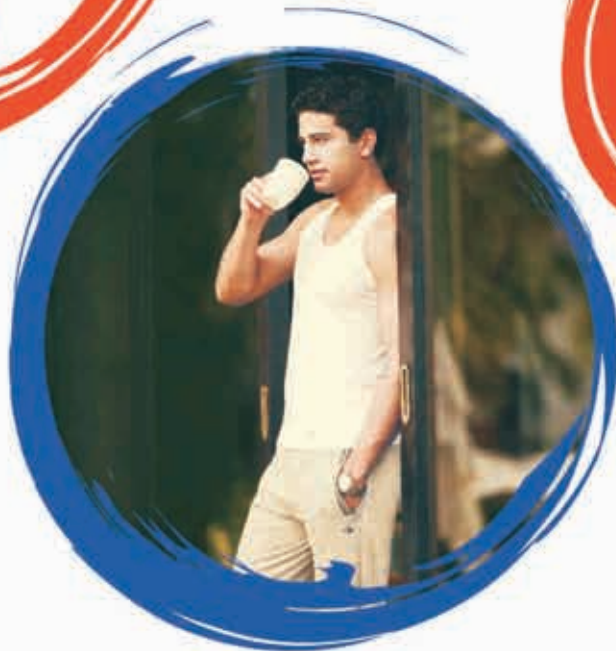




Maxwell Industries Ltd.



**ANNUAL
REPORT
2015-16**



Frenchie^{vip}

Feelings

Sacré-Jour d'inspiration depuis 1984
Eminence

Brat

LEADER



VIP[®] Inners

Authentic Company Showroom

इन्नेर्स



Maxwell Industries Ltd., the pioneer in inner wear, in India has rolled out its exclusive store concept called VIP Inners. The store is a significant step in the direction of creating a new, unique and holistic product experience for consumers at the retail level. This retail store is positioned as an innerwear studio catering to various intimate-wear, lounge-wear and accessory needs of Men, Women and Kids. The store will offer the latest styles and colors to the customers helping them make a well-informed decision. This store will be a one-stop solution for consumers and will provide exclusivity & uniqueness in terms of range, ambience and visual display. The ambience will be vibrant as well as classy, targeting the contemporary upwardly mobile consumer segment. The company has plans to open Inners stores all across the country. These stores will be opened by the company and through Franchisee. Store Locations: Koparkhairane (Mumbai) | Kalyan (Mumbai) | Virar (Mumbai) | Bangalore | Bellary



Mr. Jaykumar Pathare

a founder of VIP innerwear Brand
(04th May, 1936-16th January, 2016)



Bhagavat Gita Chapter III

Verse 21

Yad Yad Acarati Sresthas
Tat Tad Evetaro Janah
Sa Yat Pramanam Kurute
Lokas Tad Anuvartate



TRANSLATION

Whatever action is performed by a great man, common men follow in his footsteps.
And whatever standards he sets by exemplary acts, all the world pursues.





The brand VIP is the true representation of the Indian Male – mature, robust, dependable and composed. Over the years, VIP products have consistently maintained their high standards of comfort and quality.

Even after 40 years of being in the market, VIP still moves forward, bringing quality innerwear to the common man. That is why VIP was named Superbrand of 2015-2016.

From innerwear to thermals to loungewear, VIP's innovation has been on the cutting edge. The VIP brand has and will stay true to its core philosophy of bringing quality products to the common man, making him feel like a VIP, truly.

Product Portfolio -

Innerwear : Vest
Brief
Trunk

lounger Wear : T-Shirt
Track Pant
Muscle Tee
Bermuda

Thermal Wear

Accessories : Socks
Handkerchiefs

Corporate Information

Board of Directors

Jaykumar K. Pathare	Chairman & Whole Time Director (upto 16.01.2016)
Sunil J. Pathare	Chairman & Managing Director (Chairman w.e.f. 12.02.2016)
Kapil J. Pathare	Whole Time Director
Dr. Arvind Kulkarni	Independent Director (upto 12.02.2016)
Gopal Sehjpal	Independent Director
Chetan Sheth	Independent Director
Robin Banerjee	Independent Director
Meher Castelino	Independent Director

Chief Executive Officer

(Sales, Marketing and Production)

Yogesh Tiwari (w.e.f. 24.09.2015)

Chief Financial Officer & Company Secretary

Ashish Mandaliya

Chief Finance Controller

Devendra Vyas

Statutory Auditors

M/s. Attar & Company
Chartered Accountants

Internal Auditor

M/s. Sharp & Tannan Associates
Chartered Accountants

Bankers

State Bank of India
IDBI Bank Limited
HDFC Bank Limited
RBL Bank Limited

Plant Location

Knitting Unit	: 360/13, Ganesh Industrial Estate, Village Kachigam, Nani Daman, Daman - 396210
Processing House	: 13-15, SIPCOT, Perundurai, Erode, Tamil Nadu - 638052
Stitching Units	: 92/94, New GIDC, Umbergaon, Gujarat - 396171
	: SF-125/126/127, Appachimarmadam, Thingalur, Erode, Tamil Nadu - 638055
Wind Mill	: Chinnakkully Village, Pappampatty Panchayat, Coimbatore, Tamil Nadu - 641016

Registered Office

C-6, Road No.22, MIDC,
Andheri (East),
Mumbai 400 093.
Phone : + 91 22 28257624/27/33,40209000
Fax : + 91 22 28371023/24
E-mail : investor.relations@viporg.com
Website : http://www.maxwell.in
CIN : L18101MH1991PLC059804

Registrar & Transfer Agents

Link Intime India Pvt. Ltd.,
C-13, Pannalal Silk Mills Compound,
L. B. S. Marg,
Bhandup (West),
Mumbai 400 078.
Phone : + 91 22 25946970
Fax : + 91 22 25946969
Email : rnt.helpdesk@linkintime.co.in

Contents

Corporate Information	..... 1
Notice	..... 2
Directors' Report	..... 17
Corporate Governance Report	..... 40
Management Discussion & Analysis	..... 51
Auditors' Report	..... 53
Balance Sheet	..... 58
Statement of Profit & Loss	..... 59
Cash Flow Statement	..... 60
Notes to the Financial Statements	..... 62
Financial Highlights	..... 75

26th ANNUAL GENERAL MEETING

Day	: Tuesday
Date	: 27 th September, 2016
Time	: 11.00 a.m.
Venue	: Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (East), Mumbai - 400093

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of Maxwell Industries Limited will be held on Tuesday, 27th day of September, 2016 at 11.00 a.m. at Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (East), Mumbai - 400093 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended on 31st March 2016 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kapil J. Pathare (DIN 01089517), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To appoint auditors and in this regard to consider and, if though fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to provision of Sections 139 and 142 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, M/s. Sharp & Tannan, Chartered Accountants (Firm Registration No. 109982W) be and are hereby appointed as Statutory Auditors of the Company in place of the retiring Auditors M/s. Attar & Co. Chartered Accountants (Firm Registration No. 112600W), who have expressed their unwillingness for re-appointment as Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirty First Annual General Meeting of the company, subject to ratification of the appointment at every Annual General Meeting of the Company, at such remuneration (including fees for Certification) and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Audit Committee/Board of Directors of the Company.”

SPECIAL BUSINESS:

4. **To change the name of the Company.**

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

“RESOLVED THAT pursuant to Section 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government (power delegated to Registrar of Companies) and any other regulatory authorities as may be necessary, consent of the members is hereby given for changing the name of the Company from **“MAXWELL INDUSTRIES LIMITED”** to **“VIP CLOTHING LIMITED”** or any other name as may be approved by the Regulatory Authorities, whether under the Companies Act, 2013 or any other rules, laws, acts, statute or regulations as may be applicable to the Company.

RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly.

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the board of directors or any Committee thereof is hereby authorised to accept any other name approved by the relevant regulatory authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.”

5. **To approve VIP Employee Stock Option Scheme - 2016.**

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 62 of the Companies Act, 2013 (“the Act”) and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of Article 22 of the Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto (“the SEBI ESOS Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI LODR Regulations”), the Listing Agreement entered into with the Stock Exchange where the securities of the Company are listed or any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee), consent of the Shareholders be and is hereby accorded to introduce and implement the VIP Employee Stock Option Scheme – 2016 (“ESOS - 2016”) the salient features of which are detailed in the Explanatory Statement to this Notice and to create, grant, offer, issue and allot at any time in one or more tranches to or for the benefit of such person(s) who are in the permanent employment of the Company, whether working in India or outside India, including Director of the Company, whether Whole-time Director or not, but excluding Promoter, Promoter group and Independent Directors and such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (hereinafter collectively referred to as “Employees”) selected on the basis of criteria decided by the Board under the ESOS-2016, such number of stock options convertible into Equity Shares of the Company (“Options”), in one or more tranches, not exceeding 10,00,000 Equity Shares of face value of ₹ 2/-

each, at such price and on such terms and conditions as may be fixed or determined by the Nomination and Remuneration Committee or Board in accordance with the ESOS - 2016 and all provisions of applicable laws.

RESOLVED FURTHER THAT the Scheme may also envisage provisions for providing financial assistance to the Eligible Employees to enable them to acquire, purchase or subscribe to the said Securities of the Company in accordance with the provisions of the Act/Regulations.

RESOLVED FURTHER THAT the Board or any committee thereof be and is hereby authorized to issue and allot Equity Shares directly to the eligible Employees upon exercise of Options from time to time in accordance with the ESOS-2016 and such Equity Shares shall rank *pari-passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation of capital structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the Stock Options granted earlier, the above ceiling shall be deemed to be increased to the extent of such additional Equity Shares issued.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Equity Shares to be issued and allotted on exercise of Options granted under the ESOS- 2016 and the Exercise Price of Options granted under the ESOS-2016 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 2/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the ESOS-2016.

RESOLVED FURTHER THAT without prejudice to the generality of the above the Board, which includes the Nomination and Remuneration Committee is authorised to formulate, evolve, decide upon and implement the ESOS -2016, determine the detailed terms and conditions of the aforementioned ESOS- 2016 including but not limited to the quantum of the Options to be granted per employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Options, to such employees of the Company, at par or at such other price, at such time and on such terms and conditions as set out in the ESOS-2016 and as the Board or the Nomination and Remuneration Committee may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5 of the SEBI, ESOS Regulations for the purposes of administration of ESOS- 2016.

RESOLVED FURTHER THAT the Board is hereby authorised to make any modifications, changes, variations, alterations or revisions in the ESOS- 2016 as it may deem fit, from time to time or to suspend, withdraw or revive the ESOS- 2016 from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares allotted under the ESOS-2016 on the Stock Exchanges, where the Shares of the Company are listed in accordance with the provisions of the SEBI ESOS Regulations, the SEBI (LODR) Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ESOS-2016 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committees, with power to sub-delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard."

6. To extend approval of VIP Employee Stock Option Scheme - 2016 to the employees of Holding/Subsidiary Company (ies).

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 62 of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto ("the SEBI ESOS Regulations") SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI LODR Regulations") the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals as may be necessary and subject to such consents, permissions, sanctions and approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee including the Nomination and Remuneration Committee to exercise the powers conferred by this Resolution) consent and approval of the Members be and is hereby accorded extend the benefits of VIP Employee Stock Option Scheme - 2016 ("ESOS- 2016") proposed in the resolution no. 5 above to such persons who are in the permanent employment of the Holding/subsidiary company(ies) (whether now or hereafter

existing, whether incorporated in India or overseas as may be from time to time be allowed under the prevailing laws, rules and regulations and/or any amendments thereto from time to time), (hereinafter referred to as "Holding/Subsidiary Companies"), whether working in India or out of India and to the directors of the Holding/Subsidiary Companies, and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the Board and selected on the basis of criteria prescribed by the Board, hereinafter referred to as "Holding/Subsidiary Companies Employees" at such price or prices in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the ESOS-2016.

RESOLVED FURTHER THAT for the purpose of creating, offering, issuing, allotting and listing of the Securities, the Board be authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the ESOS-2016 from time to time or to suspend, withdraw, or revive ESOS-2016 from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be authorized to determine terms and conditions of issue of the Securities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Shareholders of the Company."

7. To Re-appoint Mr. Kapil Pathare (DIN : 01089517) as a Whole-time Director for the period of Three (3) years, commencing from 1st April, 2016.

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 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and such other statutory bodies / concerns as may be directed by the Central Government while granting its approval as may be required, the Company hereby approves the re-appointment of Mr. Kapil J. Pathare (DIN : 01089517) as a Whole-time Director of the Company for further period of Three (3) years w.e.f. 1st April, 2016 to 31st March, 2019 and approve payment of remuneration to him on the terms and conditions as set out in the explanatory statement annexed hereto, as a minimum remuneration, in case the Company, has in any financial year no profit or if its profits are inadequate with the liberty to the Board of Directors including any Committee thereof (the "Board") to revise, amend, alter and vary the terms and conditions of his remuneration, in such manner, as may be permitted in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by and between the Board and Mr. Kapil J. Pathare.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered desirable or expedient to give effect to this resolution."

8. To Re-appoint Mr. Sunil Pathare (DIN: 00192182) as Managing Director for a period of Three (3) years, commencing from 1st April, 2016 and Designated as Chairman.

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 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and such other statutory bodies / concerns as may be directed by the Central Government while granting its approval as may be required, the Company hereby approves the re-appointment of Mr. Sunil J. Pathare (DIN : 00192182) as a Managing Director of the Company for further period of Three (3) years w.e.f. 1st April, 2016 to 31st March, 2019 and designate him as a Chairman of the Company and approve payment of remuneration to him on the terms and conditions as set out in the explanatory statement annexed hereto, as a minimum remuneration, in case the Company, has in any financial year, no profits or if its profits are inadequate, with the liberty to the Board of Directors including any Committee thereof (the "Board") to revise, amend, alter and vary the terms and conditions of his remuneration, in such manner, as may be permitted in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by and between the Board and Mr. Sunil J. Pathare.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered desirable or expedient to give effect to this resolution."

