ACKNOWLEDGEMENTS**

The Directors place on record their sincere appreciation for the assistance and co-operation extended by Bank, its employees, its investors and all other associates and look forward to continued fruitful association with all business partners of the Company.

**Place: Ahmedabad**

**Date: 2<sup>nd</sup> May, 2016**

**By order of the Board of Directors  
For, UNITED POLYFAB GUJARAT LIMITED**

**Mr. Gagan Mittal  
(Managing Director)  
(DIN- 00593377)**

## *Independent Auditors' Report*

To the Members of

**M/S. UNITED POLYFAB GUJARAT LIMITED**

**(FORMERLY KNOWN AS M/S. UNITED POLYFAB (UNIT-II) PVT. LTD.**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **M/S. UNITED POLYFAB GUJARAT LIMITED (FORMERLY KNOWN AS M/S. UNITED POLYFAB (UNIT-II) PVT. LTD.** (“the Company”), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies; making judgements and estimates that are responsible and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial

reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its profit and its cash flows for the year ended on that date.

## **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) The balance sheet, the statement of profit and loss and the cash flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the 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 representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - f) 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:
    - i) The Company does not have any pending litigations for which provision have not been made which would impact its financial position.
    - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any.



iii) The Provisions of transfer of funds to Investor Education and Protection Fund not applicable to the Company.

As per our Report of Even  
Date For and on Behalf of  
For, Nahta Jain & Associates  
Chartered Accountants  
Firm Regn. No. 106801W

Place : Ahmedabad  
Date : 02/05/2016

(CA. Gaurav Nahta)  
Partner  
M.No.116735

## **Annexure to the Independent Auditor's Report**

The Annexure referred to in our Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31 March 2016, we report that;

- (i) In respect of Fixed Assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) As per the information and explanations given to us, all the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) In respect of Inventory:
  - (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable. As informed to us there were no material discrepancies noticed on verification between the physical stocks and the book records and any discrepancies found has been properly dealt within the books of accounts.
- (iii) In respect of the loans, secured or unsecured, granted by the company to companies, firms or other parties covered in the register maintained u/s. 189 of the Companies Act, 2013 :
  - (a) During the year under audit, the Company has not granted any loans, secured or unsecured, to the companies, firms and other parties covered in the register maintained under section 189 of the Companies Act, 2013 hence clause 3 (iii) (a), (iii) (b) and (iii) (c) of the Companies (Auditor's Report) Order, 2016 are not applicable.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v) According to the information and explanation given to us, the company has not accepted any deposit from the public during the year. Therefore the provisions of clause (v) of paragraph 3 of the order are not applicable to the company.
- vi) We are informed that maintenance of cost records under section 148 (I) of the Companies Act, 2013 are not required for the company.
- vii)
  - (a) The company is generally regular in depositing the undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Wealth Tax, Sales Tax, Custom Duty, Excise Duty, Service Tax, Value Added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of afore mentioned dues were outstanding as at 31<sup>st</sup> March 2016 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material dues of Income Tax, Wealth Tax, Sales Tax, Custom Duty, Excise Duty, Service Tax, Value Added Tax, Cess and any other statutory dues which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions or banks. As there are no debentures, the question of repayment does not arise.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and in our opinion and according to the information and explanations given to us, the Term loans have been applied for the purpose for which they were obtained.
- (x) According to the information and explanation given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

As per our Report of Even  
Date For and on Behalf of  
For, Nahta Jain & Associates  
Chartered Accountants  
Firm Regn. No. 106801W

Place : Ahmedabad  
Date : 02/05/2016

(CA. Gaurav Nahta)  
Partner  
M.No.116735

## *Annexure B to the Auditors' Report*

### **Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

We have audited the internal financial controls over financial reporting of **M/S. UNITED POLYFAB GUJARAT LIMITED (FORMERLY KNOWN AS M/S. UNITED POLYFAB (UNIT-II) PVT. LTD.** ("the Company"), as of 31 March, 2016, in conjunction with our audit of the standalone financial statements of the Company for the year ended that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls 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 responsibility 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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards of Accounting, 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, 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 were 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 authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

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

As per our Report of Even Date  
For and on Behalf of  
For, Nahta Jain & Associates  
Chartered Accountants  
Firm Regn. No. 106801W

Place : Ahmedabad  
Date : 02/05/2016

(CA. Gaurav Nahta)  
Partner  
M.No.116735

**UNITED POLYFAB GUJARAT LIMITED**  
**Balance Sheet as at 31 March, 2016**

Particulars	Note No.	As at 31 March, 2016	As at 31 March, 2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
(a) Share capital	1	2,98,28,500	2,98,28,500
(b) Reserves and surplus	2	4,54,00,990	3,75,37,731
(c) Money received against share warrants		-	-
		7,52,29,490	6,73,66,231
<b>Share application money pending allotment</b>			
		-	-
<b>Non-current liabilities</b>			
(a) Long-term borrowings	3	10,32,11,429	12,17,74,312
(b) Deferred tax liabilities (net)		24,36,253	12,21,655
(c) Other long-term liabilities	4	9,28,83,000	5,40,45,138
(d) Long-term provisions		-	-
		19,85,30,682	17,70,41,105
<b>Current liabilities</b>			
(a) Short-term borrowings	5	-	-
(b) Trade payables	6	4,40,97,024	38,96,523
(c) Other current liabilities	7	2,93,87,100	2,49,66,457
(d) Short-term provisions	8	24,55,000	12,50,000
		7,59,39,124	3,01,12,980
<b>TOTAL</b>		<b>34,96,99,295</b>	<b>27,45,20,316</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>(a) Fixed assets</b>			
(i) Tangible assets	9	15,86,53,262	16,86,01,531
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		9,35,78,225	5,51,000
(iv) Intangible assets under development		-	-
		25,22,31,487	16,91,52,531
(b) Non-current investments		58,80,858	58,80,858
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	10	12,26,613	3,86,03,117
(e) Other non-current assets		-	-
		25,93,38,958	21,36,36,506
<b>Current assets</b>			
(a) Current investments		-	-
(b) Inventories	11	2,12,00,564	93,56,182
(c) Trade receivables	12	2,44,44,123	1,24,96,140
(d) Cash and cash equivalents	13	67,00,221	1,59,79,849
(e) Short-term loans and advances	14	3,76,47,920	2,28,00,374
(f) Other current assets	15	3,67,510	2,51,264
		9,03,60,337	6,08,83,810
<b>TOTAL</b>		<b>34,96,99,295</b>	<b>27,45,20,316</b>
<b>See accompanying notes forming part of the financial statements</b>			

As per our report of even date

**For Nahta Jain & Associates**

Chartered Accountants

Firm Regn. No. 106801 W

For and on behalf of the Board of Directors

United Polyfab Gujarat Limited

**(CA. Gaurav Nahta)**

**Partner**

M.No. 116735

**Gagan Mittal**  
**(Managing Director)**  
**(DIN- 00593377)**

**Ritesh Hada**  
**(Director)**  
**(DIN- 01919749)**

(C.S.)

(C.F.O.)