By order of the Board of Directors
For **Maxwell Industries Limited**

Place: Mumbai
Date: 19th August, 2016

Ashish Mandaliya
CFO & Company Secretary

Registered Office
C-6, Road No. 22, MIDC
Andheri (East), Mumbai – 400 093.
CIN : L18101MH1991PLC059804
E-mail : investor.relations@viporg.com

NOTES:

1. **A member entitled to attend and vote, at the Annual General Meeting (“the meeting”) is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding aggregate not more than ten per cent of the total share capital of the Company. A member holding more than ten per cent of the total share capital of the Company may appoint a single person as proxy. However, such person shall not act as a proxy for any other person or shareholder.**
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standards on General Meetings (SS-2) and as per Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is annexed and form part of this notice.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 20th September, 2016 to Tuesday, 27th September, 2016 (both days inclusive).
4. The Company will be transferring the unclaimed dividend for the financial year ended on 31st March, 2009 on or before 20th September, 2016. The Company had transferred the unclaimed dividend upto the financial year ended on 31st March, 2008 to the Investors Education and Protection Fund (IEPF) of the Central Government. The Members who have not claimed their dividend for the financial year 2009-10, 2010-11, 2011-12, 2012-13, 2013-14 and 2014-15 are requested to claim it from the Company immediately.
5. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate any change of address or bank mandate immediately to the Company at its Registered Office or to the Registrar and Share Transfer Agents, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400078.
6. Members who have not registered the e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars etc., from the Company with the depository or with Registrar and Share Transfer Agents, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400078.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or Link Intime India Private Limited.
8. Members desirous of obtaining any information concerning accounts of the Company are requested to address their queries to the Company Secretary at least Seven days before the date of the meeting, to enable the information required to be made available at the meeting, to the extent possible.
9. Members may be aware, that the Equity Shares of the Company have been sub-divided from one equity shares of ₹10/- each to 5 equity shares of ₹ 2/- each, in terms of Resolution passed by the Member of the Company at the Extra Ordinary General Meeting of the Company held on 1st February, 2006. The Members who are yet holding their share certificate of ₹10/- each of the Company need to exchange the same with new equity shares of ₹ 2/- each by sending the same to the Company's Registrar & Transfer Agent, Link Intime India Private Limited since the old Share Certificate of ₹10/- each are no longer tradable.
10. Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting and copy of the Annual Report 2015-16. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting. In case of Joint Holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
11. Members are requested to note that in case of transfers, deletion of name of the deceased shareholder, transmission and transposition of names in respect of share held in physical form, the submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for these transaction, is now mandatory.
12. Mr. Kapil Pathare Directors of the Company, retire by rotation and being eligible, offer himself for re-appointment at the ensuing Annual General Meeting and also being re-appointed as a Whole time Director of the Company for a further period of three (3) years w.e.f. 1st April, 2016, the relevant details of his re-appointment under item No. 2 & 7 of this notice are provided at page no. 2, 4 & 11 of the Annual Report.

Mr. Sunil J. Pathare be re-appointed as a Managing Director of the Company for a further period of three (3) years w.e.f. 1st April, 2016 the relevant details of his re-appointment under item no. 8 of this notice are provided at page no. 4 & 14 of the Annual Report.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

14. Section 72 of the Companies Act, 2013, provides for **Nomination** by the Shareholders of the Company in the prescribed forms which are available on the website of the Company “www.maxwell.in” shareholders requested to avail this facility.
15. Members are requested to bring their valid photo ID proof at the time of the meeting.
16. The route map showing directions to reach the venue of the twenty-sixth AGM is annexed on page no. 76.

Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rule 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 26th Annual General Meeting (AGM) by electronic means. The business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 23rd September, 2016 and ends on Monday, 26th September, 2016. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 19th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Maxwell Industries Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Please note that:

1. The voting period begins on Friday, 23rd September, 2016 at 10.00 a.m. and ends on Monday, 26th September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, 19th September, 2016 may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the company as on this cut-off date. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 26th September, 2016.
2. Mr. Rakesh Sanghani or on failing of him Mr. Marmik Patel, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
3. The members would be able to cast their votes at the meeting through ballot paper if they have not availed the remote e-voting facility. If the vote is cast through remote e-voting facility then the members would not be permitted to exercise their voting right at the general meeting.
4. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than three days of conclusion of the meeting a consolidated scrutinizer's report of the votes cast in favour or against, to the Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose.
5. The Result shall be declared on or after the Annual General Meeting (AGM). The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.maxwell.in and on the website of CDSL and communicated to the Stock Exchanges.

By order of the Board of Directors
For **Maxwell Industries Limited**

Place: Mumbai
Date: 19th August, 2016

Ashish Mandaliya
CFO & Company Secretary

Registered Office
C-6, Road No. 22, MIDC
Andheri (East), Mumbai - 400 093.
CIN : L18101MH1991PLC059804
E-mail : investor.relations@viporg.com

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**Item No.4**

The company is in the Business of manufacturing and marketing of undergarment in the name of registered VIP Brand and VIP brand is known for the undergarments. The VIP brand in undergarments exists for more than 40 years. The Company over the years heavily invested in the brand VIP.

The Company had started journey in the year 1971, under the corporate entity called Maxwell Industries, with growth in business the corporate entity was also got changed from time to time.

In order to synchronise the VIP brand with that of Corporate and also to clearly reflect the main object and business activities of Memorandum of association and that of Company, it is proposes to change the name of corporate identity from "Maxwell Industries Limited" to "VIP Clothing Limited".

The change of name of the Company as aforesaid does not change the legal status or constitution of the Company nor does it affect any rights or obligations of the Company.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution no. 4.

Item No. 5 & 6

Stock Options represent a reward system based on performance. They help companies attract, retain and motivate the best available talent. Stock Options also provide a Company with an opportunity to optimise its personnel costs. This also provides an opportunity to employees to participate in the growth of the company, besides creating long term wealth in their hands.

Further, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the Company. Your Company believes in rewarding its employees including employees of the Holding/Subsidiary Company(ies), if any, for their continuous hard work, dedication and support, which has led the Company and its Holding/Subsidiary Company(ies) on the growth path.

Keeping in line with the above, "VIP Employee Stock Option Scheme – 2016" ('ESOS-2016/the Scheme') has been formulated by the Company, salient features of which are as follows:

a) Brief description of the Scheme

"VIP Employee Stock Option Scheme – 2016" ('the Scheme') has been formulated by the Company and to be implemented by Nomination & Remuneration Committee constituted under Section 178 of the Companies Act, 2013 in accordance with the requirements of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI ESOS Regulations") issued by SEBI and other applicable laws. The Scheme has been approved by the Board of Directors at their Meeting held on 10th August, 2016, subject to the approval of the members.

The Scheme will be operated and administered under the superintendence of the Company's Nomination and Remuneration Committee, which is a Committee of the Board of Directors, the majority of whose Members are Independent Directors. The Nomination and Remuneration Committee will formulate the detailed terms and conditions of the Scheme including:

Number of options to be granted to any Employee and in the aggregate;

Terms on which the options will vest;

The conditions under which options vested in Employees may lapse in case of termination of Employees for misconduct;

The exercise period within which an Employee should exercise the options and lapsing of options on failure to exercise the options within the exercise period and determination of exercise price which may be different for different class/ classes of Employees falling in the same tranche of grant of Options issued under ESOS- 2016;

The specified time period within which the Employee shall exercise the vested options in the event of termination or resignation of the Employee;

The right of an Employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

The procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of rights issues, bonus issues and other corporate actions;

The grant, vesting and exercise of options in case of Employees who are on long leave; and

Any other related or incidental matters.

b) The total number of options to be granted

The total number of options that may, in the aggregate, be issued would be such number of options which shall entitle the option

holders to acquire in one or more tranches upto 10,00,000 equity shares of ₹ 2/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time).

SEBI ESOS Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling Shares shall be deemed to be increased to the extent of such additional equity shares issued.

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation of Option grantees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOS-2016.

c) *Identification of classes of employees entitled to participate and be beneficiaries in the Scheme*

All permanent employees of the Company working in India or out of India and Directors (whether Managing/Whole time Director or not) and its Holding/Subsidiary Company(ies), (present or future) (excluding promoters and an employee who is a Promoter or a person belonging to the Promoter Group) and further excluding a director who either by himself or through his relative or through any Body Corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company and excluding Independent Directors as may be decided by the Nomination and Remuneration Committee.

The class of Employees eligible for participating in the Scheme shall be determined on the basis of the grade, number of years' service, performance, role assigned to the employee and such other parameters as may be decided by the Nomination and Remuneration Committee in its sole discretion from time to time.

d) *Terms of the scheme:*

- (1) The Company shall not vary the terms of the schemes in any manner, which may be detrimental to the interests of the Option Grantees; Provided that the Company shall be entitled to vary the terms of the schemes to meet any regulatory requirements.
- (2) Subject to the proviso to sub-regulation (1), the company may by special resolution in a general meeting vary the terms of the schemes offered pursuant to an earlier resolution of the general body but not yet exercised by the employee provided such variation is not prejudicial to the interests of the Option Grantees.
- (3) The notice for passing Special Resolution for variation of terms of the schemes shall disclose full details of the variation, the rationale therefore, and the details of the Option Grantees who are beneficiaries of such variation.
- (4) The Company may re-price the options as the case may be which are not exercised, whether or not they have been vested if the terms of the grants were rendered unattractive due to fall in the price of the shares in the stock market; Provided that the company ensures that such re-pricing shall not be detrimental to the interest of the Option Grantees and approval of the shareholders in general meeting has been obtained for such re-pricing.

e) *Transferability of Employee Stock Options:*

- (1) The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option Grantee, the right to exercise all the Options granted to him till such date shall be vest in his legal heirs or nominees.
- (2) In the event of resignation or termination of the Option Grantee, all the options which are granted and yet not vested as on that day shall lapse.
- (3) In the event that an Option Grantee who has been granted benefits under a scheme is transferred or deputed to an holding/subsidiary company prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation.

f) *Requirements of vesting and period of vesting*

Vesting of options may commence after a period of not less than one year from the date of grant. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the ESOS-2016.

Sr. No.	Separations	Vested Options	Unvested Options
1	Resignation (other than due to Cause as defined in the Scheme)	All Vested Options as on date of submission of resignation may be exercised by the Option Grantee on or before his last working day with the Company.	All Unvested Options on the date of submission of resignation shall stand cancelled with effect from that date.
2	Termination due to Cause as defined in the Scheme	All Vested Options which were not allotted at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.

Sr. No.	Separations	Vested Options	Unvested Options
3	Retirement or early Retirement approved by the Company	All Vested Options as on date of submission of resignation may be exercised by the Option Grantee within six months from his last working day with the Company.	All Unvested Options shall stand cancelled as on the date of such Retirement.
4	Death	All Vested Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than one year from the date of Death.	All the Unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than one year from the date of Death.
5	Permanent Disability	All Vested Options may be exercised by the Option Grantee or, if the Option Grantee is himself, unable to exercise due to such disability, the nominee or legal heir, immediately after, but in no event later than one year from the date of such disability.	All the Unvested Options as on the date of such Permanent Disability shall vest immediately and can be exercised by the Option Grantee or, if the Option Grantee is himself unable to exercise due to such incapacity, the nominee or legal heir immediately after, but in no event later than one year from the date of such disability.
6	Abandonment*	All the Vested Options shall stand cancelled .	All the Unvested Options shall stand cancelled .
7	Other reasons apart from those mentioned above	The Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of separation shall stand cancelled with effect from that date.

*The Board/ Committee, at its sole discretion shall decide the date of cancellation of Option's and such decision shall be binding on all concerned.

g) *Maximum period within which the options shall be vested*

The maximum vesting period may extend up to 7 (seven) years from the date of grant of options, unless otherwise decided by the Nomination and Remuneration Committee.

h) *Exercise price or pricing formula*

Exercise Price means the price at which the Option Grantee is entitled to acquire the equity shares pursuant to the options granted and vested in him/her under the Scheme.

The Exercise Price per Options shall be equal to the price not less than the face value of shares and not more than the prevailing market price of the Equity Share of the Company as on date of grant of Options or any other price as decided by the Nomination and Remuneration Committee and it may be different for different class/ classes of Employees falling in the same tranche of grant of Options issued under ESOS -2016.

i) *Exercise period and process of exercise*

The exercise period may commence from the date of vesting and it shall not be more than 5 years from the date of respective vesting of Options.

The options will be exercisable by the Option Grantee by a written application to the Company or any other entity which may be set up for this purpose to exercise the options, in such manner, and on execution of such documents, as may be prescribed by the Nomination and Remuneration Committee from time to time.

The options will lapse, if not exercised within the specified exercise period. The options may also lapse, under certain circumstances even before the expiry of the specified exercise period.

j) *Appraisal Process for determining the eligibility of Employees to the Scheme.*

The appraisal process for determining the eligibility of the Employee will be specified by the Nomination and Remuneration Committee and will be based on criteria such as the grade of Employee, length of service, performance record, merit of the Employee, future potential contribution by the Employee and/or by any such criteria that may be determined by the Nomination and Remuneration Committee.

Maxwell Industries Ltd.

k) *Maximum number of options to be issued per Employee and in the aggregate*

The number of stock options that may be granted to any specific employee under the scheme shall not exceed 5,00,000 equity shares of ₹ 2/- each. The aggregate of all such grants shall not exceed 10,00,000 equity shares of ₹ 2/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time).

l) *Whether the scheme is to be implemented and administered directly by the Company or through a trust*

The Scheme will be implemented directly by the Company under the guidance of the Nomination and Remuneration Committee of the Board.

m) *Whether scheme involves new issue of shares by the Company or Secondary acquisition by the trust*

The Scheme will involve only new issue of shares by the Company.

n) *Disclosure and accounting policies*

The Company shall conform to the accounting policies specified by Securities & Exchange Board of India as per the SEBI ESOS Regulations, amended from time to time and relevant Accounting Standard as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time.

o) *Method of Valuation*

The Company follows fair value method for computing the compensation cost, if any, for the options granted. The company will follow IFRS/ INDAS/ any other requirements for the same.

p) *Rights of the option holder*

The employee shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of option granted to him, till shares are allotted upon exercise of option.

q) *Consequence of failure to exercise option*

All unexercised options shall lapse if not exercised on or before the exercised period ends. The amount payable by the employee, if any, at the time of grant of option, -

- (a) may be forfeited by the company if the option is not exercised by the employee within the exercise period; or
- (b) may be refunded to the employee if the options are not vested due to non-fulfilment of conditions relating to vesting of option as per the Scheme.

r) *Other terms*

The Board or Nomination and Remuneration Committee shall have the absolute authority to vary, modify or alter the terms of the Scheme in accordance with the regulations and guidelines as prescribed by the Securities and Exchange Board of India or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option Grantees.

The Board or Nomination and Remuneration Committee may, if it deems necessary, modify, change, vary, amend, suspend or terminate the ESOS - 2016, subject to compliance with the Applicable Laws and Regulations.

The shares may be allotted directly to the Option Grantees in accordance with the Scheme and such Scheme may also contain provisions for providing financial assistance to the Employees to enable the Employees to acquire or subscribe to the shares.

As the Scheme would entail further shares to be offered to persons other than existing Members of the Company, consent of the members is sought pursuant to the provisions of section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and as per the requirement of Clause 6 of the SEBI ESOS Regulations.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 6 & 7, except to the extent of their shareholding entitlements, if any, under the ESOP Scheme.

Your Directors recommend the Resolution set out in Item No. 5 & 6 of the Notice for adoption by the Shareholders as Special Resolution/s.

Item No. 7

The Members at their 23rd Annual General Meeting appointed Mr. Kapil J. Pathare as a Whole time Director of the Company for period of Three (3) years w.e.f. 1st April, 2013.

The Remuneration Committee & Board of Directors of the Company at their meeting held on 12th February, 2016 had approved the re-appointment of Mr. Kapil J. Pathare as Whole time Director of the Company for the further period of Three (3) years w.e.f. 1st April, 2016.