Place : Ahmedabad

Date : 02/05/2016

Place : Ahmedabad

Date : 02/05/2016

**UNITED POLYFAB GUJARAT LIMITED**  
**Statement of Profit & Loss for the Year ended 31 March, 2016**

Particulars	Note No.	For the year ended 31 March, 2016	For the year ended 31 March, 2015
<b>CONTINUING OPERATIONS</b>			
Revenue from operations (gross)	16	345987272	312148816
Less: Excise duty		-	-
Revenue from operations (net)		345987272	312148816
Other income	17	3660879	6217207
<b>Total revenue</b>		<b>349648151</b>	<b>318366023</b>
<b>Expenses</b>			
(a) Cost of materials consumed	18	115279428	178744806
(b) Purchases of stock-in-trade		140341429	39600124
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	19	-6411518	1049891
(d) Employee benefits expense	20	8608544	8025729
(e) Finance costs	21	6178660	4342283
(f) Depreciation and amortisation expense	9	17827644	17359824
(g) Other expenses	22	56274565	62721337
<b>Total expenses</b>		<b>338098752</b>	<b>311843993</b>
<b>Profit / (Loss) before exceptional and extraordinary items and tax</b>		<b>11549399</b>	<b>6522030</b>
Exceptional items		-	-
Extraordinary items		-	-
<b>Profit / (Loss) before tax</b>		<b>11549399</b>	<b>6522030</b>
<b>Tax expense:</b>			
(a) Current tax expense		2455000	1250000
(b) Deferred tax		1214598	772727
(c) Add/Less : Excess/Short Provision of Income Tax		16542	-3
<b>Profit / (Loss) for the year</b>		<b>7863259</b>	<b>4499306</b>
<b>Earnings per equity share of face value of ` 10/- each :</b>			
Basic and diluted (in `)		2.64	1.51
<b>See accompanying notes forming part of the financial statements</b>			
As per our report of even date <b>For Nahta Jain &amp; Associates</b> Chartered Accountants Firm Regn. No. 106801 W		<b>For and on behalf of the Board of Directors</b> <b>United Polyfab Gujarat Limited</b>	
<b>(CA. Gaurav Nahta)</b> Partner M.No. 116735		<b>Gagan Mittal</b> <b>Managing Director</b> <b>(DIN- 00593377)</b>	<b>Ritesh Hada</b> <b>(Director)</b> <b>(DIN- 01919749)</b>
		<b>(C.S.)</b>	<b>(C.F.O.)</b>
Place : Ahmedabad Date : 02/05/2016		Place : Ahmedabad Date : 02/05/2016	

## 1 Share Capital

31 March 2016

31 March 2015

Authorised Share Capital

50,00,000 Equity Shares of  
Rs.10/- each

50000000

30000000

Issued, Subscribed and fully  
paid up shares

29,82,850 (P.Y. 29,82,850)  
Equity Shares of Rs. 10/- each

29828500

29828500

Total Issued, Subscribed and  
fully paid up shares

29828500

29828500

### Reconciliation of the shares outstanding at the beginning and at the end of the reporting a. period

#### Equity Shares

31 March 2016  
No. Rs.

31 March 2015  
No. Rs.

At the beginning of the period

2982850 29828500

2982850 29828500

Issued during the period

0 0

0 0

Outstanding at the end of the  
period

2982850 29828500

2982850 29828500

### b. Terms/rights attached to equity shares

The company has only one class of equity shares having par value of Rs. 10/- per share. Each

### c. Details of share holders holding more than 5% shares in the company.

	31 March 2016		31 March 2015	
	No.	% of holding	No.	% of holding
Gagan Mittal	277550	9.30	277550	9.30
Gagan N. Mittal HUF	250000	8.38	250000	8.38
Nirmal Mittal	523000	17.53	523000	17.53
Smt. Shilpa Gagan Mittal	310800	10.42	310800	10.42
United Polyfab Pvt. Ltd.	155000	5.20	155000	5.20



Crystal Delmark Pvt. Ltd.	0	0.00	225000	7.54
Twister Vincom Pvt. Ltd.	0	0.00	185000	6.20
Grade Vintrade Pvt. Ltd.	0	0.00	160000	5.36
Gliter Commosale Pvt. Ltd.	0	0.00	225000	7.54
Lawa Marketing Pvt. Ltd.	0	0.00	225000	7.54
Leoline Properties Pvt. Ltd.	0	0.00	200000	6.70
Others	1466500	49.16	246500	8.26
<b>Total</b>	<b>2982850</b>	<b>100.00</b>	<b>2982850</b>	<b>100.00</b>

As per records of the company, including its register of share holders/members and other declaration received from the share holders regarding beneficial interest, the above share holding represents both legal and beneficial ownership of shares.

## **2 Reserves & Surplus** **31 March 2016**      **31 March 2015**

### **Securities Premium Account**

Balance as per last financial statement	30345500	30345500
Add: Premium on shares issued during the year	0	0

<b>Closing Balance</b>	<b>30345500</b>	<b>30345500</b>
------------------------	-----------------	-----------------

General Reserve (Shree Ganesh Maharaj)	11	11
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	<b>11</b>	<b>11</b>
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### **Profit & Loss A/c**

Balance as per last financial statement	7192220	2692914
Profit for the year	7863259	4499306

<b>Closing Balance</b>	<b>15055479</b>	<b>7192220</b>
------------------------	-----------------	----------------

<b>Total Reserves &amp; Surplus</b>	<b>45400990</b>	<b>37537731</b>
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## **3 Long-term Borrowing** **31 March 2016**      **31 March 2015**

### **Secured**

Term Loan for machines from State Bank of India	121622530	140524312
	526991	0

HDFC Bank (Car Loan, secured by hypothecation of car)		
	<b>122149521</b>	<b>140524312</b>

Less:

Current Maturity of Term Loan	18938092	18750000
	<b>103211429</b>	<b>121774312</b>

1 Term Loan from State Bank of India carries interest rate of 3.45% above Base Rate. The loan is Primarily secured by Hypothecation of machineries purchased out of bank finance. Further as a Colateral security Extension of Equitable Mortgage charge over factory land & building situated at survey No. 238 & 239, Shahwadi, Opp. Pirana Octroi Naka, Narol Highway, Ahmedabad which is owned by the M/s United Polyfab Pvt. Ltd. and Extension of charge over Unit- No-A-38 & B-09 On Ground Floor at Sumel Business Park-IV, Ahmedabad and Survey no-372/450 Plot No A-4 Belle View Farms Lapkaman Village Ahmedabad. Further, the loan has been guaranteed by Personal guarantee of Shri Gagan Mittal, Shri Ritesh Hada, Mrs. Shilpa Mittal, Mrs. Neeti Hada and also Corporate Guarantee of M/s United Polyfab Pvt. Ltd.

2 Installments falling due in respect of all the above term loans upto 31.03.2017 have been grouped under "Current maturities of long term borrowing." (refer Note 6)

<b>4 Other Long-term Borrowing</b>	<b>31 March 2016</b>	<b>31 March 2015</b>
Loan From Others	92883000	54045138
	92883000	54045138
	92883000	54045138
<b>5 Short-term Borrowing</b>	<b>31 March 2016</b>	<b>31 March 2015</b>
<b>Secured</b>		
State Bank Of India C.C.AC-6997	0	0
	0	0
	0	0
<b>6 Trade Payables</b>	<b>31 March 2016</b>	<b>31 March 2015</b>
Trade Payables	44097024	3896523
	44097024	3896523
	44097024	3896523
<b>7 Other Current Liabilities</b>	<b>31 March 2016</b>	<b>31 March 2015</b>
Current Maturities of Long term Borrowing	18938092	18750000
Statutory Dues	223552	199391
Payables for Purchase of Fixed Assets	4356414	54002
Payables for expenses	5869042	5963064
	29387100	24966457
	29387100	24966457