A brief profile of Mr. Kapil J. Pathare is given below;

Mr. Kapil J. Pathare (age 37), B.com and MBA, he has joined the Company at his early age. He is looking after the whole production and administration functions of the Company.

He is a dynamic and friendly entrepreneur conceived with an idea of further developing innerwear business in India. Mr. Kapil J. Pathare is looking after overall production, administrative activities and development of new ranges of product for the Company. He is best suited for the job profile.

He is having directorship in following companies: 1. Maxwell Capital Management Private Limited, 2. Maxwell Venture Private Limited, 3. Maxwell Entertainment Private Limited, 4. Maxwell Retails Private Limited, 5. Maxwell Health & Hygiene Private Limited, 6. Shogun Chemicals Private Limited.

The main terms and conditions of Remuneration of Mr. Kapil J. Pathare are as under:

- 1) Salary: ₹ 2,50,000/- (Rupees Two Lakhs only) per month.
- 2) Commission : Payable based on the subject to availability of profit and at the rate of not more than 0.5% of the net profit for the year as determined under the overall ceiling laid down in Section 197 of the Companies Act, 2013, and Schedule V as may be applicable from time to time.
- 3) Perquisites: entitled to furnished accommodation or house rent allowances, gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, company maintained car, telephone and such other perquisites in accordance with the Company's rules, being restricted to ₹ 40,00,000/- (Rupees Forty Lakhs Only) per annum.
- 4) Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

Minimum Remuneration: In case the Company has in any financial year no profit or its profits are inadequate with the liberty of the Board of Directors including any committee thereof (the "Board") the remuneration be paid as the per Schedule V of the Companies Act, 2013 and/ or any modification thereof and as may be agreed to by the Remuneration Committee.

The statement as required under clauses (B)(iv) of Section II, Part II of the Schedule V of the Companies Act, 2013.

Disclosure Pursuant to sub-clause (iv) under the proviso to sub-paragraph (B) of paragraph 1 under section II of Part II of Schedule V of the Companies Act, 2013:

I. General Information

1	Nature of Industry	:	Textile Hosiery																																
2	Date or expected date of commencement of commercial production	:	Existing Company already commenced from 1991																																
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	:	Existing Company, Not Applicable																																
4	Financial performance based on given indicators	:	<div style="text-align: right;">(₹ In Lakhs)</div> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th>2015-16</th> <th>2014-15</th> <th>2013-14</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td>19,513.70</td> <td>26,159.91</td> <td>25,874.88</td> </tr> <tr> <td>Expenses</td> <td>21,251.78</td> <td>25,071.04</td> <td>25,068.91</td> </tr> <tr> <td>Profit</td> <td>(1,738.08)</td> <td>698.87</td> <td>532.66</td> </tr> <tr> <td>EPS (₹)</td> <td>-</td> <td>1.08</td> <td>0.73</td> </tr> <tr> <td>P/E Ratio (₹)</td> <td>-</td> <td>1.85</td> <td>2.74</td> </tr> <tr> <td>Total Assets</td> <td>24,332.61</td> <td>25,457.44</td> <td>24,668.98</td> </tr> <tr> <td>Share Price as on 31st March</td> <td>43.90</td> <td>68.65</td> <td>15.05</td> </tr> </tbody> </table>		2015-16	2014-15	2013-14	Total Income	19,513.70	26,159.91	25,874.88	Expenses	21,251.78	25,071.04	25,068.91	Profit	(1,738.08)	698.87	532.66	EPS (₹)	-	1.08	0.73	P/E Ratio (₹)	-	1.85	2.74	Total Assets	24,332.61	25,457.44	24,668.98	Share Price as on 31 st March	43.90	68.65	15.05
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5	Export performance and net foreign exchange collaborations	:	The exports on FOB basis for the year 2015-16 were ₹ 1,954.37 Lakhs, for the year 2014-15 were ₹ 1,901.34 Lakhs and for the year 2013-14 were ₹ 1,808.34 Lakhs.																																
6	Foreign investments or collaborators, if any	:	Not applicable: Company has not entered into foreign collaboration																																

II Information about Mr. Kapil J. Pathare, Whole-Time Director :**1) Background Details :**

Mr. Kapil J. Pathare (age 37), B.com and MBA, he has joined the Company at his early age. He is looking after the whole production and administration functions of the Company.

2) Past remuneration:

For the Financial year 2015-16 Mr.Kapil J. Pathare's total remuneration was ₹ 34.18 Lakhs and for the financial year 2014-15 was ₹ 33.80 Lakhs.

3) Recognition or awards:

He has been honoured by Retail summit by Indian Franchise Association.

4) Job profile and his suitability:

Mr. Kapil J. Pathare is a dynamic and friendly entrepreneur conceived with an idea of further developing innerwear business in India. He is looking after overall production, administrative activities and development of new ranges of product for the Company. He is best suited for the job profile.

5) Remuneration proposed :

The remuneration of Mr. Kapil J. Pathare is set out in the notice item no. 7.

6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)

Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of Mr. Kapil J. Pathare, the proposed remuneration is competitive with the remuneration paid by other Companies to such similar positions.

7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel if any;

Other than the remuneration stated above Mr. Kapil J. Pathare has no other pecuniary relationship with Company, but he is the younger brother of Mr. Sunil J. Pathare.

III Other Information:**1. Reason of loss or inadequate profits:**

During the financial year 2015-16, the Company incurred Net Loss stands at ₹ 17.38 Crs for the FY 2015-16 as against the profit of ₹ 10.88 Crs of the previous financial year. As stated earlier the performance of the Company was adversely impacted on account of drop in sales by 25%. This in turn resulted in loss of gross margin of around ₹ 18.09 Crs and additional spending on advertisement by ₹ 9.13 Crs as compared to the previous year.

2. Steps taken or proposed to be taken for improvement:

To address these challenges, Company has initiated several measures towards achieving operating efficiencies and improvised the supply chain and strengthening core competencies, alongside working on improvements in processes and control. To reduce the cost across manufacturing, supply chain, quality and other domains and also address the issues of cost control and value analysis.

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

The above measure undertaken are expected to yield positive results in the years to come, while it is difficult to give precise figure, the above initiatives are expected to improve the financial performance of the Company.

IV Disclosures:

The remuneration details of Mr. Kapil J. Pathare, Whole-Time Director is as given in the explanatory statement.

The terms and conditions of Mr. Kapil J. Pathare's remuneration as set out above may also be treated as an abstract of the terms of the agreement between Mr. Kapil J. Pathare and the Company under Section 190 of the Companies Act, 2013.

Your Directors recommended the approval of the proposed resolution as by way of Special Resolution for the members.

Mr. Kapil J. Pathare himself, Mr. Sunil J. Pathare being his relative is concerned or interested in the resolution at item no. 7 of the notice.

Item No. 8

The Members at their 23rd Annual General Meeting appointed Mr. Sunil J. Pathare as a Chairman & Managing Director of the Company for period of Three (3) years w.e.f. 1st April, 2013.

The Remuneration Committee & Board of Directors of the Company at their meeting held on 12th February, 2016 had approved the re-appointment of Mr. Sunil J. Pathare as a Chairman & Managing Director of the Company for the further period of Three (3) years w.e.f. 1st April, 2016.

A brief profile of Mr. Sunil J. Pathare is given below;

Mr. Sunil J. Pathare (DIN 00192182) aged 45 years, B.com, was appointed as Vice Chairman & Managing Director of the Company by the Members at their 23rd Annual General Meeting for a period of Three (3) years w.e.f. 1st April, 2013.

He has joined the Company at his early age at 21, when the Company was domestically present, he headed the international business for the Company, at present the Company is present in the more 15 countries. He was the National Vice President of Foreign Trade Development (India) Association from 2003 to 2005 and won Brand Slam award in 2013.

He has been awarded for excellence in manufacturing by CMAI, "Entrepreneurship Excellence Award 2007" by SME Chamber of India, Indira Group of Institutes award for Marketing excellence in March, 2012, IFA – Most admired Innerwear Brand of the year, Inside Fashion Brand, Award to VIP for excellence in Retail, Golden Trophy by CMAI- for best men's innerwear in 2006-07 and best women's innerwear in 2007-08, and also excellence in Advertising at 38th all India award ABBY – 2005.

Mr. Sunil J. Pathare a visionary, dynamic and friendly entrepreneur, determined to take the Company and its brand across the globe, he has extensive experience in the field of Marketing, Production, Operation, Sales & Promotion, Finance and business start-ups in various markets. The execution capabilities and developing the team with capabilities to handle transactions of various natures has been one of the strengths of Mr. Sunil J. Pathare. He is best suited for the job profile and has been a force to reckon with.

He is having directorship in following companies: 1. Maxwell Capital Management Private Limited, 2. Maxwell Venture Private Limited, 3. Maxwell Entertainment Private Limited, 4. Maxwell Retail Private Limited, 5. Maxwell Health & Hygiene Private Limited, 6. Shogun Chemicals Private Limited.

The main terms and conditions of remuneration of Mr. Sunil J. Pathare are as under;

- 1) Salary: ₹ 3,00,000/- (Rupees Three Lakhs Only) per month.
- 2) Commission : Payable based on the subject to availability of profit and at the rate of not more than 0.5% of the net profit for the year as determined under the overall ceiling laid down in Section 197 of the Companies Act, 2013, and Schedule V as may be applicable from time to time.
- 3) Perquisites: entitled to furnished accommodation or house rent allowances, gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, company maintained car, telephone and such other perquisites in accordance with the Company's rules, being restricted to ₹ 40,00,000/- (Rupees Forty Lakhs Only) per annum.
- 4) Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

Minimum Remuneration: In case the Company has in any financial year no profit or its profits are inadequate with the liberty of the Board of Directors including any committee thereof (the "Board") the remuneration be paid as the per Schedule V of the Companies Act, 2013 and/ or any modification thereof and as may be agreed to by the Remuneration Committee.

The statement as required under clauses (B)(iv) of Section II, Part II of the Schedule V of the Companies Act, 2013.

Disclosure Pursuant to sub-clause (iv) under the proviso to sub-paragraph (B) of paragraph 1 under section II of Part II of Schedule V of the Companies Act, 2013:

I. General Information

1	Nature of Industry	:	Textile Hosiery
2	Date or expected date of commencement of commercial production	:	Existing Company already commenced from 1991
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	:	Existing Company, Not Applicable

4	Financial performance based on given indicators	:	(₹ In Lakhs)			
				2015-16	2014-15	2013-14
			Total Income	19,513.70	26,159.91	25,874.88
			Expenses	21,251.78	25,071.04	25,068.91
			Profit	(1,738.08)	698.87	532.66
			EPS (₹)	-	1.08	0.73
			P/E Ratio (₹)	-	1.85	2.74
			Total Assets	24,332.61	25,457.44	24,668.98
			Share Price as on 31 st March	43.90	68.65	15.05
5	Export performance and net foreign exchange collaborations	:	The exports on FOB basis for the year 2015-16 were ₹ 1,954.37 Lakhs, for the year 2014-15 were ₹ 1,901.34 Lakhs and for the year 2013-14 were ₹ 1,808.34 Lakhs.			
6	Foreign investments or collaborators, if any	:	Not applicable: Company has not entered into foreign collaboration			

II Information about Mr. Sunil J. Pathare, Chairman & Managing Director:

1) Background Details:

Mr. Sunil J. Pathare (age 45), B.com, he has joined the Company at his early age at 21, when the Company was domestically present, he headed the international business for the Company, at present the Company is present in the more 15 countries. He was the National Vice President of Foreign Trade Development (India) Association from 2003 to 2005.

2) Past remuneration:

The Total Remuneration to Mr. Sunil J. Pathare for the Financial year 2015-16 ₹ 40.99 Lakhs and 2014-15 ₹ 46.34 Lakhs.

3) Recognition or awards:

He has been awarded for excellence in manufacturing by CMAI, "Entrepreneurship Excellence Award 2007" by SME Chamber of India, Indira Group of Institutes award for Marketing excellence in March, 2012, IFA – Most admired Innerwear Brand of the year, Inside Fashion Brand, Award to VIP for excellence in Retail, Golden Trophy by CMAI- for best men's innerwear in 2006-07 and best women's innerwear in 2007-08, and also excellence in Advertising at 38th all India award ABBY – 2005.

4) Job profile and his suitability:

Mr. Sunil J. Pathare is a visionary, dynamic and friendly entrepreneur, determined to take the Company and its brand across the globe, he has extensive experience in the field of Marketing, Production, Operation, Sales & Promotion, Finance and business start-ups in various markets. The execution capabilities and developing the team with capabilities to handle transactions of various natures has been one of the strengths of Mr. Sunil J. Pathare. He is best suited for the job profile and has been a force to reckon with.

5) Remuneration proposed :

The remuneration of Mr. Sunil J. Pathare is set out in the notice item No. 8.

6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).

Keeping in view the type of the industry, size of the Company, the responsibilities and capabilities of Mr. Sunil J. Pathare, the proposed remuneration is competitive with the remuneration paid by other Companies to such similar positions.

7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel if any;

Other than the remuneration stated above to Mr. Sunil J. Pathare, he is the son of Mr. Jaykumar K. Pathare, the promoter of the Company and elder brother of Mr. Kapil J. Pathare.

III Other Information:

1. Reason of loss or inadequate profits:

During the financial year 2015-16, the Company incurred Net Loss stands at ₹17.38 Crs for the FY 2015-16 as against the profit of

₹10.88 Crs of the previous financial year. As stated earlier the performance of the Company was adversely impacted on account of drop in sales by 25%. This in turn resulted in loss of gross margin of around ₹ 18.09 Crs and additional spending on advertisement by ₹ 9.13 Crs as compared to the previous year.

2. Steps taken or proposed to be taken for improvement:

To address these challenges, Company has initiated several measures towards achieving operating efficiencies and improvised the supply chain and strengthening core competencies, alongside working on improvements in processes and control. To reduce the cost across manufacturing, supply chain, quality and other domains and also address the issues of cost control and value analysis.

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

The above measure undertaken are expected to yield positive results in the years to come, while it is difficult to give precise figure, the above initiatives are expected to improve the financial performance of the Company.

IV Disclosures:

The remuneration details of Mr. Sunil J. Pathare, Chairman and Managing Director is as given in this explanatory statement.

The terms and conditions of Mr. Sunil J. Pathare's remuneration as set out above may also be treated as an abstract of the terms of the agreement between Mr. Sunil J. Pathare and the Company under Section 190 of the Companies Act, 2013.

Your Directors recommended the approval of the proposed resolution, as by way of Special Resolution for the members.

Mr. Sunil J. Pathare himself, Mr. Kapil J. Pathare being his relative is concerned or interested in the resolution at item no. 8 of the notice.

By order of the Board of Directors
For **Maxwell Industries Limited**

Place: Mumbai
Date: 19th August, 2016

Ashish Mandaliya
CFO & Company Secretary

Registered Office
C-6, Road No. 22, MIDC
Andheri (East), Mumbai - 400 093.
CIN : L18101MH1991PLC059804
E-mail : investor.relations@viporg.com

Details of Directors seeking appointment / re-appointment at the Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015]

Name of the Director	Mr. Kapil J. Pathare	Mr. Sunil J. Pathare
Date of Birth	05.09.1979	17.07.1971
Date of appointment	15.09.2003	29.09.1992
Qualification	B.Com, MBA	B.Com
Shareholding in Maxwell Industries Limited	1,41,84,465	1,61,07,425
List of Directorship in other Companies	1. Maxwell Capital Management Pvt. Ltd. 2. Maxwell Venture Pvt. Ltd. 3. Maxwell Entertainment Pvt. Ltd. 4. Maxwell Retails Pvt. Ltd. 5. Maxwell Health & Hygiene Private Limited 6. Shogun Chemicals Pvt. Ltd.	1. Maxwell Capital Management Pvt. Ltd. 2. Maxwell Venture Pvt. Ltd. 3. Maxwell Entertainment Pvt. Ltd. 4. Maxwell Retails Pvt. Ltd. 5. Maxwell Health & Hygiene Private Limited 6. Shogun Chemicals Pvt. Ltd.

DIRECTORS' REPORT

To,
THE MEMBERS
MAXWELL INDUSTRIES LTD.

The Directors of your Company are pleased to present, the 26th Annual Report, on the working and the progress of the Company, along with audited financial statement of the Company for the financial year ended on 31st March, 2016 and Report of the Auditors thereon.

1. FINANCIAL RESULTS

	(₹ in Lakhs)	
	Current Year Ended 31/03/2016	Previous Year Ended 31/03/2015
Profit before Interest, Depreciation & Income Tax	11.63	2,833.73
Interest	(1,260.04)	(1,254.21)
Depreciation	(489.67)	(490.65)
Profit/(Loss) Before Tax (Before extraordinary income)	(1,738.08)	1,088.87
Add: Extraordinary Income	791.16	-
Profit/(Loss) Before Tax after Extraordinary income	(946.92)	1088.87
Provision for Income tax - Current	-	(385.55)
Provision for Income tax - Deferred	(23.28)	12.89
Tax adjustment for previous year	(22.98)	(17.34)
Profits/(Loss) for the year	(993.18)	698.87

2. DIVIDEND

	Current Year Ended 31/03/2016	Previous Year Ended 31/03/2015
On 5% Redeemable Preference Shares	15.71	19.75
On Equity Shares	-	189.23

Your Company has incurred losses during the financial 2015-16. As a result your Board does not recommended any dividend on Equity Share Capital for the financial year ended on 31st March, 2016. The Company had paid Dividend during the financial year 2015-16 ₹15.71 Lakhs on the last tranche of redemption of 5% Redeemable Preference Shares.

3. OPERATIONS

Sales for the financial year 2015-16 stood to ₹194.55 Crs as against ₹ 261.09 Crs in the previous financial year 2014-15. There have been a drop in sales by 25% as compared to the previous year. The sales of the Company was impacted mainly on account of certain decisions which are likely to provide positive long term implications: .

- The Company had migrated from old ERP system to an integrated SAP system for better and effective control across all the areas of operations. The implementation of SAP system had taken more time than what was expected, affecting adversely the financial results for the first quarter to the tune of about ₹ 9 Crs.
- The Company had strategies to re-focus on the product mix, wherein the focus on low margin products have been reduced. This impacted the turnover by about ₹ 15 Crs.
- In the third (Q3) and fourth (Q4) quarter, Management had taken decision to take back certain non-moving outerwear, introduced during the previous year. This affected turnover by about ₹ 20 Crs and further the general economic slow down in the both quarters affected the sales adversely by about ₹ 23 Crs.

The Earnings Before Interest Depreciation and Amortisation (EBIDTA) during the year stood around 0.06% as against the 10.85% in the last year. The basic reason for drop in EBIDTA is on account higher spending in advertisement during FY 2015-16 as compared to the previous financial year.

The Net Loss stands at ₹ 17.38 Crs for the FY 2015-16 as against the profit of ₹10.88 Crs of the previous financial year. As stated earlier the performance of the Company was adversely impacted on account of drop in sales by 25%. This in turn resulted in loss of gross margin of around ₹ 18.09 Crs and additional spending on advertisement by ₹ 9.13 Crs as compared to the previous year.

4. TRANSFER TO RESERVE

Due to losses in the current financial year, no amount has been transferred to General Reserve account as compare to ₹ 70 Lakhs which was transferred in the previous year.

During the year under review, as per the terms of redemption, the 5% Redeemable Preference Shares were redeemed, due to accumulation of losses, your Company transferred ₹ 394.98 Lakhs nominal value of amount of preference shares so redeemed from General Reserve Account to Capital Redemption Reserve Account.

5. SHARE CAPITAL

The Company had issued and allotted 30,00,000 Equity Shares of ₹ 2/- each on 26th October, 2015 on conversion of 30,00,000 warrant issued at price of ₹ 38/- per warrant to a person belonging to promoter group as per the SEBI (ICDR) Regulations, 2009. The Share Capital of the rose from ₹ 12.61 Crs to ₹ 13.21 Crs during the financial year and share premium account raised from ₹ 26.09 Crs to ₹ 36.89 Crs. during the financial year.

The Company had entirely redeemed its 5% Redeemable Preference Shares of ₹ 100/- each.

6. COMPLETION OF SALE OF LAND & BUILDING SITUATED AT THANE TRANS CREEK (TTC) - NAVI MUMBAI.

During the financial year, Company had completed the sales of Land & Building situated at Thane Trans Creek (TTC) - Navi Mumbai, Company had received the ₹ 9.00 Crs as total consideration for the sale and made a Capital Profit of ₹ 7.91 Crs on sale.

7. SUBSIDIARY

Your Company does not have any subsidiary Company.

8. FIXED DEPOSIT

Your Company did not accept any fixed deposits from public during the year.

9. CORPORATE GOVERNANCE

As per Regulation 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosures Regulations) Regulations, 2015, Agreement with the Stock Exchange and as per Clause 49 of the Listing Agreement with the Stock Exchange, a separate section on Corporate Governance practice followed by the Company, together with the certificate from Company's Auditors confirming the compliance on Corporate Governance forms an integral part of this report.

10. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 as on 31st March, 2016, as required under Section 92 of the Companies Act, 2013, is included in this Report as **Annexure - A**.

11. NUMBER OF MEETING OF THE BOARD

The Board of Directors met 5 (Five) times during the financial year 2015-16. The maximum interval between any two meetings did not exceed 120 days. The details of the board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

12. WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy to report genuine concerns or grievances. As per Regulation 46 of SEBI's (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Whistle Blower Policy has been posted on the website of the Company (www.maxwell.in). The Audit Committee shall oversee the Vigil Mechanism.

13. NOMINATION AND REMUNERATION POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The detailed of this policy is explained in Corporate Governance Report.

14. RELATED PARTY TRANSACTIONS

In line with the requirements of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, your Company has formulated a Policy on Related Party Transactions. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

This Policy specifically deals with the review and approval of material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All Related Party Transactions are placed before the Audit Committee for review and approval and also the Company has developed Related Party Transactions frame work

through Standard Operating Procedures for the purpose of identification and monitoring of such transactions.

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and that provisions of Section 188 of the Companies Act, 2013 are not attracted. There are no material related party transactions during the year under review with the promoters, Directors or Key Managerial Personnel. The policy is available on the website of the Company www.maxwell.in.

15. CORPORATE SOCIAL RESPONSIBILITY

The details about the initiatives taken by the Company on Corporate Social Responsibility (CSR) activities during the year are as per the annexure attached to the Companies (Corporate Social Responsibility Policy) Rules, 2014 have been appended as **Annexure - B** to this Report. The policy is available on the website of the Company www.maxwell.in.

16. RISK MANAGEMENT POLICY AND INTERNAL ADEQUACY

The Company has formed a Risk Management Committee in accordance with the requirements of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and framed the policy to monitor the risks and their mitigating actions. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of through mitigating actions on a continuing basis.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of operations. These systems are routinely tested and certified by Statutory as well as Internal Auditor and cover all offices, factories and key business areas, significant audit observations and follow up actions thereon are reported to the Audit Committee. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's risk management policies and systems.

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

Your Company strongly believes in providing a safe and harassment free workplace for each and every individual working for the Company through various interventions and practices. It is the continuous endeavour of the Management of the Company to create and provide an environment to all its employees that is free from discrimination and harassment including sexual harassment.

Your Company has constituted Internal Complaints Committee (ICC).

During the year ended 31st March, 2016, no complaints pertaining to sexual harassment was received by the Committee.

18. DIRECTORS RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statement in term of Section 134(3)(c) of the Companies Act, 2013 that:

- (a) the preparation of the annual financial statement of the Company for the financial year ended on 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the loss of the Company for the year ended on 31st March, 2016;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual financial statement on a going concern basis; and;
- (e) the Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and operating effectively.
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

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

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

20. AUDITORS

Auditors M/s. Attar & Co, Chartered Accountants (Firm Registration No.: 112600W), Statutory Auditors of the Company, holds office until the conclusion of the ensuing Annual General Meeting have expressed their unwillingness for re-appointment as Statutory Auditors of the company at the ensuing Annual General Meeting. Your directors recommend the appointment of M/s. Sharp & Tannan Chartered Accountants (Firm Registration No.: 109982W) as Statutory Auditors of the Company, subject to approval of the members at the ensuing Annual General Meeting. The Company has received letter from M/s. Sharp & Tannan, Chartered Accountants, to the

Maxwell Industries Ltd.

effect that their appointment, if made, would be within the prescribed limits and they are not disqualified for such appointment under section 141 of the Companies Act, 2013. The necessary resolution seeking your approval for appointment of Statutory Auditors has been incorporated in the Notice convening the Annual General Meeting.

21. COST AUDITORS

There has been no notification till date, covering our industry for the purpose of Cost Audit for the financial year 2015-16.

22. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule made thereunder, the Company has appointed Mr. Rakesh Sanghani, Practicing Company Secretary (C.P No.6302) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is included as **Annexure - C** and forms an integral part of this Report.

23. BOARD OF DIRECTORS

Your Directors express their profound grief on the sad and sudden demise of Mr. Jaykumar Pathare, beloved founder Chairman & Whole time Director of the Company, on 16th January, 2016 and pay glowing tributes to his vision and entrepreneurial spirit and for immense contribution made by him for the establishment and growth of the Company.

Mr. Jaykumar Pathare (04th May, 1936 – 16th January, 2016) a founder of VIP innerwear Brand, the first intimate innerwear brand, and mastermind behind an empire of VIP innerwear, that revolutionised the innerwear industries. He was an inspiring leader with sterling qualities and great entrepreneurial spirit, who believed in generating young entrepreneurs and guiding force for new talents. For many, he remains an icon, a role model to be emulated. He believed in “earn while you learn”.

His vision had revolutionised the intimate industries in India. He marched ahead with his mission of joining hands together and becoming an international standard of excellence through continuous customer satisfaction with innovative ideas, new thinking, energising the human power, improving quality with cost reduction and achieve well in time.

He had worked towards contribution to the society, in the field of education and economic development of people and society at large and he had been recognised by numerous organisations.

He visualised the growth of Maxwell Industries as an integral part of his grand vision for knitted hosiery industries in India. He was convinced that India could become an economic superpower within a short period of time and contribute towards growth.

Mr. Sunil J. Pathare was elected as a new Chairman of the Company by the board of directors at its meeting on 12th February, 2016, and take over the mantle for Maxwell and drive forward the vision of late Mr Jaykumar Pathare.

Mr. Arvind Kulkarni ceased to be a Director on the Board of the Company w.e.f. 12th February, 2016 due to his health and age. The board placed on record its deep appreciation to Mr. Arvind Kulkarni for his assistance and guidance provided during his tenure as an Independent Director of the Company.

Retirement by rotation

Pursuant to Section 152(6) of the Companies Act, 2013, Mr. Kapil Pathare would retire by rotation at the forthcoming AGM and being eligible, offers himself for re-appointment.

24. BOARD INDEPENDENCE

The board of the Company as on 31st March, 2016 consisted of 6 (Six) Directors out of which 4 (Four) are Independent Directors, and 2 (Two) are Executive Directors.

All the Independent Directors have given declarations that they meet the criteria of Independence derived from Regulation 16(b) of Chapter IV of SEBI's (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 149(6) of the Companies Act, 2013.

25. PERFORMANCE EVALUATION OF BOARD

Pursuant to the provisions of the Companies Act, 2013 and SEBI's (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board carried out an annual evaluation of performance of its own and its Committees and the Directors individually. At the meeting of the Independent Directors held on 17th March, 2016 all the relevant factors that are material for evaluating the performance of the Committees and of the Board was discussed. A separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board. The performance evaluation of the all the directors includes Chairman and Non-Independent Directors was carried out by the Independent Directors.

26. FAMILIARISATION PROGRAMMES FOR DIRECTORS

At the time of appointing a Director, a formal letter of appointment is given to them, which inter alia explain the role, function, duties and responsibility expected from them, as a director of the Company, Director also explained in detail the Compliance required under Companies Act, 2013, Listing Regulations and other various statues and an affirmation is obtained. The Chairman and Managing Director also have a one to one discussion with the Directors to familiarise them with Company's operations. Further, on an on-going basis as a part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's operations, industry and regulatory updates, strategy, finance, risk management

framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters.

27. KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Yogesh Tiwari was appointed as Chief Executive Officer (CEO) of the Company who look after the Sales, Marketing and Production Areas of the Company and who will report to Mr. Sunil J. Pathare, Chairman and Managing Director and Board of Directors of the Company.

28. STATUTORY INFORMATION

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Account) Rules, 2014 is given in **Annexure - D** to this report.

None of the Employees of the Company are in receipt of Rupees One Crore and Two Lakhs per annum or Rupees Eight Lakhs and Fifty Thousand per month during the year under review. Accordingly, no particulars of Employees are given pursuant to Section 197(12) of the Companies Act, 2013 read with amended Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014.

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 and forming part of the Directors Report for the year ended 31st March, 2016 is given in a separate **Annexure - E** to this Report.

None of the employees listed in the said Annexure is a relative of any Director of the Company. None of the employees hold (by himself or along with his spouse and dependent children) more than two per cent of the Equity Shares of the Company.

The Business Responsibility Reporting as required by Regulation 34 of Chapter IV of Regulation 16(b) of Chapter IV of SEBI's (Listing Obligations and Disclosure Requirements) Regulations, 2015, is not applicable to your Company for the financial year ending 31st March, 2016.

29. ACKNOWLEDGEMENT

The Directors of your Company acknowledge with deep sense of appreciation the encouragement, support and co-operation received by the Company from its Bankers viz. State Bank of India, IDBI Bank Limited, HDFC Bank Limited, RBL Bank Limited, BSE Limited, National Stock Exchange of India Limited, Members, Suppliers and Esteemed Customers of the Company.

30. CAUTIONARY STATEMENT

Statement made in the Annual Report including those stated under the caption "Management Discussion and Analysis" describing the Company's plan, projections and expectations may constitute "forward looking statement" within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied.