**NOTES "9" OF FIXED ASSETS**

Sr. No.	Name of the Assets	Rate (%)	GROSS BLOCK				DEPRECIATION				NET BLOCK		
			As on 01/04/2015	Addition	Capital Subcidy	Deduction	Total as on 31/03/2016	As on 01/04/2015	For the Year	Adjusted	Total as on 31/03/2016	As on 31/03/2016	As on 31/03/2015
1	Factory Land	7.42%	0	6201971	0	0	6201971	0	0	0	0	6201971	0
2	Plant & Machinery	7.42%	176364203	709033	0	0	177073236	21296586	16786434	0	38083020	138990216	155067617
3	Electric Installation	7.42%	15362374	0	0	0	15362374	1960982	971791	0	2932773	12429601	13401392
4	Fire Safety System	7.42%	52095	0	0	0	52095	6677	3293	0	9970	42125	45418
5	Furniture & Fixtures	6.33%	99205	0	0	0	99205	12101	6319	0	18420	80785	87104
6	Vehicles	6.33%	0	968371	0	0	968371	0	59807	0	59807	908564	0
	<b>Total (A)</b>		<b>191877877</b>	<b>7879375</b>	<b>0</b>	<b>0</b>	<b>199757252</b>	<b>23276346</b>	<b>17827644</b>	<b>0</b>	<b>41103990</b>	<b>158653262</b>	<b>168601531</b>
	<b>Work-in-Progress</b>												
1	Land		551000	5650971		6201971	0	0	0	0	0	0	0
2	Factory Building		0	9E+07		0	89747437	0	0	0	0	89747437	0
3	Plant & Machinery		0	3830788		0	3830788	0	0	0	0	3830788	0
	<b>Total (B)</b>		<b>551000</b>	<b>9.9E+07</b>	<b>0</b>	<b>6201971</b>	<b>93578224.85</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>93578224.85</b>	<b>0</b>
	<b>Total (A+B)</b>		<b>192428877</b>	<b>1.1E+08</b>	<b>0</b>	<b>6201971</b>	<b>293335476.9</b>	<b>23276346</b>	<b>17827644</b>	<b>0</b>	<b>41103990</b>	<b>252231486.9</b>	<b>168601531</b>
	<b>Total Previous Year:-</b>		<b>34372622</b>	<b>1.9E+08</b>	<b>1.3E+07</b>	<b>3.4E+07</b>	<b>179231811</b>	<b>0</b>	<b>5916522</b>	<b>0</b>	<b>5916522</b>	<b>173315289</b>	<b>34372622</b>

<b>8 Short Term Provisions</b>	<b>31 March 2016</b>	<b>31 March 2015</b>
Provision for Income Tax	2455000	1250000
	<u>2455000</u>	<u>1250000</u>
<b>10 Other Long term Loans &amp; Advances</b>	<b>31 March 2016</b>	<b>31 March 2015</b>
Fixed Deposits with State Bank of India held as Security by Govt. Departments & Other Authorities	1154000	1154000
Interest Accured on Fix Deposit Fixed Deposits with State Bank of India	72613 0	449117 37000000
	<u>1226613</u>	<u>38603117</u>
<b>11 Inventories</b>	<b>31 March 2016</b>	<b>31 March 2015</b>
Raw Material	6756510	1297646
Store & Spare	8000	34000
Work in Progress	4082319	86793
Work - in - progress (Job)	82534	117999
Finished Goods	10271201	7819744
	<u>21200564</u>	<u>9356182</u>
<b>12 Trader Receivables</b>	<b>31 March 2016</b>	<b>31 March 2015</b>
a. Trade receivables outstanding for a period exceeding six months from the date they were due for payment Unsecured considered good	4158308	4404167
b. Other Trade receivables	20285815	8091973
Total - a + b	<u>24444123</u>	<u>12496140</u>
<b>13 Cash and Bank Balance</b>	<b>31 March 2016</b>	<b>31 March 2015</b>
Balance with Banks		
State Bank Of India C.C.AC-6997	6499493	15828540
State Bank of India Current A/c. 5930	48250	86954
OBC Bank Current A/C no-6056	5908	0
Cash on Hand	146570	64356
	<u>6700221</u>	<u>15979849</u>
<b>14 Other Short Term Loans &amp; Advances</b>	<b>31 March 2016</b>	<b>31 March 2015</b>

Deposit for Land & Building	233000	8000
Subsidy Receivable	6031347	4469974
Balance with Statutory / Govt. Authority (TDS)	1916219	1443592
Other Loans & Advances (Unsecured but considered Good)	29467354	16878808
	<u>37647920</u>	<u>22800374</u>
<b>15 Other Current Assets</b>	<b>31 March 2016</b>	<b>31 March 2015</b>
Preliminary Exps. A/c	367510	251264
	<u>367510</u>	<u>251264</u>
<b>16 Revenue From Operations</b>	<b>31 March 2016</b>	<b>31 March 2015</b>
Revenue from operations		
<b>Sales of Products</b>		
Sales (Grey/Dyed) (Net of Returns, Rebate & Discount)	240406621	156560288
Sales Denim	0	59902335
<b>Sale of Services</b>		
Job Sales	105580651	95686193
Revenue from Operations (Gross)	<u>345987272</u>	<u>312148816</u>
Less: Excise Duty	0	0
Revenue from Operations (Net)	<u>345987272</u>	<u>312148816</u>
<b>17 Other Income</b>	<b>31 March 2016</b>	<b>31 March 2015</b>
Interest income on		
Bank Deposit	2241210.00	3892871
Others (Net of Interest Exps.)	1248528	2314864
Interest on income tax refund	7960.00	9472
Rent Income	160000.00	0
Sundry Balance W/Off	3181.00	0
	<u>3660879</u>	<u>6217207</u>
<b>18 Cost of raw material and components consumed</b>	<b>31 March 2016</b>	<b>31 March 2015</b>
Inventory at the beginning of the year	1297646	7571051
Add.: Purchase	120738292	172471401
	<u>122035938</u>	<u>180042452</u>

Less: inventory at the end of the year	6756510	1297646
Cost of raw material and components consumed	115279428	178744806
<b><u>Details of Raw Materials Consumed</u></b>		
Cotton & Synthetic Yarn	115279428	178744806
	115279428	178744806
<b>19 (Increase) / decrease in inventories</b>	<b>31 March 2016</b>	<b>31 March 2015</b>
<b>Inventories at the end of the year</b>		
Finished Goods	10271201	7819744
Work-in-Progress	4082319	86793
Job Stock (Semi Finished)	82534	117999
	14436054	8024536
<b>Inventories at the beginning of the year</b>		
Finished Goods	7819744	3144004
Work-in-Progress	86793	5754779
Job Stock (Semi Finished)	117999	175644
	8024536	9074427
<b>Net (Increase)/decrease</b>	<b>-6411518</b>	<b>1049891</b>
<b>20 Employee Benefit Expenses</b>	<b>31 March 2016</b>	<b>31 March 2015</b>
Salary, Wages & Bonus	7021908	6193697
Staff Welfare	47926	32032
Director Remuneration	1538710	1800000
	8608544	8025729
<b>21 Finance Costs</b>	<b>31 March 2016</b>	<b>31 March 2015</b>
Bank Charges	457705	943256
Interest Paid (Net of Interest subsidy)	5720955	3399027
	6178660	4342283
<b>22 Other Expenses</b>	<b>31 March 2016</b>	<b>31 March 2015</b>
<b>Manufacturing Expenses</b>		
Cartage Exps.	489090	386160
Electricity Exps. (Net off Subsidy)	46038860	45401002
Frieght & Octroi	0	5869
Jobwork Charges	3888436	10693356

Insurance Exps.	148120	104184
Loading & Unloading Exps.	377501	409735
Repairs & Maintenance - Machinery	1862704	1717010
Repairs & Maintenance - Building & Others	899332	489786
Packing Charges	123740	109518
Stores & Spares Consumption	66571	501719