For and on behalf of the Board

Place: Mumbai
Date: 19th August, 2016

Sunil Pathare
Chairman & Managing Director
(DIN: 00192182)

Registered Office:
Plot No.C-6, Road No.22,
MIDC, Andheri (East)
Mumbai 400 093

ANNEXURE - A

MGT – 9

EXTRACT OF ANNUAL RETURN

As on Financial Year ended on 31.03.2016

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

I. REGISTRATION & OTHER DETAILS

1	CIN	L18101MH1991PLC059804
2	Registration Date	14 th January, 1991
3	Name of the Company	Maxwell Industries Limited
4	Category/ Sub-Category of the Company	Public Limited Company
5	Address of the Registered Office & Contact Details	C-6, Road No.22, MIDC, Andheri (East), Mumbai – 400 093, Maharashtra, Tel : 022-28257624/27/33, 40209000 Email: investor.relations@viporg.com Website: www.maxwell.in
6	Whether listed company	Yes
7	Name, Address & Contact details of the Registrar & Transfer Agent, if any	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup (West), Mumbai – 400 078 Tel : 022-25946970/022 25963838 Fax : 022-25946969 Email: rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sr. No.	Name and Description of Main Products	NIC Code of the Products/Services	% to total turnover of the Company
1	Hosiery Product	14309	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

There are no Holding, Subsidiary and Associate Companies.

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2015				No. of Shares held at the end of the year i.e. 31.03.2016			
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
A. Promoters								
1) Indian								
a) Individual/HUF	40097868	-	40097868	63.57	43097868	-	43097868	65.22
b) Central Govt.	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-
e) Banks/ FI	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-
Subtotal (A)(1) :	40097868	-	40097868	63.57	43097868	-	43097868	65.22

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2015				No. of Shares held at the end of the year i.e. 31.03.2016			
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
2) Foreign								
a) NRIs Individuals	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-
Sub-total (A)(2) :	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	40097868	-	40097868	63.57	43097868	-	43097868	65.22
B. Public Shareholding								
1) Institutions								
a) Mutual Funds/UTI	875	-	875	-	875	-	875	-
b) Banks/FI	23666	-	23666	0.04	117632	-	117632	0.18
c) Central Govt(s)	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	162973	-	162973	0.26	-	-	-	-
i) Funds Others (specify)	-	-	-	-	-	-	-	-
j) Foreign Portfolio Investor	-	-	-	-	236867	-	236867	0.36
Sub-total (B) (1) :-	187514	-	187514	0.30	355374	-	355374	0.54
2) Non-Institutions								
a) Bodies Corp.	7843347	386308	8229655	13.05	3937577	-	3937577	5.96
i) Indian	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-
b) Individuals								
i) Individual Shareholders holding nominal share capital upto ₹ 1 Lakh	8187023	1119379	9306402	14.75	9865805	1058568	10924373	16.53
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 Lakh	3879666	341250	4220916	6.69	3672421	341250	4013671	6.07
c) Others (specify)								
i) Clearing Members	635635	-	635635	1.01	635220	-	635220	0.96
ii) Foreign Nationals	-	-	-	-	-	-	-	-
iii) a) Non Resident Indians (Repatriable)	153339	8750	162089	0.26	238266	-	238266	0.36
iii) b) Non Resident Indians (Non-Repatriable)	235136	-	235136	0.37	2198454	-	2198454	3.33
d) Trust	2000	-	2000	-	2000	-	2000	-
e) Hindu Undivided Family	-	-	500	-	674412	-	674412	1.02
Sub-total (B)(2) :	20934146	1855687	22791833	36.13	21224155	1399818	22623973	34.24
Total shareholding of Promoter (B)=(B)(1)+(B)(2)	21123660	1855687	22979347	36.43	21579529	1399818	22979347	34.78
c) Shares held by custodians for GDRs & ADRs								
Grand Total (A+B+C)	61221528	1855687	63077215	100.00	64677397	1399818	66077215	100.00

ii) Shareholding of Promoters

Sr No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	Sunil J. Pathare	16107425	25.54	-	16107425	24.38	-	-
2	Kapil J. Pathare	11684465	18.52	-	14184465	21.47	-	2.95
3	Jaykumar K. Pathare	5424125	8.60	-	5424125	8.21	-	-
4	Lalita J. Pathare	5002812	7.93	-	5002812	7.57	-	-
5	Jaykumar K. Pathare - HUF	1262166	2.00	-	1262166	1.91	-	-
6	Heena S. Pathare	612500	0.97	-	612500	0.93	-	-
7	Ashwini K. Pathare	4375	0.01	-	504375	0.76	-	0.75
	Total	40097868	63.57	-	43097868	65.22	-	1.65

iii) Change in Promoters' Shareholding

There is change in promoters shareholding during the year on account of allotment of 25,00,000 equity shares to Mr. Kapil Pathare and 5,00,000 equity shares to Mrs. Ashwini Pathare on conversion of warrant into equity shares.

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

Sr No.	For each of the Top 10 Shareholders Name & Type of Transaction	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
1	AMAL N PARIKH				
	At the beginning of the year	-	-	-	-
	06.11.2015 - Transfer	523500	0.79	523500	0.79
	13.11.2015 - Transfer	10000	0.02	533500	0.81
	20.11.2015 - Transfer	619342	0.94	1152842	1.74
	27.11.2015 - Transfer	672158	1.02	1825000	2.76
	18.12.2015 - Transfer	4950	0.01	1829950	2.77
	25.12.2015 - Transfer	9000	0.01	1838950	2.78
	01.01.2016 - Transfer	18000	0.03	1856950	2.81
	08.01.2016 - Transfer	128050	0.19	1985000	3.00
	15.01.2016 - Transfer	10149	0.02	1995149	3.02
	At the end of the year			1995149	3.02
2	NARENDRA KUMAR AGARWAL				
	At the beginning of the year	-	-	-	-
	11.03.2016 - Transfer	650000	0.98	650000	0.98
	18.03.2016 - Transfer	963118	1.46	1613118	2.44
	At the end of the year			1613118	2.44
3	NARENDRA KUMAR AGARWAL				
	At the beginning of the year	-	-	-	-
	11.03.2016 - Transfer	1300000	1.97	1300000	1.97
	At the end of the year			1300000	1.97
4	PARAM CAPITAL RESEARCH PVT. LTD.				
	At the beginning of the year	903000	1.37	903000	1.37
	08.05.2015 - Transfer	(451500)	(0.68)	451500	0.68
	30.06.2015 - Transfer	548500	0.83	1000000	1.51
	13.11.2015 - Transfer	(115000)	(0.17)	885000	1.34
	25.12.2015 - Transfer	115000	0.17	1000000	1.51
	08.01.2016 - Transfer	(100000)	(0.15)	900000	1.36
	15.01.2016 - Transfer	(20000)	(0.03)	880000	1.33
	31.03.2016 - Transfer	120000	0.18	1000000	1.51
	At the end of the year			1000000	1.51

Sr No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	Name & Type of Transaction	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
5	SURYAVANSHI COMMOTRADE PRIVATE LIMITED				
	At the beginning of the year	-	-	-	-
	18.03.2016 - Transfer	164240	0.25	164240	0.25
	25.03.2016 - Transfer	58460	0.09	222700	0.34
	31.03.2016 - Transfer	248749	0.38	471449	0.71
	At the end of the year			471449	0.71
6	ALTITUDE INVESTMENTS PVT LTD				
	At the beginning of the year	-	-	-	-
	19.02.2016 - Transfer	250000	0.38	250000	0.38
	At the end of the year			250000	0.38
7	GAURI SHANKAR JHALANI				
	At the beginning of the year	199880	0.30	199880	0.30
	At the end of the year			199880	0.30
8	CHOICE EQUITY BROKING PRIVATE LIMITED				
	At the beginning of the year	23500	0.04	23500	0.04
	10.04.2015 - Transfer	333	-	23833	0.04
	17.04.2015 - Transfer	(83)	-	23750	0.04
	24.04.2015 - Transfer	1000	-	24750	0.04
	01.05.2015 - Transfer	2500	-	27250	0.04
	15.05.2015 - Transfer	(1750)	-	25500	0.04
	29.05.2015 - Transfer	(500)	-	25000	0.04
	05.06.2015 - Transfer	6000	0.01	31000	0.05
	12.06.2015 - Transfer	7500	0.01	38500	0.06
	19.06.2015 - Transfer	782	-	39282	0.06
	26.06.2015 - Transfer	(5000)	(0.01)	34282	0.05
	30.06.2015 - Transfer	3500	0.01	37782	0.06
	03.07.2015 - Transfer	(3375)	(0.01)	34407	0.05
	10.07.2015 - Transfer	5375	0.01	39782	0.06
	24.07.2015 - Transfer	(12000)	(0.02)	27782	0.04
	31.07.2015 - Transfer	3025	-	30807	0.05
	07.04.2015 - Transfer	(7025)	(0.01)	23782	0.04
	14.08.2015 - Transfer	48250	0.07	72032	0.11
	21.08.2015 - Transfer	(3732)	(0.01)	68300	0.10
	28.08.2015 - Transfer	8800	0.01	77100	0.12
	04.09.2015 - Transfer	(2500)	-	74600	0.11
	11.09.2015 - Transfer	4650	0.01	79250	0.12
	18.09.2015 - Transfer	2600	-	81850	0.12
	25.09.2015 - Transfer	(12900)	(0.02)	68950	0.10
	30.09.2015 - Transfer	500	-	69450	0.11
	09.10.2015 - Transfer	40000	0.06	109450	0.17
	16.10.2015 - Transfer	15800	0.02	125250	0.19
	23.10.2015 - Transfer	36950	0.06	162200	0.25
	30.10.2015 - Transfer	(7000)	(0.01)	155200	0.23
	06.11.2015 - Transfer	(1000)	-	154200	0.23
	13.11.2015 - Transfer	(500)	-	153700	0.23
	20.11.2015 - Transfer	9000	0.01	162700	0.25
	27.11.2015 - Transfer	(14600)	(0.02)	148100	0.22

Sr No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	Name & Type of Transaction	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	04.12.2015 - Transfer	(25550)	(0.04)	122550	0.19
	11.12.2015 - Transfer	(250)	-	122300	0.19
	25.12.2015 - Transfer	1000	-	123300	0.19
	31.12.2015 - Transfer	(400)	-	122900	0.19
	08.01.2016 - Transfer	49005	0.07	171905	0.26
	15.01.2016 - Transfer	1700	-	173605	0.26
	22.01.2016 - Transfer	19800	0.03	193405	0.29
	29.01.2016 - Transfer	5000	0.01	198405	0.30
	05.02.2016 - Transfer	13000	0.02	211405	0.32
	12.02.2016 - Transfer	2000	-	213405	0.32
	19.02.2016 - Transfer	(1788)	-	211617	0.32
	26.02.2016 - Transfer	20994	0.03	232611	0.35
	04.03.2016 - Transfer	(17782)	(0.03)	214829	0.33
	11.03.2016 - Transfer	(5213)	(0.01)	209616	0.32
	18.03.2016 - Transfer	(300)	-	209316	0.32
	31.03.2016 - Transfer	(10000)	(0.02)	199316	0.30
	At the end of the year			199316	0.30
9	PREMIER INVESTMENT FUND LIMITED				
	At the beginning of the year	162973	0.25	162973	0.25
	At the end of the year			162973	0.25
10	DINOO JAL TARAPOREVALA				
	At the beginning of the year	140000	0.21	140000	0.21
	At the end of the year			140000	0.21
11	EDELWEISS SECURITIES LTD				
	At the beginning of the year	206490	0.31	206490	0.31
	03.04.2015 - Transfer	(5590)	(0.01)	200900	0.30
	10.04.2015 - Transfer	9301	0.01	210201	0.32
	17.04.2015 - Transfer	5561	0.01	215762	0.33
	24.04.2015 - Transfer	(1959)	-	213803	0.32
	01.05.2015 - Transfer	(89)	-	213714	0.32
	08.05.2015 - Transfer	136818	0.21	350532	0.53
	15.05.2015 - Transfer	(124360)	(0.19)	226172	0.34
	22.05.2015 - Transfer	12419	0.02	238591	0.36
	29.05.2015 - Transfer	(17445)	(0.03)	221146	0.33
	05.06.2015 - Transfer	16018	0.02	237164	0.36
	12.06.2015 - Transfer	1487	-	238651	0.36
	19.06.2015 - Transfer	9240	0.01	247891	0.38
	26.06.2015 - Transfer	(98716)	(0.15)	149175	0.23
	30.06.2015 - Transfer	11485	0.02	160660	0.24
	03.07.2015 - Transfer	(37706)	(0.06)	122954	0.19
	10.07.2015 - Transfer	67424	0.10	190378	0.29
	17.07.2015 - Transfer	118775	0.18	309153	0.47
	24.07.2015 - Transfer	(61271)	(0.09)	247882	0.38
	31.07.2015 - Transfer	7406	0.01	255288	0.39
	07.08.2015 - Transfer	(26798)	(0.04)	228490	0.35
	14.08.2015 - Transfer	(22712)	(0.03)	205778	0.31
	21.08.2015 - Transfer	5483	0.01	211261	0.32

Sr No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	Name & Type of Transaction	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	28.08.2015 - Transfer	16168	0.02	227429	0.34
	04.09.2015 - Transfer	4278	0.01	231707	0.35
	11.09.2015 - Transfer	9186	0.01	240893	0.36
	18.09.2015 - Transfer	(49647)	(0.08)	191246	0.29
	25.09.2015 - Transfer	(3559)	(0.01)	187687	0.28
	30.09.2015 - Transfer	5096	0.01	192783	0.29
	09.10.2015 - Transfer	2563	-	195346	0.30
	16.10.2015 - Transfer	16220	0.02	211566	0.32
	23.10.2015 - Transfer	(19704)	(0.03)	191862	0.29
	30.10.2015 - Transfer	3963	0.01	195825	0.30
	06.11.2015 - Transfer	2589	-	198414	0.30
	13.11.2015 - Transfer	100	-	198514	0.30
	20.11.2015 - Transfer	(5582)	(0.01)	192932	0.29
	27.11.2015 - Transfer	(8673)	(0.01)	184259	0.28
	04.12.2015 - Transfer	(3867)	(0.01)	180392	0.27
	11.12.2015 - Transfer	(365)	-	180027	0.27
	18.12.2015 - Transfer	(141944)	(0.21)	38083	0.06
	25.12.2015 - Transfer	(2527)	-	35556	0.05
	31.12.2015 - Transfer	(1920)	-	33636	0.05
	01.01.2016 - Transfer	(100)	-	33536	0.05
	08.01.2016 - Transfer	27787	0.04	61323	0.09
	15.01.2016 - Transfer	(11422)	(0.02)	49901	0.08
	22.01.2016 - Transfer	(18371)	(0.03)	31530	0.05
	29.01.2016 - Transfer	460	-	31990	0.05
	05.02.2016 - Transfer	456	-	32446	0.05
	12.02.2016 - Transfer	(300)	-	32146	0.05
	19.02.2016 - Transfer	5466	0.01	37612	0.06
	26.02.2016 - Transfer	2860	-	40472	0.06
	04.03.2016 - Transfer	1405	-	41877	0.06
	11.03.2016 - Transfer	2623	-	44500	0.07
	18.03.2016 - Transfer	(17814)	(0.03)	26686	0.04
	25.03.2016 - Transfer	100	-	26786	0.04
	31.03.2016 - Transfer	4400	0.01	31186	0.05
	At the end of the year			31186	0.05
12	BENGAL FINANCE & INVESTMENT PVT. LTD				
	At the beginning of the year	2312505	3.50	2312505	3.50
	08.01.2016 - Transfer	57080	0.09	2369585	3.59
	22.01.2016 - Transfer	543533	0.82	2913118	4.41
	11.03.2016 - Transfer	(2913118)	(4.41)	-	-
	At the end of the year			-	-
13	RELIANCE CAPITAL LIMITED				
	At the beginning of the year	2200000	3.33	2200000	3.33
	10.04.2015 - Transfer	(200000)	(0.30)	2000000	3.03
	03.07.2015 - Transfer	(306000)	(0.46)	1694000	2.56
	10.07.2015 - Transfer	(1694000)	(2.56)	-	-
	At the end of the year			-	-