53894354	59818339
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#### **Administrative Expenses**

Audit Fee	85875	28090
Angadia & Courier Exps.	270	0
Conveyance & Petrol Exps.	98804	56392
Commission & Brokerage	25352	0
Factory Security Charges	388106	274986
<i>Import Duty &amp; Expenses</i>	88507	0
<i>Loss Due to Fire</i>	25011	0
Interest/Charges on Late Payments	1916	624
Membership Fees & Subscription	16218	16243
Legal Professional & Consultancy Exps	362200	284779
Office Factory Exps.	162842	120811
Preliminary Expenses W/Off	133755	83755
Printing & Stationery	69032	36722
Professional Tax	4800	0
Pollution Expenses	8500	8225
Puja Expenses	24000	25150
Telephone/Mobile/internet Exps.	17240	0
<i>Sumel Shop-Maintanance Charges</i>	27033	0
Sundry Balance w/off	0	801
Rent,Rates & Taxes	840000	840000
Stamp charges	750	1126420

56274565	62721337
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**23** Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure

**24** Balance of Trade Payables, Receivables, Loans and advances, unsecured loans are subject to confirmation.

**25** Value of Import on CIF basis during the year.

1) Raw Material	NIL	NIL
2) Components & Spare Parts	NIL	NIL
3) Capital Goods	NIL	NIL

**26** Expenditure in foreign currency, remittance in foreign currency and earnings in foreign currency during the year

NIL	NIL
-----	-----

**27** Contingent liabilities & Commitments

NIL	NIL
-----	-----

**28** Disclosures in respect of related parties as defined in Accounting Standard 18, with whom transactions have taken place during the year are given below:-

- a. Concern in which in which directors are interested
- United Polyfab Pvt. Ltd.  
United Techfab Pvt. Ltd.  
Vinod Fabrics Pvt. Ltd.  
Vinod Denim Ltd.  
United Eduplus Pvt. Ltd.
- b. Directors and their relatives:
- Gagan N. Mittal  
Gagan N. Mittal HUF  
Kamal Kishore Hada & Others HUF  
Dropadi Kamal Kishore Hada  
Shilpa G. Mittal  
Mansi N. Mittal  
Nirmal Mittal  
Urmila Mittal  
Anjani Agrawal

Following transactions were carried out with the related parties in the ordinary course of business:

	Particulars	Associates Companies	Directors' & Relatives	Concerns in which Directors are interested
1	Sales & other Inc.	Nil	Nil	195756238
2	Purchase & Other Exps.	Nil	Nil	934183
3	Remuneration	Nil	1800000	Nil
4	Purchase of Assets	Nil	Nil	Nil
5	Deposit Received	Nil	Nil	Nil
6	Deposit Paid	Nil	Nil	Nil
7	Interest Recd.	Nil	Nil	NIL
8	Interest Paid	Nil	714199	172603
9	Rent Paid	Nil	Nil	840000
10	Investment in Equity	Nil	Nil	Nil
11	Balance outstanding	Nil	122533	20285815
	Dr./Cr. (Net)	Nil	122533 (Cr.)	2,02,85,815 (Dr)

The particulars given above have been identified on the basis of information available with the company.

**29** Break up of expenditure incurred on employees who were in receipt of remuneration aggregating Rs. 6000000/- or more for year or Rs. 500000/- or more, where employed for a part of the year. Nil (Previous Year Rs. Nil).



**Major Components of deferred tax are:**

<b>Deferred Tax Liability</b>	2436253	1221655
Depreciation		
<b>Deferred Tax Assets</b>		
Disallowance under the Income Tax Act, 1961		
<b>Deferred Tax Liability (Net)</b>	2436253	1221655

**31 The Profit and Loss Account includes:** **31 March 2016** **31 March 2015**

<b>Auditors Remuneration</b>			<b>85875</b>	28090

**32 Micro & Small Enterprises Dues**

As per information given to us there were no amount overdue and remaining outstanding to small scale and /or ancillary Industrial suppliers on account of principal and /or interest as at the close of the year. Based on the information available with company, there are no dues outstanding to Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 for more than 45 days as at March 31, 2016.

**33** Previous year's figures have been regrouped/rearranged wherever necessary so as to make them comparable with the figures of the current year.

As per our report of even date

**For Nahta Jain & Associates**  
Chartered Accountants  
Firm Regn. No. 106801 W

**For and on behalf of the Board of Directors**  
**United Polyfab Gujarat Limited**

**(CA. Gaurav Nahta)**  
**Partner**

M.No. 116735

**Gagan Mittal**  
**(Managing Director)**

**(DIN- 00593377)**

**(C.S.)**

Place : Ahmedabad  
Date : 02/05/2016

**Ritesh Hada**  
**(Director)**

**(DIN- 01919749)**

**(C.F.O.)**

Place : Ahmedabad  
Date : 02/05/2016

**UNITED POLYFAB GUJARAT LTD.****A. CASH FLOW STATEMENT FOR THE YEAR ENDED  
ON 31-03-2016**

<b>PARTICULARS</b>	<b>CURRENT YEAR</b>	<b>PREVIOUSY EAR</b>
NET PROFIT BEFORE TAX AND EXTRA ORDINARY ITEMS	11549399	6522030
<b>ADJUSTMENT FOR:</b>		
DEPRECIATION	17827644	17359824
Preliminary exps	133755	83755
INTEREST RECEIVED	(3489738)	(6217207)
PROFIT ON SALE OF FIXED ASSETS		
Interest Paid	6178660	3399027
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	32199720	21147429
TRADE AND OTHER RECEIVABLE	(11947983)	27306185
INCREASE IN LONG TERM LOANS AND ADVANCES	37376504	(4354721)
INCREASE IN SHORT TERM LOANS AND ADVANCES	(14847546)	6133596
INCREASE/DECREASE IN OTHER CURRENT ASSETS	0	83755
INVENTORIES	(11844382)	7358296
LOANS AND ADVANCES		
TRADE PAYABLES	40200501	(14948453)
INCREASE IN CURRENT LIABILITIES	4232551	(2861416)
DECREASE IN SHORT TERM PROVISIONS	1205000	523296
CASH IN FLOW FROM OPERATIONS	76574365	40387967
CASH IN FLOW BEFORE EXTRAORDINARY ITEMS	76574365	40387967
DIRECT TAX PAID	(2471542)	(1250000)
EXTRA ORDINARY ITEMS (PRIOR PERIOD ADJUSTMENT)		
<b>NET CASH IN FLOW FROM OPERATING ACTIVITIES</b>	<b>74102823</b>	<b>39137969</b>
<b>CASH OUT FLOW FROM INVESTING ACTIVITIES</b>		
SALE OF FIXED ASSETS	0	0
INTEREST RECEIVED	3489738	6217207
PURCHASES OF FIXED ASSETS	(100906600)	(13197066)
Purchase of investment	0	(5880858)
DIVIDEND RECEIVED		
<b>NET CASH OUT FLOW FROM INVESTING ACTIVITIES</b>	<b>(97416862)</b>	<b>(12860717)</b>

<b>C. CASH IN FLOW FROM FINANCING ACTIVITIES:</b>		
interest paid	(6178660)	(3399027)
REPAYMENT OF LONG TERM BORROWING	(18901782)	(32194977)
REPAYMENT OF VEHICLE LOANS	526991	
INCREASE IN UNSECURED LOANS	38837862	38957397
INCREASE IN SHORT TERM BORROWING	0	(13677323)
PRELIMINARY EXP.	(250000)	(83755)
PUBLIC ISSUE EXPENSES		
<b>NET CASH IN FLOW FROM FINANCING ACTIVITIES</b>	<b>14034411</b>	<b>(10397685)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENT</b>	<b>(9279628)</b>	<b>15879567</b>
NET CASH AND CASH EQUIVALENT (OPENING CASH BALANCE)	15979849	100282
NET CASH AND CASH EQUIVALENT (CLOSING CASH BALANCE)	6700221	15979849

#### **AUDITORS REPORT**

We have verified the attached Cash Flow Statement of United Polyfab Gujarat Ltd. derived from the audited financial statements and the books of records maintained by the company for the year ended 31st March 2016 and found the same in agreement therewith.

For, Nahta Jain Associates  
Chartered Accountants  
Firm Regn. No. 106801 W

Date : 02/05/2016  
Place : Ahmedabad

(CA. Gaurav Nahta)  
Partner  
M. No. 116735

## **SIGNIFICANT ACCOUNTING POLICIES**

### **Accounting Convention**

The financial statements are prepared under the historical cost convention on the “Accrual Concept” of accountancy in accordance with the accounting principles generally accepted in India and comply with the accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable and with the relevant provisions of the Companies Act, 2013.

### **Use Of Estimates**

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which results are known/materialized.

### **Fixed Assets**

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition /construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

In case of new projects / expansion of existing projects, expenditure incurred during construction / preoperative period including interest and finance charge on specific / general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective fixed assets on completion of construction / erection of the capital project / fixed assets.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as “Capital Work in Progress.”

### **Impairment of Assets**

At each balance sheet date, the Company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset’s net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the assets.

### **Depreciation**

All fixed assets, except capital work in progress, are depreciated on a Straight Line Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on additions to / deletions from fixed assets made during the period is provided on pro-rata basis from / up to the date of such addition / deletion as the case may be.

### **Investments**

Long term investments are stated at cost. Current investments are stated at lower of cost and market price. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary in the opinion of the management.

## **Inventories**

Inventories are measured at lower of cost and net realizable value. Cost of raw materials, stores & spares parts are ascertained on FIFO basis. Cost of finished goods and process stock is ascertained on full absorption cost basis. Cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing in them to their present location & condition.

## **Revenue Recognition**

Sales are recognized when goods are supplied. Sales are net of trade discounts, rebates and vat. It does not include interdivisional sales.

Revenue in respect of other items is recognized when no significant uncertainty as to its determination or realization exists.

## **Borrowing Cost**

Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

## **Employee Benefits**

Short – term employee benefits are recognized as an expense at the undiscounted amount in the profit & loss account of the year in which the related service is rendered.

Post employment and other long term employee benefits are recognized as an expense in the profit & loss account for the year in which the liabilities are crystallized

## **Taxes on Income.**

Income tax expenses for the year comprises of current tax and deferred tax. Current tax provision is determined on the basis of taxable income computed as per the provisions of the Income Tax Act. Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods subject to conditions of prudence and by applying tax rates that have been substantively enacted by the balance sheet date.

## **Provision, Contingent Liabilities and Contingent Assets**

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

Contingent liabilities are not recognized but are disclosed in the notes.

Contingent assets are neither recognized nor disclosed in the financial statements.

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For, Nahta Jain & Associates  
Chartered Accountants  
Firm Regn. No. 106801W

For and On Behalf of the Board of Directors  
**UNITED POLYFAB GUJARAT LTD.**  
**(Formerly Known as United Polyfab (Unit-II) Pvt. Ltd.)**

**CA. Gaurav Nahta**  
Partner  
M. No. 116735

Gagan Mittal  
(Managing Director)  
(DIN-00593377)

Ritesh Hada  
(Director)  
(DIN-01919749)

Place : Ahmedabad  
Date : 02/05/2016

Place : Ahmedabad  
Date : 02/05/2016

**United Polyfab Gujarat Limited (F.Y. 2015-16)**

<b><u>Other Long Term Liabilities</u></b>	<b>AMOUNT</b>
Dhanshree Barter Pvt Ltd	29200000
Dropadi Kamal Kishor Hada	2500000
Fantasy Tie Up Pvt Ltd	2562190
Gagan N Mittal-HUF	6015978
Kamal Kishor Hada and Others HUF	2000000
Mrs Shilpa G Mittal	7467384
Ms Mansi N Mittal	1818776
Parvati Vyapaar Pvt Ltd	1536112
Shree Durga Textile (Deposit)	500000
Shri Gagan N Mittal	9103546
Shri Nirmal M Mittal	5011835
Smt.Urmila Nirmal Mittal	5011836
United Eduplus Pvt Ltd	20155343
	<hr/> <b>92883000</b> <hr/>

<b><u>Trade Payables</u></b>	<b>AMOUNT</b>
ADI Spintex Private Limited	22680457
Ozone PB Spintex Limited	21416567
	<hr/> <b>44097024</b> <hr/>

<b><u>Other Current Liabilities</u></b>	<b>AMOUNT</b>
<b>For Capital Expenditure</b>	
A.J.Associates	12709
A.J.Enterprise	27432
AI FABTECH	29450
Armaan Impex	2302473
Laldas Kanakdas	370402
Manibhadra Trading Co	247839
Mansi Corporation	25580
Mithilesh B Kushwah	20000
Neelu Enterprise	6400
P.D.Enterprise	24910
Pragati Sales Corporation	1014439
Samir Ajugiya	4450
Shree Sai Ceramic	52174
Virambhai Jetabhai	189956

Zeel Hicare Pest Control

28200

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**For Exp.**

Ajay Singh Jailsingh	6400
Amardeep Pal (T.W)	4950
Ambalal Patel	5750
Amit Bhandari & Associates	4000
Anand Singh	5596
Anjani S Agrawal	9000
Anup Dubey	2462
Ashapuri Infotech	350
Ashok B Maheshwari	26277
Dilip Patel	8850
Dipesh Bhai Bhatt	4500
Durgesh Patel	6680
G.Nahta & Co	25000
Irfan A Vishwasi	1000
Jagdish Sahu	4200
Jashu Ben	3440
Jlgar B Shah	11135
Jitendra Prajapati	9231
Madhuri Ben	3660
Nahta & Co.	25000
Nahta Jain & Associates	106465
Narsingh Chaudhry	2250
Perfect Printer	8650
Pooja Satyendra Singh Kushwah	9900
Pradeep Patel	6120
Pradeep Yadav	3750
Pranav Parikh Associates	25000
Pratik Parmar-Helper	5800
Provision for Expenses	23627
Raghuveer Kumar	8350
Rajendra Prasad Dwiwedi	2000
Rajesh G Raval	79200
Rajubhai Bharwad	94050
Ram Prakash Yadav	4500
Ranjit Patel	8400
Sagar Rabari	7265
Shivveer Singh	73254
Shushil Dahiya	6400
Sobodh Paswan	28215
Sonal Ben	4100
Suryaben	1680
Thana Ram Virmajji	8400
Torrent Power Limited-AEC Bills	4478000
UGVCL-Electricity Bills	42518
Umesh Patel	6120