Sr No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	Name & Type of Transaction	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
14	VIJAY KISHANLAL KEDIA				
	At the beginning of the year	850000	1.29	850000	1.29
	13.11.2015 - Transfer	(340350)	(0.52)	509650	0.77
	20.11.2015 - Transfer	(509650)	(0.77)	-	-
	At the end of the year			-	-
15	VIRAL AMAL PARIKH				
	At the beginning of the year	500000	0.76	500000	0.76
	06.11.2015 - Transfer	(500000)	(0.76)	-	-
	At the end of the year			-	-
16	SURESH BHATIA				
	At the beginning of the year	396026	0.60	396026	0.60
	17.07.2015 - Transfer	(396026)	0.60	-	-
	At the end of the year			-	-
17	RADHIKA SHARMA				
	At the beginning of the year	244031	0.37	244031	0.37
	07.08.2015 - Transfer	(244031)	(0.37)	-	-
	At the end of the year			-	-
18	ANIL MADANLAL RAIKA				
	At the beginning of the year	200000	0.30	200000	0.30
	17.07.2015 - Transfer	(200000)	(0.30)	-	-
	At the end of the year			-	-

- Note: 1. Paid up Share Capital of the Company (Face Value ₹ 2/-) at the end of the year is 6,60,77,215 Shares.
2. The details of holding has been clubbed based on PAN.
3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

v) Shareholding of Directors and Key Managerial Personnel:

Sr No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Jaykumar K. Pathare				
	At the beginning of the year	5424125	8.60	5424125	8.60
	Bought during the year	-	-	5424125	8.60
	Sold during the year	-	-	5424125	8.60
	At the End of the year	5424125	8.21	5424125	8.21
2	Sunil J. Pathare				
	At the beginning of the year	16107425	25.54	16107425	25.54
	Bought during the year	-	-	16107425	25.54
	Sold during the year	-	-	16107425	25.54
	At the End of the year	16107425	24.38	16107425	24.38
3	Kapil J. Pathare				
	At the beginning of the year	11684465	18.52	11684465	18.52
	Bought during the year (allotted during the year 2500000 shares)	2500000	-	14184465	21.47
	Sold during the year	-	-	14184465	21.47
	At the End of the year	14184465	21.47	14184465	21.47

Note: Mr. Gopal Sehgal, Mr. Chetan Sheth, Mr. Robin Banerjee & Mrs. Meher Castelino, Independent Director and Mr. Yogesh Tiwari, Mr. Ashish Mandaliya & Mr. Devendra Vyas, Key Managerial Personnel did not hold any shares of the Company during the financial year 2015-16.

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

(₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	8126.22	229	-	8355.22
ii) Interest due but not paid	68.69	-	-	68.69
iii) Interest accrued but not due	5.79	-	-	5.79
Total (i+ii+iii)	8200.70	229	-	8429.70
Change in Indebtedness during the financial year				
*Addition	424.35	143	-	567.35
*Reduction	(54.80)	-	-	(54.80)
Net Change	369.55	143	-	512.55
Indebtedness at the end of the financial year				
i) Principal Amount	8550.57	372	-	8922.57
ii) Interest due but not paid	19.86	-	-	19.86
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	8570.43	372	-	8942.43

Note: The indebtedness under Secured Loan includes the working capital loan. There was no long term loan.

VI. Remuneration of Directors and Key Managerial Personnel

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

(₹ in Lakhs)

Sr No	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		CMD	WTD	WTD	
		Sunil Pathare	Jaykumar Pathare	Kapil Pathare	
1	Gross Salary				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	30.24	23.98	26.88	81.10
	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	10.75	7.49	7.30	25.54
2	Stock Option	-	-	-	-
3	Swear Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	40.99	31.47	34.18	106.64
	Ceiling as per the Act	(10% of the net profit of the Company calculated as per Section 198 of the Companies Act, 2013)			

B. Remuneration to other Director :

(₹ in Lakhs)

Sr No	Particulars of Remuneration	Name of Director				Total Amount
		Arvind Kulkarni	Gopal Sehjpal	Chetan Sheth	Robin Banerjee	
1.	Independent Directors					
	* Fees for attending board committee meeting	0.60	0.75	0.90	0.90	3.15
	* Commission	-	-	-	-	-
	* Others, please specify	-	-	-	-	-
	Total (1)	0.60	0.75	0.90	0.90	3.15
2.	Other Non-Executive Directors	Meher Castelino				
	* Fees for attending board committee meeting	0.75	-	-	-	0.75
	* Commission	-	-	-	-	-
	* Others, please specify	-	-	-	-	-
	Total (2)	0.75	-	-	-	0.75
	Total (B)=(1+2)	1.35	0.75	0.90	0.90	3.90
	Ceiling as per the Act	(1% of the net profit of the Company calculated as per Section 198 of the Companies Act, 2013)				
	Total Managerial Remuneration (A + B)					110.54
	Overall Ceiling as per the Act	(11% of the net profit of the Company calculated as per Section 198 of the Companies Act, 2013)				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

(₹ in Lakhs)

Sr No	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Chief Executive Officer (Marketing, Advertisement)	CFO & Company Secretary	Chief Finance Controller	
		Yogesh Tiwari	Ashish Mandaliya	Devendra Vyas	
1	Gross Salary				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	30.30	17.16	15.56	63.02
	b) Value of perquisites u/s. 17(2) Income-tax Act, 1961	0	0.23	-	0.23
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Swear Equity	-	-	-	-
4	Commission	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	30.30	17.39	15.56	63.25

VII. Penalties/punishment/compounding of offences :

There were no penalties/punishment/compounding of offences for breach of any section of the Companies Act against the Company or its directors or other officer in default, if any, during the year.

On behalf of the Board

Place: Mumbai
Date: 19th August, 2016

Sunil Pathare
Chairman & Managing Director
(DIN: 00192182)

ANNEXURE - B

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

As prescribed under Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014

1. **A brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programmes:** The main objective of CSR policy is to lay down guidelines to make CSR a key business process for sustainable development of the Society. It aims at supplementing the role of the Government in enhancing welfare measures of the society based on the immediate and long term social & environmental consequences of their activities.

As a part of its initiatives under Corporate Social Responsibility (CSR), the Company has undertaken projects in the areas of Education, sanitation and environment sustainability, health and medicine. These projects are largely in accordance with Schedule VII of the Companies Act, 2013.

2. **Composition of CSR Committee:**

The Company has constituted a Corporate Social Responsibility Committee in accordance with Section 135 of the Companies Act, 2013. The CSR Committee was Re-constituted by the Board of Directors of the Company at its meeting held on 12th February, 2016. The Committee shall consist of minimum of three members with at least one being an Independent Director. The present constitution of the CSR Committee is as follows:

Mr. Sunil Pathare	-	Chairman of the Committee
Mr. Kapil Pathare	-	Member of the Committee
Mr. Gopal Sehjpal	-	Member of the Committee
Mr. Chetan Sheth	-	Member of the Committee
Mrs. Meher Castelino	-	Member of the Committee

The Board has authority to reconstitute this Committee from time to time.

3. **Average net profit of the Company for last three financial years (2013-2015):** ₹ 803.18 Lacs.
4. **Prescribed CSR expenditure (two per cent of the amount as in item 3 above) (2013-2015):** The Company is required to spend ₹ 16.06 Lakhs towards CSR.
5. **Details of CSR spent during the financial year (2015-16):**
- (a) Total amount to be spent for the financial year : ₹ 16.06 Lakhs.
- (b) Amount spent : ₹ 11.70 Lakhs
- (c) Amount unspent, if any : ₹ 4.36 Lakhs
- (d) Manner in which the amount spent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs subheads: (1) (Direct expenditure on projects or programs. (2) Overheads :	Cumulative expenditure up to the reporting period	Amount Spent: Direct or through implementing agency
1	College project sponsorship	Literacy	Mumbai (Maharashtra)	₹ 4.50 Lakhs	₹ 4.25 Lakhs	₹ 4.25 Lakhs	Implementing agency
2.(i)	Health care & Sanitation	Sanitation	Andheri, Mumbai (Maharashtra)	₹ 6.00 Lakhs	₹ 7.123 Lakhs	₹ 7.12 Lakhs	Implementing agency
2(ii)	Promoting health care	Medical	Mumbai (Maharashtra)	₹ 0.30 Lakhs	₹ 0.33 Lakhs	₹ 0.33 Lakhs	Implementing agency

Maxwell Industries Ltd.

6. The unspent amount of ₹ 4.36 Lacs will be spent in next year as the project identified by the Company got delayed, however the Company has set aside the unspent amount to separate account which identified and utilised for Corporate Social Responsibility purpose.
7. The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

For Maxwell Industries Limited

Sunil J. Pathare
Chairman and Managing Director
(DIN : 00192182)

Place: Mumbai
Date: 19th August, 2016

**For and on behalf of the
Corporate Social Responsibility Committee
Maxwell Industries Limited**

Sunil J. Pathare
Chairman of the Corporate Social Responsibility Committee

ANNEXURE - C**Form No. MR-3****SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

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

To,
The Members,
MAXWELL INDUSTRIES LIMITED

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MAXWELL INDUSTRIES LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- 1) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - Not applicable to the Company for the financial year under review
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not applicable to the Company for the financial year under review
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - Not applicable to the Company for the financial year under review and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - Not applicable to the Company for the financial year under review

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

- i) Secretarial Standard – 1 and Secretarial Standard – 2 as issued by The Institute of Company Secretaries of India
- ii) The Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed.

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

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company, as informed to me i.e.:

- 1) The Employees' Provident Funds and Miscellaneous Provisions Act, 1952

Maxwell Industries Ltd.

- 2) Employees State Insurance Act, 1948
- 3) The Payment of Gratuity Act, 1972
- 4) The Factories Act, 1948
- 5) The Minimum Wages Act, 1948
- 6) Workmen's Compensation Act, 1923
- 7) Industrial Disputes Act, 1947
- 8) The Air (Prevention and Control of Pollution) Act, 1981
- 9) The Water (Prevention and Control of Pollution) Act, 1974
- 10) Legal Metrology Act, 2009

I further report that:

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and in case of shorter notice, the Company has complied with the proviso of Section 173(3) of the Companies Act, 2013 and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and there were no instances where dissenting members' views were required to be captured and recorded as part of the minutes.

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

I further report that during the audit period there were instances of:

- i) Allotment of 3,000,000 (Thirty Lacs) Equity Shares of ₹ 2/- (Rupees Two each) at premium of ₹ 36/- (Rupees Thirty Six each) to Promoter and Promoter Group of the Company pursuant to conversion of 3,000,000 (Thirty Lacs) Warrants.
- ii) The Company redeemed its third and final tranche of 394,982 Preference Shares on January 31, 2016.

However, during audit period, there were no instances of:

- i) Public/Right/Preferential issue of shares / debentures / sweat equity.
- ii) Buy-back of securities
- iii) Merger / amalgamation / reconstruction, etc.
- iv) Foreign technical collaborations

Place: Mumbai
Date: 30th May, 2016

Rakesh Sanghani
Practising Company Secretary
FCS No. 7647
C P No.: 6302

This Report is to be read with my letter of even date which is annexed as Annexure - SA and forms an integral part of this report.

To,
The Members,
MAXWELL INDUSTRIES LIMITED

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

1. The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.
2. My responsibility is to express an opinion on secretarial records, standards and procedures followed by the Company with respect to secretarial compliances. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion.
3. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and for the same I have relied on the report of Statutory Auditors.
5. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
6. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 30th May, 2016

Rakesh Sanghani
Practising Company Secretary
FCS No. 7647
C P No.: 6302

ANNEXURE - D

Disclosure of Particulars with respect to conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014.

A) CONSERVATION OF ENERGY

The Company continued to emphasize on the conservation and optimal utilisation of energy at all the manufacturing unit of the Company. Maintenance of all plant machinery and equipment are continuously serviced, updated and overhauled and maintained them in good condition. This has impact on lesser energy consumption.

During the year review the Company has stop the operation at processing unit at SIPCOT, Perundurai, as a result, lower in unit consumption.

The Company continued its efforts towards effective utilisation of energy for reduction in power consumption. The Company has the wind mill in Edyaarpalayam (Tamil Nadu) and availing the benefit on energy consumption at its Thingalur (Tamil Nadu) Stitching unit.

Total energy consumption and energy consumption per unit of production as per FORM A of the Annexure in respect of Industries specified in scheme thereto:

	Year ended 31 st March, 2016	Year ended 31 st March, 2015
Units Consumed (In Lakhs)	12.15	28.43
Units Consumed per kg. of Production	0.51	0.78

B) TECHNOLOGY ABSORPTION

Efforts are made in technology absorption (to the extent applicable) : as per Form B

I. Research & Development and Quality Control

- Specific area in which R & D and Quality Control were carried out to achieve the Company's vision by way of:

- 1.1 Improving operational efficiency:

The Company had installed the state of art machinery at its both stitching unit for its fabric laying and automatic fabric cutting. This will have reduction in wastage and optimise the consumption of fabric.

Continuous monitoring to avoid wastage of fabric and other accessories and optimize the manufacturing operations at the stitching floor on the basis of time and motion study.

Modification of specification in the field of Raw Material and Packing Material to further improve the quality of our end product.

Due to Quality Control inspection at all the manufacturing unit, resulted in improvised quality of end product.

Improved the supply chain.

- 1.2 New product and packing development and way forward

Development of new range of product in across all the brand of the Company.

Improved on the packing of VIP and Frenchie product.

II. Technology absorption, adaptation and innovation:

- Efforts in brief, made towards Technology Absorption, Adaptation and Innovation:

Imparting training to personnel in various manufacturing techniques by indian experts and suppliers of Plant and Machinery.