United Polyfab Pvt Limited ( Other)	7303
Vasudev Ram Pratap	8120
Vatsal P Mashar	4000
Vijay Kumar Raghunath	6400
Vijay Kumar Upadhyay	7029
Virendra Kumar Patel	1615
Vishal Guarding & Manpower Supplier	63609
Y.M.Shah	10000
Amar Pratap Singh	9150
Anil Patel S	12750
Anjali Sangtani	15385
Anurag Patel	6050
Arun Patel	14400
Baldev Shukla	1350
Bhupendra Singh Tomar	10615
Chandresh Kumar S	9050
Devchandra Paswan	12600
Gopal Yadav	7058
Harendra Yadav	900
Harshad Parmar	16154
Hitesh Pathak	13050
Indrajeet Singh	9050
Janvijay Singh	9050
Jivabhai M Bodar	50000
Kamlesh Verma	10500
Lal Bahadur Sharma	16116
Mahendra Paswan	11700
Mithilesh PAtel	8600
Mrs. Shilpa G. Mittal (Remuneration)	87983
Mrutunjay Singh	9150
Narayan Prasad Patel	7135
Naresh Soni	7200
Niraj Yadav	10346
Om Vir Kushwah	10800
Pradeep Kushwah	13538
Prashant Ojha	5150
Punit Patel	7950
Rajeshbhai Jabukiya	9615
Rakesh Chaudhry	4050
Rakesh Rajput	10954
Ramkishor Shivilal Patel	4050
Ramvilash Paswan	10615
Ravindra Mishra	1080
Sanjay KUmar Behra	8942
Sanjay Singh Ishwar	10400
Sanjeev Singh	8923
Satyaprakash Singh	5077
Satyendra Singh Kushwah	20000
Shree Ram Yadav	4385
Shri Gagan N Mittal-Salary	34550



Sonu Singh Ishwar	8600
Vinod Patel	5450

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**Statutory Dues**

**AMOUNT**

TDS On Consultancy	35500
Tds On Contractor	46482
TDS on Interest Paid to Unsecured Loans	99603
TDS On Professional Fees	7500
TDS on Rent	7000
TDS on Salary	27467

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**223552**

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**Trade Receivables**

	<b>LESS THAN SIX MONTHS</b>	<b>MORE THAN SIX MONTHS</b>
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Manoj Jindal & Sons	0	286078
Mathuram Sunilkumar	0	3872230
Vinod Denim Ltd. (Job)	8952902	0
Vinod Denim Ltd-Sales	11332913	0

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<b>20285815</b>	<b>4158308</b>
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**Other Short Term Loans & Advances**

**AMOUNT**

A.M.Steel-Loan	5000000
Dipesh Bhai-Loan	13000
Farukh Bhai-Loan	1000
Gopal Yadav-Loan	9000
Harshad S Parmar-Loan	27000
I.P.O Expenses	802452
Mittal Fabrics-Loan	11350000
Niraj Yadav-Loan	8000
Pooja Satyendra Singh Kushwah-Loan	201000
Power Tariif Claim Receivable A/C	1931060
Prashant Oza-Loan	6000
Prepaid Expenses	514062
Punit Patel-Loan	6000
Rakesh Rajput-Loan	6000

Riddhi Fabrics-Loan	170250
Sagar Desai-Loan	11000
Sanjeev Singh-Loan	8000
Satyaprakash Singh-Loan	10000
Vat Credit (Refundable)	4393530
Venus Denim	5000000
	<hr/> <b>29467354</b> <hr/>

**Deposit for Land & Building**

**AMOUNT**

Torrent Power S.D- Sumel	8000
Security Deposit (UGVCL)	225000
	<hr/> <b>233000</b> <hr/>

**Subsidy Receivable**

**AMOUNT**

Subsidy Receivable	6031347
	<hr/> <b>6031347</b> <hr/>

**Short Term Advance Tax & TDS**

**AMOUNT**

TDS Receivable 31.03.2016	1916219
	<hr/> <b>1916219</b> <hr/>

## ANNEXURE-A

### Form MGT-9 EXTRACT OF ANNUAL RETURN as on the financial year ended on 31/03/2016

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

#### I. REGISTRATION AND OTHER DETAILS:

- i) CIN U18109GJ2010PLC062928
- ii) Registration Date 16/11/2010
- iii) Name of the company UNITED POLYFAB GUJARAT LIMITED
- iv) Category of the Company Public Company  
Sub Category of the Company Limited By Shares
- v) Address of the Registered office and contact details Survey No. 238/239, Shahwadi, Narol-Sarkhej Highway, Ahmedabad-382405
- vi) Whether listed company  YES  NO
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any SATELLITE CORPORATE SERVICES PVT LTD  
SEBI REGN NO: INR000003639  
B-302, Sony Apartment, Opp. St. Jude's High School,  
90 ft. Road, Off Andheri Kurla Rd, Jarimari, Sakinaka,  
Mumbai – 400 072, Maharashtra – India.

#### 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:-

Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
Fabrics Manufacturing	9988	100



b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1)+(A)( 2)</b>	-	<b>1598850</b>	<b>1598850</b>	<b>53.6</b>	-	<b>1823850</b>	<b>1823850</b>	<b>61</b>	<b>7.4</b>
<b>B. Public Shareholding</b>	-	-	-	-	-	-	-	-	-
<b>1. Institutions</b>	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>	-	-	-	-	-	-	-	-	-
<b>a) Bodies Corp.</b>	-	-	-	-	-	-	-	-	-
i) Indian	-	1384000	1384000	46.4	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital uptoRs. 1 lakh	-	-	-	-	-	15000	15000	0.6	0.71

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	1144000	1144000	38.4	6.69
c) Others (specify):-	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	-	<b>1384000</b>	<b>1384000</b>	<b>46.4</b>	-	<b>1159000</b>	<b>1159000</b>	<b>39</b>	<b>7.4</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	<b>2982850</b>	<b>2982850</b>	<b>100.00</b>	-	<b>2982850</b>	<b>2982850</b>	<b>100.00</b>	<b>14.8</b>

(ii) Shareholding of Promoters (Promoter and Promoter Group)

Sr No	Name (Promoter)	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	NIRMAL MITTAL	523000	17.53	-	523000	17.53	-	-
2	GAGAN MITTAL	277550	9.30	-	277550	9.30	-	-
3	GAGAN N MITTAL (HUF)	250000	8.38	-	250000	8.38	-	-
4	SHILPA G. MITTAL	310800	10.42	-	310800	10.42	-	-
5	UNITED POLYFAB PRIVATE LIMITED	155000	5.20	-	155000	5.20	-	-
6	NIRMAL M MITTAL (HUF)	40000	1.34	-	40000	1.34	-	-
7	MANSI N. MITTAL	40000	1.34	-	40000	1.34	-	-
8	MANJU KEJRIWAL	-	-	-	60000	2.01	-	2.01
9	RONAK KEJRIWAL	-	-	-	60000	2.01	-	2.01
10	SUSHIL KEJRIWAL	-	-	-	60000	2.01	-	2.01
11	MAÎTRI KEJRIWAL	-	-	-	45000	1.51	-	1.51
12	RITESH HADA	2500	0.05	-	2500	0.08	0.05	-

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

YES

NO

Sr. No.	Particulars	Shareholding at the beginning of the year.		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the Beginning of the Year.	1598050	53.57	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	<ol style="list-style-type: none"><li>1) 15-05-2015- Manju Kejriwal - 60000 Shares (Increase in Shareholding due to Transfer of Shares from Crystal Dealmark Private Limited)</li><li>2) 15-05-2015- RonakKejriwal – 60000 Shares(Increase in Shareholding due to Transfer of Shares from Crystal Dealmark Private Limited)</li><li>3) 15-05-2015- Sushil Kejriwal -60000 Shares (Increase in Shareholding due to Transfer of SharesfromCrystal Dealmark Private Limited)</li><li>4) 15-05-2015- MaitriKejriwal- 45000 Shares (Increase in Shareholding due to Transfer of Shares from Crystal Dealmark Private Limited)</li></ol>		-	-
	At the End of the year	1823850	61.14	-	-

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

Sr No	Top ten Shareholders Name	Shareholding at the beginning/end of the year			Changes during the year			Cumulative Shareholding during the year	
		Date	No. of Shares	% of total Shares of the company	Date	(+)Increase/ (-)Decrease	Reason	No. of Shares	% of total Shares of the company
1	Dipesh V Bhatt	01-04-2015	-	-	-	-	-	-	-
		31-03-2016	80000	2.68	15-05-2015	80000	Transfer of Shares from Grade Vintrade Private Limited	80000	2.68
2	Preeti Vinay Mishra	01-04-2015	-	-	-	-	-	-	-
		31-03-2016	80000	2.68	15-05-2015	80000	Transfer of Shares from Grade Vintrade Private Limited	80000	2.68
3	PawankumarMulchandSoni	01-04-2015	-	-	-	-	-	-	-
		31-03-2016	75000	2.51	30-06-2015	75000	Transfer of Shares from Gloria Tradelink Private Limited ( Formerly Known As Gliter Commosale Private Limited)	75000	2.51
4	VasantbhaiKohyabhai Patel	01-04-2015	-	-	-	-	-	-	-
		31-03-2016	75000	2.51	30-06-2015	75000	Transfer of Shares from Gloria Tradelink Private Limited ( Formerly Known As Gliter Commosale Private Limited)		
5	Rajesh Mishra	01-04-2015	-	-	-	-	-	-	-
		31-03-2016	75000	2.51	15-04-2015	75000	Transfer of Shares from Lawa Marketing Private Limited	75000	2.51
6	Pooja Satyendra Singh Kushwah	01-04-2015	-	-	-	-	-	-	-
		31-03-2016	75000	2.51	15-05-2015	75000	Transfer of Shares from Manifest Overseas Private Limited ( Formerly Known As Mangalam Dealmark Private Limited)	75000	2.51



7	MahendrabhaiPurajiPrajapati	01-04-2015	-	-	-	-	-	-	-
		31-03-2016	60000	2.01	15-04-2015	60000	Transfer of Shares from Twister Vincom Private Limited	60000	2.01
8	Pooja PawanbhaiSoni	01-04-2015	-	-	-	-	-	-	-
		31-03-2016	60000	2.01	15-04-2015	60000	Transfer of Shares from Leoline Properties Private Limited		
9	Alka Rajesh Mishra	01-04-2015	-	-	-	-	-	-	-
		31-03-2016	60000	2.01	15-04-2015	60000	Transfer of Shares from Leoline Properties Private Limited	60000	2.01
10	Vinay Mishra	01-04-2015	-	-	-	-	-	-	-
		31-03-2016	60000	2.01	15-04-2015	60000	Transfer of Shares from Lawa Marketing Private Limited	60000	2.01

v) Shareholding of Directors and Key Managerial Personnel

Sr No	Directors and KMP Name	Shareholding at the beginning/end of the year			Changes during the year			Cumulative Shareholding during the year	
		Date	No. of Shares	% of total Shares of the company	Date	(+)Increase/(-)Decrease	Reason	No. of Shares	% of total Shares of the company
1	Mr. GAGAN MITTAL	01-Apr-2015	277550	9.30		-		277550	9.30
		31-Mar-2016	277550	9.30		-		277550	9.30
2	Mr. RITESH HADA	01-Apr-2015	2500	0.08		-		2500	0.08
		31-Mar-2016	2500	0.08		-		2500	0.08
3	Mr. ANCHIT AGRAWAL	01-Apr-2015	-	-		-		-	-
		31-Mar-2016	-	-		-		-	-
4	Mr. PARTH DOSHI	01-Apr-2015	-	-		-		-	-
		31-Mar-2016	-	-		-		-	-

5	Ms. SEJAL PARMAR	01-Apr-2015	-	-	-	-	-	-
		31-Mar-2016	-	-	-	-	-	-
6	Ms. ANJALI SANGTANI	01-Apr-2015	-	-	-	-	-	-
		31-Mar-2016	-	-	-	-	-	-
7	Mr. HARSHAD PARMAR	01-Apr-2015	-	-	-	-	-	-
		31-Mar-2016	-	-	-	-	-	-

## V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	140524312	54045138	-	194569450
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>140524312</b>	<b>54045138</b>	<b>-</b>	<b>194569450</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	526991	38837862	-	39364853
• Reduction	-18901782		-	-18901782
<b>Net Change</b>	<b>-18374791</b>	<b>38837862</b>	<b>-</b>	<b>20463071</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	122149521	92883000	-	215032521
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-

<b>Total (i+ii+iii)</b>	<b>122149521</b>	<b>92883000</b>	<b>-</b>	<b>215032521</b>
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## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Name of MD/ WTD/ Manager	Gross salary			Stock Option	Sweat Equity	Commission		Others, please specify	Total	Ceiling as per the Act
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			as % of profit	others, specify...			
GAGAN MITTAL	600000	-	-	-	-	-	-	-	600000	-
SHILPA MITTAL	938710								938710	
<b>Total</b>	<b>1538710</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1538710</b>	<b>-</b>

### B. Remuneration to other directors:

Name of Directors	Fee for attending board/ committee meetings	Commission	Others, please specify	Total Amount
<b>Independent Directors</b>	-	-	-	-
<b>TOTAL (1)</b>	-	-	-	-
<b>Other Non-Executive Directors</b>	-	-	-	-
<b>TOTAL (2)</b>	-	-	-	-
<b>TOTAL (B)=(1+2)</b>	-	-	-	-
<b>TOTAL MANAGERIAL REMUNERATION</b>	-	-	-	-
Ceiling as per the act (1% of profits calculated under section 198 of Companies act,2013)	-	-	-	-

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

Key Managerial Personnel	Name	Gross salary			Stock Option	Sweat Equity	Commission		Others, please specify	Total
		(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			as % of profit	others, specify...		
CEO	-	-	-	-	-	-	-	-	-	-
Company Secretary	Ms. Anjali sangtani	80000	-	-	-	-	-	-	-	80000
CFO	Mr. HarshadParmar	80000	-	-	-	-	-	-	-	80000
<b>Total</b>		<b>160000</b>	-	-	-	-	-	-	-	<b>160000</b>

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)
<b>A. COMPANY</b>					
Penalty	NIL				
Punishment	-				
Compounding	-				
<b>B. DIRECTORS</b>					
Penalty	NIL				
Punishment	-				
Compounding	-				
<b>C. OTHER OFFICERS IN DEFAULT</b>	-				

Penalty	NIL				
Punishment	-				
Compounding	-				

**By order of the Board of Directors**  
**For, UNITED POLYFAB GUJARAT LIMITED**

**Place: Ahmedabad**

**Date: 2nd May, 2016**

**Mr. Gagan Mittal**  
**(Managing Director)**  
**(DIN- 00593377)**

**ANNEXURE- B**  
**FORM NO. AOC.2**

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

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

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

- (a) Name(s) of the related party and nature of relationship-
- (b) Nature of contracts/arrangements/transactions
- (c) Duration of the contracts/arrangements/transactions
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any
- (e) Justification for entering into such contracts or arrangements or transactions
- (f) date (s) of approval by the Board
- (g) Amount paid as advances, if any:
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

**2. Details of material contracts or arrangement or transactions at arm's length basis:-**

- (a) Name(s) of the related party and nature of relationship

<b>Sr. No.</b>	<b>Name of Related Party</b>	<b>Nature of Relationship</b>
1	Vinod Fabrics Private Limited	Private Company in which Director in Interested.
2	United Polyfab Private Limited	Private Company in which Director in Interested.
3	Vinod Fabrics Private Limited	Private Company in which Director in Interested.
4	Vinod Denim Limited	Public Company in which Director in Interested.
5	United Techfab Private Limited	Private Company in which Director in Interested.
6	Vinod Denim Limited	Public Company in which Director in Interested.