- Benefit derived as a result of the above efforts:

Increase in productivity

Power saving

Manpower cost reduction

Raw material cost reduction

Production wastage reduction

C) FOREIGN EXCHANGE EARNING AND OUTGOING

The Company has earned ₹ 1,954.37 lakhs (Previous year ₹ 1,901.34 lakhs) from exports during the year. The total amount of outgo on account of foreign exchange utilised by the Company amounted to ₹ 59.71 lakhs (Previous year ₹ 200.06 lakhs).

ANNEXURE - E

Disclosures pursuant to Rule (5)1 of The Companies (Appointment and Remuneration of Managerial Personnel), 2014

- Q1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the Financial Year 2015–16
- A1: The ratio of the remuneration (fig in ₹ Lakhs) between:-
Employees to Managing Director is : 2.214: 40.990
- Q2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:
- A2: Chief Financial Officer & Company Secretary: 26% and Chief Finance Controller: 74%
- Q3. The percentage increase in the median remuneration of employees in the Financial Year.
- A3: FY 2015 -16 : 9.69%
- Q4. The number of permanent employees on the rolls of Company.
- A4: 347 Employees + 1950 workers (they are covered under Payment of Wages Act) – As on March 31, 2016.
- Q5. The explanation on the relationship between average increase in remuneration and company performance.
- A5: The procedure of arriving at the average increase in the overall compensation of Company's permanent roll employees depends on the following factors:
- Company performance (majorly in terms of sales revenue & profit)
 - The Industry performance and growth in which the company operate.
 - Benchmarking with the similar industries & companies in terms with compensation increase.
 - Capability of individual employees.

Keeping the above said parameter in to consideration the average increase in the remuneration happened in FY 2015-16 over FY 2014-15 was 9.69% and this is a bit above the said benchmarks. The compensation of 1950 workers are governed by Payment of Wages Act and hence not included with the white collar remuneration.

- Q6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.

A6.	Aggregate remuneration of Key Managerial Personnel KMP in FY 2015-16 (₹ In Lakhs)	169.89
	Revenue (₹ In Lakhs)	19457
	Remuneration of KMP's (as % of Revenue)	0.87%
	Earnings Before Interest Depreciation, Tax and amortization (EBIDTA) (₹ In Lakhs)	11.09
	Remuneration of KMP (as time to EBIDTA)	15.32

- Q7. Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current Financial Year and Previous Financial Year and Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variation in the net worth of the Company as at the close of the current Financial Year and previous Financial Year.

- A7. Variation in Market Capitalisation of Maxwell Industries Limited.

Sr.No	Particulars	Unit	As at March, 2016	As at March, 2015	Variation
1	Closing rate of shares in NSE	₹	43.90	68.65	(24.75)
2	Earnings Per Share	₹	-	1.08	(1.08)
3	Market Capitalisation	₹ In Crs	290.07	433.02	(142.95)
4	Price Earnings Ratio (MPS/EPS)	Ratio	-	63.56	(63.56)

- Q8. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

A8: Average percentage increase:

FY 2015-16

M6 & above (Managerial Level): 12%

E1 & Below : 10%

Q9. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company

A9: Explanation as given in reply no. 6

Q10. They key parameters for any variable component of remuneration availed by the Directors.

A10. Company performance: Sales revenue & profit after tax (before amortization)

Individual performance: Against the set parameters of the Key Result Area thus specified at the beginning of the year.

Q11. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but received remuneration in excess of the highest paid director during the year.

A11: Not applicable in our case.

Q12. Affirmation that the remuneration is as per the Remuneration Policy of the Company

A12: It is affirmed that the remuneration paid is as per the remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

For and on behalf of the Board of Directors

Date: 19th August, 2016

Sunil J. Pathare
Chairman & Managing Director
(DIN:00192182)

CORPORATE GOVERNANCE REPORT

The Company's Report on Corporate Governance for the financial year ended 31st March, 2016, in compliance with the Corporate Governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as 'Listing Regulations').

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Maxwell Industries Ltd is committed to corporate transparency, accountability, responsibility, fairness and lays emphasis on business ethics in all its dealings. The Company believes in meeting its obligations to all its stakeholders, including amongst others, customers, employees and the community in which the Company operates.

Corporate Governance is a process that aims to meet stakeholder's aspirations and social expectations. It's not a discipline imposed by a regulator, rather a culture that guides the Board, Management and Employees to function towards best interest of stakeholders.

GOVERNANCE STRUCTURE:

The Board has been constituted, in compliance with the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014, and Regulation 34(3) of the Listing Regulations. The Board is entrusted with an ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.

The Board has constituted the following Committees viz, Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility (CSR) Committee and Risk Committee. Each of the said Committee has been mandated to operate within a given framework.

Your Directors are happy to inform you that, your Company's existing practices and policies are in conformity with the requirements stipulated by Stock Exchanges and SEBI and has gone well beyond simple statutory compliance, by instituting such systems and procedures, as are required to make the management completely transparent and institutionally sound.

(1) Board of Directors

- (a) **Changes in the Board :** During the year the company had lost its VIP asset i.e. Mr. Jaykumar Pathare, Chairman of the Company due to sad and sudden demise on 16th January, 2016.

Mr. Arvind Kulkarni, Independent Director, stepped down from the Directorship and from other committees of the Company due to his health and age. The Company places on record its appreciation and gratitude for the valuable contribution made by Mr. Arvind Kulkarni during his tenure as a member of the Board.

- (b) **Composition of Board:** The composition of your Company's Board, complied with the Regulation 17(1) of the Listing Regulations and other applicable regulatory requirements, which comprises of 6 (Six) Directors, out of which 2 (Two) are Promoter Executive Directors and 4 (Four) are Non-Executive Independent Directors. The Managing Director & Whole-time Director are being paid remuneration while the other Directors are being paid sitting fees for attending the Board Meeting as fixed by the Board.

- © **Number of meetings attended:** The Board met 5 (Five) times during the financial year ended 31st March, 2016 as on 30.05.2015, 12.08.2015, 26.10.2015, 09.11.2015 and 12.02.2016. The Annual General Meeting (AGM) for the financial year 31st March, 2015 was held on 26th September, 2015. The gap between 2 (Two) Board Meeting does not exceed more than 120 (One Hundred and Twenty days). Leave of absence is granted to the Directors as and when requested. All Directors have made necessary Disclosures regarding Directors and Committee positions in other Company.

- (d) **Meeting of Independent Directors :**

Meeting of the Independent Director of the Company was held on 17th March, 2016 without the presence of the Executive Directors or members of the Company.

Name of Members	Designation	Status	No. of committee meeting attended	
			Held	Attended
Mr. Robin Banerjee	Chairman	Independent Director	1	1
Mr. Gopal Sehjpal	Member	Independent Director	1	1
Mr. Chetan Sheth	Member	Independent Director	1	1
Mrs. Meher Castelino	Member	Independent Director	1	1

(e) **Composition of Board and Attendance record:**

Name of the Director	Category	Other Directorship		Membership of Other Board Committees		No. of Board Meetings attended	Attendance at the last AGM held on September 26, 2015
		As Member	As Chairman	As Member	As Chairman		
Mr. Jaykumar K. Pathare* Chairman, Whole-time Director, (upto 16.01.2016)	Promoter Executive Director	4	-	-	-	4	Yes
Mr. Sunil J. Pathare® Chairman & Managing Director, (w.e.f. 12.02.2016)	Promoter Executive Director	6	-	-	-	5	Yes
Mr. Kapil J. Pathare Whole-time Director	Promoter, Executive Director	6	-	-	-	4	Yes
Dr. Arvind Kulkarni# (upto 12.02.2016)	Non-Executive Independent Director	-	-	-	-	4	Yes
Mr. Gopal Sehjpal	Non-Executive Independent Director	2	-	1	2	4	Yes
Mr. Chetan Sheth	Non-Executive Independent Director	2	-	2	-	5	Yes
Mr. Robin Banerjee	Non-Executive Independent Director	2	-	2	-	5	Yes
Mrs. Meher Castelino	Non-Executive Women Director	-	-	-	-	4	Yes

*Mr. Jaykumar Pathare passed away on 16.01.2016.

®Mr. Sunil J. Pathare Vice Chairman & Managing Director upto 12.02.2016.

#Mr. Arvind Kulkarni resigned w.e.f. 12.02.2016.

- (f) **Disclosure of relationships between directors inter-se :** Late. Mr. Jaykumar K. Pathare is a father of Mr. Sunil J. Pathare and Mr. Kapil J. Pathare. Mr. Sunil J. Pathare is an elder son of Late. Mr. Jaykumar K. Pathare and elder brother of Mr. Kapil J. Pathare. Mr. Kapil Pathare is a younger son of Late. Mr. Jaykumar K. Pathare and younger brother of Mr. Sunil J. Pathare and except for this there is no inter-se relationship among the Directors.
- (g) **Number of shares and convertible instruments held by non-executive directors:** None of the Non-Executive Independent Directors hold any shareholding in the Company.
- (h) **Familiarisation programmes for Directors:**

At the time of appointing a Director, a formal letter of appointment is given to them, which inter alia explain the role, function, duties and responsibility expected from them, as a director of the Company, Director also explained in detail the Compliance required under Companies Act, 2013, Listing Regulations and other various statues and an affirmation is obtained. The Chairman and Managing Director also have a one to one discussion with the Directors to familiarise them with Company's operations. Further, on an on-going basis as a part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters.

(i) **Details of the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting:**

1. To Re-appoint Mr. Sunil Pathare as Managing Director and Designated as Chairman :
(Item No. 8 of Notice)

Mr. Sunil J. Pathare (age 45), B.com, he has joined the Company at his early age at 21, when the Company was domestically present, he headed the international business for the Company, at present the Company is present in the more 15 countries. He was the National Vice President of Foreign Trade Development (India) Association from 2003 to 2005.

He has been awarded for excellence in manufacturing by CMAI, "Entrepreneurship Excellence Award 2007" by SME Chamber of India, Indira Group of Institutes award for Marketing excellence in March, 2012, IFA – Most admired Innerwear Brand of the year, Inside Fashion Brand, Award to VIP for excellence in Retail, Golden Trophy by CMAI- for best men's innerwear in 2006-07 and best women's innerwear in 2007-08, and also excellence in Advertising at 38th all India award ABBY – 2005.

Mr. Sunil J. Pathare a visionary, dynamic and friendly entrepreneur, determined to take the Company and its brand across the globe, he has extensive experience in the field of Marketing, Production, Operation, Sales & Promotion, Finance and business start-ups in various markets. The execution capabilities and developing the team with capabilities to handle transactions of various natures has been one of the strengths of Mr. Sunil J. Pathare. He is best suited for the job profile and has been a force to reckon with.

He is having directorship in following companies: 1. Maxwell Capital Management Private Limited, 2. Maxwell Venture Private Limited, 3. Maxwell Entertainment Private Limited, 4. Maxwell Retails Private Limited, 5. Maxwell Health & Hygiene Private Limited, 6. Shogun Chemicals Private Limited.

2. Mr. Kapil J. Pathare, Whole time Director be retire by rotation and being eligible offer himself for re-appointment. (Item No. 2 & 7 of Notice)

Mr. Kapil Pathare (age 37) B.com and MBA, he has joined the Company at his early age. He is looking after the whole production function of the Company. Mr. Kapil J. Pathare is a dynamic and friendly entrepreneur conceived and idea of further developing innerwear business in India. Mr. Kapil J. Pathare is looking after overall production activities and development of new ranges of product for the Company. He is best suited for the job profile.

He is having directorship in following companies: 1. Maxwell Capital Management Private Limited, 2. Maxwell Venture Private Limited, 3. Maxwell Entertainment Private Limited, 4. Maxwell Retails Private Limited, 5. Maxwell Health & Hygiene Private Limited, 6. Shogun Chemicals Private Limited.

3. Appointment of Key Managerial Personnel during the year:

During the year under review, Mr. Yogesh Tiwari was appointed as Chief Executive Officer (CEO) of the Company, who will look after operations of Sales, Marketing and Production of the Company and he will report to Mr. Sunil J. Pathare, Chairman and Managing Director and Board of Directors of the Company.

"Mr. Yogesh Tiwari re-joined Maxwell as CEO in September 2015 after a stint of 8 years at Blackberrys apparels, where he was the Vice President marketing and new businesses. During his stint at Blackberrys, he helped turnaround and grow sales, with the company's revenues at ₹ 630 Crs in FY2015, as compared to ₹ 75 Crs when he joined. His responsibilities included spearheading new business initiatives, including the company's ecommerce and digital marketing strategies, as well as setting up team structures and processes. He was also responsible for creating a successful property, Blackberrys Sharp Nights, which set new benchmarks in lifestyle marketing. Prior to Blackberrys, he worked for a whole host of firms in sales, marketing and business development roles, including stints at S. Kumar's, Godrej Telecom, BASF & Voltas. He had also been nominated to receive a citation for being in the list of the 50 most talented CMO's from India, presented by the World Brand Congress and CMO council. His educational qualifications include a Masters of Management Studies (Marketing) from Narsee Monjee Institute of Management Studies, Bombay in 1988."

(2) Audit Committee:

- a) **Composition of Audit Committee and number of meeting attended:** The composition of Audit Committee is in compliance with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. During the financial year Audit Committee met 4 (Four) times on 30.05.2015, 12.08.2015, 09.11.2015 and 12.02.2016. the Composition of Audit Committee and the number of meetings attended were as under:

Name of Members	Designation	Status	No. of committee meeting attended	
			Held	Attended
Mr. Gopal Sehjpal	Chairman	Independent Director	4	3
Mr. Arvind Kulkarni*	Member	Independent Director	4	3
Mr. Chetan Sheth	Member	Independent Director	4	4
Mr. Sunil Pathare	Member	Promoter Director	4	4
Mr. Kapil Pathare®	Member	Promoter Director	4	1
Mr. Robin Banerjee†	Member	Independent Director	4	1

*Mr. Arvind Kulkarni ceased to be a member due to resignation on 12.02.2016.

® Mr. Kapil Pathare appointed as a member w.e.f. 12.02.2016 and ceased to be a member on 26.07.2016.

†Mr. Robin Banerjee appointed as a member w.e.f. 12.02.2016.

Mr. Ashish Mandaliya, Company Secretary, is the Secretary to the Committee.

- a) **Terms of Reference:**

The terms of reference of the Audit Committee are aligned with the terms of reference provided under section 177(4) of the Companies Act, 2013, Regulation 18(3) and Part C of Schedule II of the Listing Regulations.

3. Nomination and Remuneration Committee :

a) The composition of Nomination & Remuneration Committee and the number of meetings attended:

The composition of Nomination and Remuneration Committee is in compliance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. During the financial year Nomination and Remuneration Committee met 4 (Four) times on 30.05.2015, 12.08.2015, 09.11.2015 and 12.02.2016. The Composition of Nomination and Remuneration Committee and the number of meetings attended were as under:

Name of Members	Designation	Status	No. of committee meeting attended	
			Held	Attended
Mr. Chetan Sheth	Chairman	Independent Director	4	4
Mr. Gopal Sehjpal	Member	Independent Director	4	3
Mr. Arvind Kulkarni*	Member	Independent Director	4	3
Mrs. Meher Castelino®	Member	Independent Director	4	-
Mr. Robin Banerjee®	Member	Independent Director	4	1

*Mr. Arvind Kulkarni ceased to be a member due to resignation on 12.02.2016.