- (b) Nature of contracts/arrangements/transactions:-

<b>Sr. No.</b>	<b>Name of Related Party</b>	<b>Detail of Transaction</b>
1	Vinod Fabrics Private Limited	Job Work (Expense)
2	United Polyfab Private Limited	Rent Expenses
3	Vinod Fabrics Private Limited	Sales
4	Vinod Denim Limited	Sales
5	United Techfab Private Limited	Sales

6	Vinod Denim Limited	Job Work (Income)
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(c) Duration of the contracts/arrangements/transactions:-

Sr. No.	Name of Related Party	Duration
1	Vinod Fabrics Private Limited	Since FY -2013-2014.
2	United Polyfab Private Limited	Since FY-2013-2014.
3	Vinod Fabrics Private Limited	Since FY-2014-2015
4	Vinod Denim Limited	Since FY-2013-2014.
5	United Techfab Private Limited	For FY-2015-16
6	Vinod Denim Limited	Since FY-2013-2014.

(d) Salient terms of the contracts or arrangements or transactions including the value, if any:

Sr. No.	Name of Related Party	Amount (FY-2015-16)
1	Vinod Fabrics Private Limited	8,14,183
2	United Polyfab Private Limited	8,40,000
3	Vinod Fabrics Private Limited	2,56,67,034
4	Vinod Denim Limited	6,39,78,177
5	United Techfab Private Limited	5,30,376
6	Vinod Denim Limited	10,55,80,651

(e) Date(s) of approval by the Board, if any: **N.A**

(f) Amount paid as advances, if any: **NIL**

**By order of the Board of Directors  
For, UNITED POLYFAB GUJARAT LIMITED**

**Place: Ahmedabad  
Date: 2nd May, 2016**

**Mr. Gagan Mittal  
(Managing Director)  
(DIN- 00593377)**

## ANNEXURE-C

### ANNEXURE TO THE DIRECTORS REPORT

Information pursuant to the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 as amended.

1. CONSERVATION OF ENERGY: NIL
2. TECHNOLOGY ABSORPTION: NIL
3. FOREIGN EXCHANGE EARNINGS AND OUTGO: NIL

#### FORM-A

#### FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSUMPTION OF ENERGY:

	Current Year	Previous Year
(Power and Fuel Consumption)		
1) Electricity:		
a) Purchase Units	7631130	7814780
Total Amount	53669990	56699372
Rate/Unit	7.033	7.26
b) Own Generation		
i. Through Diesel Generator Units	Nil	Nil
Unit per Litre of Fuel		
Cost/Unit		
ii. Through Steam Generator Units	Nil	Nil
Unit per Litre of Fuel		
Cost/Unit		
2) Coal:		
Quantity	Nil	Nil
Total Cost		
Average Cost		
3) Lignite:		
Quantity	Nil	Nil
Total Cost		
Average Cost		
4) Fire Wood & Lignite		
Quantity	Nil	Nil
Total Cost		
Average Cost		
5) Others		
(a) Gas:	Nil	Nil
Quantity Consumed in M3		



Total Cost		
Rate		
(b) LPG		
Quantity Consumed	Nil	Nil
Total Cost		
Rate		

**FORM- B**  
**FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION OF**  
**TECHNOLOGY, RESEARCH AND DEVELOPMENT.**

Research and Development (R&D)	Current Year	Previous Year
1. Specific areas in which R & D is carried out by the Company.	Nil	Nil
2. Benefits derived as a result of the above R& D	Nil	Nil
3. Future Plan of Action	Nil	Nil
4. Expenditure on R & D	Nil	Nil
(a) Capital	Nil	Nil
(b) Benefits derived as a result of the above R&D	Nil	Nil
(c) Future Plan of Action	Nil	Nil
(d) Total R&D expenditure as a percentage of total turnover adaptation and innovation.	Nil	Nil

**By order of the Board of Directors**

**For, UNITED POLYFAB GUJARAT LIMITED**

**Place: Ahmedabad**

**Date: 2nd May, 2016**

**Mr. Gagan Mittal**  
**(Managing Director)**  
**(DIN- 00593377)**

ATTENDANCE SLIP

**UNITED POLYFAB GUJARAT LIMITED**

SURVEY NO. 238, 239, SHAHWADI, OPP. NEW AARVEE DENIM,  
NAROL-SURKHEJ HIGHWAY, AHMEDABAD -382405

CIN NO.:- U18109GJ2010PLC062928; Tel: - +91 9925232824;

Website:- [www.upgl.in](http://www.upgl.in); Email:- [info@unitedpolyfab.com](mailto:info@unitedpolyfab.com);

Regd. Folio Number	
Name and Address of the Shareholder	

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company being held on 28/05/2016 at the Registered Office of the Company at Survey No. 238, 239, Shahwadi, Opp. New Aarvee Denim, Narol- Sarkhej Highway, Ahmedabad -382405 at 11.00 AM.

Signature of the Shareholder/ Proxy Present.

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Shareholder/ Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

UNITED POLYFAB GUJARAT LIMITED

SURVEY NO. 238, 239, SHAHWADI, OPP. NEW AARVEE DENIM,  
NAROL-SURKHEJ HIGHWAY, AHMEDABAD -382405  
CIN NO.:- U18109GJ2010PLC062928; Tel: - +91 9925232824;  
Website:- [www.upgl.in](http://www.upgl.in); Email:- [info@unitedpolyfab.com](mailto:info@unitedpolyfab.com);

PROXY FORM (FORM NO MGT 11)

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

Name of the member: .....

Registered Address: .....

.....

Email Id:- ..... Folio No. ....

I, being the member holding ..... shares of the above named Company, hereby appoint:-

- 1. Name:- .....
- Address:- .....
- .....

Email ID:- ..... Signature:- ..... or failing him

- 2. Name:- .....
- Address:- .....
- .....

Email ID:- ..... Signature:- .....as my proxy to attend and vote for me and on my behalf at the ANNUAL GENERAL MEETING of the Company being held on 28/05/2016 at the Registered Office of the Company at Survey No. 238, 239, Shahwadi, Opp. New Aarvee Denim, Narol- Sarkhej Highway, Ahmedabad -382405 at 11.00 AM and at any adjournment thereof in respect of such resolutions as our indicated below:

Resolution No.

**ORDINARY BUSINESS**

- 1.To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March 2016, the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
- 2.To appoint a Director in place of Mr. GAGAN NIRMAL MITTAL (DIN: 00593377) & RITESH HADA (DIN: 01919749) and who retires by rotation and being eligible, offers themselves for re-appointment.
- 3.To Ratify the appointment of M/s Nahta Jain & Associates, Chartered Accountants (Firm Registration No. 106801W), as Statutory auditor of the Company and to fix their Remuneration.

**SPECIAL BUSINESS:-**

4. To Create Security on the Properties of the Company, both present and future, in favour of lenders.
5. To Appoint Mr. ANCHIT AGRAWAL (DIN 07379293) as an Independent Director.
6. To Appoint Mr. PARTH DOSHI (DIN 07380365) as an Independent Director.
7. To Appoint Ms. SEJAL PARMAR (DIN 07401639) as an Independent Director.

Signed this..... day of .....2016

Signature of Shareholder

Signature of Proxy

Note: This form duly filled up, stamped and signed by the appointer or his attorney duly authorised in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the Power of Attorney, if any under which the Proxy Form is signed, not less than 48 Hours before the time for holding the Meeting.

Affix Revenue Stamp
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