®Mrs. Meher Castelino & Mr. Robin Banerjee appointed as a member w.e.f. 12.02.2016.

Mr. Ashish Mandaliya, Company Secretary, is the Secretary to the Committee.

b) Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee are aligned with the terms of reference provided under Section 178 of the Companies Act, 2013, Regulation 19(4) and Para A of Part D of Schedule II of the Listing Regulations.

c) Remuneration of Director

(₹ in Lakhs)

Name of Director	Relationship with other Director/s	Business relationship with the company	Sitting Fees	Salary / Perquisites	Commission	Total
Late Mr. Jaykumar K. Pathare, Chairman & Whole-time Director (upto 16.01.2016)	Father of Mr. Sunil J. Pathare and Mr. Kapil J. Pathare	Promoter	N.A	31.47	-	31.47
Mr. Sunil J. Pathare, Chairman & Managing Director (w.e.f.12.02.2016)	Son of Late Mr. J. K. Pathare, Brother of Mr. Kapil J. Pathare	Promoter	N.A	40.99	-	40.99
Mr. Kapil J. Pathare, Whole-time Director	Son of Mr. J. K. Pathare, Brother of Mr. Sunil J. Pathare	Promoter	N.A	34.18	-	34.18
Dr. Arvind Kulkarni (upto 12.02.2016)	None	None	0.60	N.A	N.A	0.60
Mr. Gopal Sehjpal	None	None	0.75	N.A	N.A	0.75
Mr. Chetan Sheth	None	None	0.90	N.A	N.A	0.90
Mr. Robin Banerjee	None	None	0.90	N.A	N.A	0.90
Mrs. Meher Castelino	None	None	0.75	N.A	N.A	0.75

d) Performance evaluation of board

Pursuant to the provisions of the Companies Act, 2013 and SEBI's (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of performance of its own, the Committees thereof and the Directors individually. At the meeting of the Independent Directors held on 17th March, 2016 all the relevant factors that are material for evaluating the performance of the Committees and of the Board were discussed in detail. A separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board, who were evaluated. The performance evaluation of the all the directors includes Chairman and Non-Independent Directors was carried out by the Independent Directors. The Board of Directors has expressed their satisfaction with the evaluation process.

4. Stakeholders Relationship Committee

Composition of Stakeholders Relationship Committee and number of meetings attended:

The composition of Stakeholders Relationship Committee is in compliance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. During the financial year Stakeholders Relationship Committee met 4 (Four) times on 30.05.2015, 12.08.2015, 09.11.2015 and 12.02.2016. The Composition of Stakeholders Relationship Committee and the number of meetings attended were as under:

Name of Members	Designation	Status	No. of committee meeting attended	
			Held	Attended
Mr. Arvind Kulkarni* (upto12.02.2016)	Chairman*	Independent Director	4	3
Mrs. Meher Castelino® (w.e.f. 12.02.2016)	Chairman®	Independent Director	4	-
Mr. Gopal Sehjpal	Member	Independent Director	4	3
Mr. Chetan Sheth	Member	Independent Director	4	4
Mr. Sunil J. Pathare	Member	Promoter Director	4	-
Mr. Robin Banerjee#	Member	Independent Director	4	1
Mr. Kapil J. Pathare#	Member	Promoter Director	4	1

*Mr. Arvind Kulkarni ceased to be a Member & Chairman of the Committee, due to resignation on 12.02.2016.

® Mrs. Meher Castelino appointed as a Chairman of the Committee w.e.f. 12.02.2016

#Mr. Robin Banerjee and Mr. Kapil J. Pathare as a member of the Committee w.e.f. 12.02.2016.

Mr. Ashish Mandaliya, Company Secretary, is the Secretary to the Committee.

During the financial year ended 31st March, 2016, 6 (six) complaints received from shareholders. All complaints have been redressed to the satisfaction of the shareholders and none of them were pending as on 31st March, 2016. The statement as follows:

Particulars	Complaints Received	Complaints Redressed	Pending
Non- Receipt of Dividend /Interest /Redemption warrant	4	4	0
Non-Receipt of Share Certificate(s)	2	2	0
Total	6	6	0

5. Corporate Social Responsibility Committee:

a) **Composition of Corporate Social Responsibility Committee and number of meetings attended:** The Composition of the Committee is in compliance with the Section 135 of the Companies Act, 2013. The Corporate Social Responsibility Committee met 1 (One) times during the last financial year on 12.02.2016.

Name of Members	Designation	Status	No. of committee meeting attended	
			Held	Attended
Mr. Sunil J. Pathare	Chairman	Promoter Director	1	1
Mr. Kapil J. Pathare	Member	Promoter Director	1	1
Mr. Chetan Sheth	Member	Independent Director	1	1
Mr. Gopal Sehjpal	Member	Independent Director	1	-
Mrs. Meher Castelino*	Member	Independent Director	1	-

*Mrs. Meher Castelino appointed as a member of the Committee w.e.f. 12.02.2016.

Mr. Ashish Mandaliya, Company Secretary, is the Secretary to the Committee.

b) Terms of Reference :

The term of reference of Corporate Social Responsibility Committee are aligned with the terms of reference provided under section 135 of the Companies Act, 2013.

6. Risk Management Committee

- a) **Composition of Risk Management Committee and number of meetings attended:** The composition of Risk Management Committee is in compliance with the requirements of Regulation 21 of the Listing Regulations. During the financial year Risk Management Committee met 1 (One) time during the last financial year on 12.02.2016. The Composition of Risk Management Committee and the number of meetings attended were as under:

Name of Members	Designation	Status	No. of committee meeting attended	
			Held	Attended
Mr. Sunil J. Pathare	Chairman	Promoter Director	1	1
Mr. Chetan Sheth	Member	Independent Director	1	1
Mr. Gopal Sehjpal	Member	Independent Director	1	-
*Mr. Robin Banerjee	Member	Independent Director	1	1
*Mr. Kapil J. Pathare	Member	Promoter Director	1	1

*Mr. Robin Banerjee and Mr. Kapil Pathare appointed as a members of the Committee w.e.f. 12.02.2016.

Mr. Ashish Mandaliya, Company Secretary, is the Secretary to the Committee

- b) **The Role of Risk Management Committee is as follows;**

- i) Implementation of Risk Management System and Framework;
- ii) Reviewing the Company's financial and risk management policies;
- iii) Assessing risk and minimizing the procedure;
- iv) Framing, implementing and monitoring the risk management plan of the Company.

7. Internal Compliant Committee pursuant to The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has framed an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has constituted Internal Complaints Committee (ICC) to redress the complaints received regarding sexual harassment. During the year under review, no complaints were received by the Committee for Redressal.

8. General Body Meeting:

The last three General Body Meetings of the Company (all held at The All India Plastics Manufacturers Association, MIDC, Andheri East, Mumbai 400 093) details of which are as under:-

Financial Year	AGM	Date	Time	Special Resolution if passed
2014-15	25 th AGM	26 th September, 2015	11.00 a.m.	1. Appointment of Mrs. Meher Castelino (DIN : 07121874) as an Independent Director. 2. To alter the Articles of Association of the Company.
2013-14	24 th AGM	25 th September, 2014	11.00 a.m.	1. Appointment of Mr. Robin Banerjee as Independent Director 2. Appointment of Mr. Gopal Sehjpal as Independent Director 3. Appointment of Mr. Chetan Sheth as Independent Director 4. Appointment of Mr. Arvind Kulkarni as Independent Director 5. Mr. Sunil J. Pathare - Change in residual term to retiring by rotation 6. Mr. Kapil J. Pathare - Change in residual term to retiring by rotation 7. Re-appointment of Mr. Jaykumar Pathare as a Whole-time Director of the Company 8. Borrowing / Financial Assistance 9. Creation of charge for Borrowings / Financial Assistance availed
2012-2013	23 rd AGM	14 th August, 2013	11.00 a.m.	1. To Re-appointment Mr. Sunil J. Pathare as Vice Chairman and Managing Director for a period of three years upto 31.03.2016. 2. To Re-appointment Mr. Kapil J. Pathare as Whole-time Director for a period of three years upto 31.03.2016.

POSTAL BALLOT:

No special resolution was required to be passed through postal ballot last year.

OTHER DISCLOSURE :

- 1) The Company's transaction with related parties, as per requirement of Accounting Standard 18, are disclosed elsewhere in this Annual Report. All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year 2015-16 were undertaken in compliance with the aforesaid regulatory provisions.
- 2) There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company.
- 3) The Company has not entered into any other transactions of material nature with its promoters, Directors or the Management, their subsidiaries or relatives etc., which may have potential conflict with the interests of the Company at large.
- 4) Secretarial Audit was carried out by a qualified Practising Company Secretary to reconcile the total admitted capital with National Securities Depositories Limited (NSDL) and Central Depositories Services Limited (CDSL) and the total issued and listed capital. The Secretarial Audit Report confirms that the total issued / paid up capital is an agreement with the total number of dematerialized shares held with NSDL and CDSL.
- 5) None of the Directors of the Company is disqualified as per provision of Section 164(2) of sub-clause (a) or (b) of the Companies Act, 2013.
- 6) The Company has not accepted any public deposits and no amount on account of public deposit was outstanding as on 31st March, 2016.
- 7) There has been no non compliance by the Company on any matter. Hence, the question of penalties or strictures being imposed by SEBI or the Stock Exchanges or any other statutory authority does not arise.
- 8) Listing fees for the financial year 2016-17 have been paid to the Stock Exchanges on which the shares of the Company are listed.

COMPLIANCE WITH MANDATORY / NON MANDATORY REQUIREMENTS

1. The Company has complied with all the applicable mandatory requirements of the Listing Regulations.
2. The Company has also adopted the non mandatory requirements as specified in the Listing Regulations regarding unmodified financial statements.

WEBLINK FOR THE POLICIES ADOPTED BY THE COMPANY: <http://maxwell.in/investor.html#parentHorizontalTab8>

MEANS OF COMMUNICATION

The Company communicates with the shareholders through its Annual Report, General Meetings and disclosure through web site. Information and latest updates and announcement regarding the Company can be accessed at Company's website www.maxwell.in

- a) **Quarterly Results:** The quarterly results are published in English, Hindi and Marathi Newspapers. These results are submitted to the stock exchanges within the stipulated time. The quarterly results for the quarters of the financial years 2015-16 was published in the below mentioned news papers on the following dates:

Quarterly Results (Publishing dates)	Newspaper	
	Business Standard (English+ Hindi edition)	Sakal (Regional Language)
30 th June, 2015	31.05.2015	31.05.2015
30 th September, 2015	13.08.2015	13.08.2015
31 st December, 2015	10.11.2015	10.11.2015
31 st March, 2016	31.05.2016	31.05.2016

- b) **Disclosure with respect to the Demat Suspense Account / Unclaimed Suspense Account:**

The Company has initiated the process of transferring unclaimed physical shares into demat suspense account and it will be completed in due course.

- c) **SEBI Complaint Redress System (SCORES):** SCORES is a system implemented by SEBI which enables investors to lodge their complaint electronically on the SEBI Website. The investor complaints are processed in a centralized web based complaints redressal system. The salient features of this system are centralised database of all complaints, online uploading of Action Taken Reports (ARTs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

All complaints received through SCORES are resolved in a timely manner by the Company, similar to other complaints.

Maxwell Industries Ltd.

- d) **NSE Electronic Application Processing System (NEAPS) and BSE Corporate Compliance & Listing Centre (BSE Listing Centre)** : NEAPS and BSE Listing Centre are web based application systems for enabling corporate to undertake electronic filing of various periodic compliance related filings like shareholding pattern, results, etc;
- e) **Reminder to Investors to claim unclaimed dividend** : Reminders to claim unclaimed dividend are sent to the shareholders periodically every year.

GENERAL SHAREHOLDERS INFORMATION

- A) Annual General Meeting is proposed to be held on Tuesday, the 27th day of September, 2016 at 11.00 a.m. at Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (East), Mumbai 400 093.
- B) Financial Calendar : 1st April 2016 to 31st March, 2017
- Quarterly Results : Results for quarter ending 30th June, 2016- Second week of August, 2016
Results for quarter ending 30th September, 2016-Second week of November, 2016
Results for quarter ending 31st December, 2016-Second week of February, 2017
Audited Results for year ended 31st March, 2017 - May, 2017
- Annual Results : May, 2017
- C) Book Closure : 20/09/2016 to 27/09/2016
(Both days inclusive)
- D) Dividend Payment : -
- E) Registered office of the Company : C-6, Road No. 22, MIDC, Andheri (East)
Mumbai – 400 093.
- F) Registrar & Transfer Agent : Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound
LBS Marg, Bhandup (West)
Mumbai - 400 078
- G) Listing of Equity Share on Stock Exchanges : The BSE Limited (BSE)
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
- The National Stock Exchange of India Limited (NSE)
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051
- H) Stock code : 532613 (BSE)
MAXWELL (NSE)
- I) ISIN : INE450G01024
- J) Stock Market Data

Month	Bombay Stock Exchange			National Stock Exchange		
	High (in ₹)	Low (in ₹)	Volume (Nos.)	High (in ₹)	Low (in ₹)	Volume (Nos.)
April, 2015	88.75	59.15	1397474	89.00	59.10	4217280
May, 2015	74.10	56.50	1147140	74.00	56.25	3198989
June, 2015	73.75	55.10	1279592	73.70	55.15	3575528
July, 2015	77.85	64.00	3167923	77.90	63.70	9408166
August, 2015	81.75	42.25	2157896	81.45	42.10	7103496
September, 2015	54.20	41.90	856839	54.15	41.85	2246441
October, 2015	59.00	49.20	860451	59.00	49.15	2759449
November, 2015	67.40	48.80	1490529	67.40	48.55	4155005
December, 2015	65.35	53.95	555477	65.30	54.00	2358404
January, 2016	66.00	44.65	779155	66.00	44.50	3116711
February, 2016	51.35	29.20	897584	51.85	29.05	1540483
March, 2016	45.60	31.00	2062226	45.75	31.80	3469541

Source: Website of The BSE Limited and National Stock Exchange of India Limited.

Distribution of Shareholders as on 31st March 2016.

Slab of no of Shareholding	No. of Share holders	% of Shareholders	Amount	% of Amount
1 – 500	11762	72.92	2137916	3.23
501 – 1000	1970	12.21	1692894	2.56
1001 – 2000	1252	7.76	2066827	3.13
2001 – 3000	341	2.11	885093	1.34
3001 – 4000	183	1.14	662213	1.00
4001 – 5000	188	1.17	890791	1.35
5001 – 10000	219	1.36	1716553	2.60
10001 – *****	215	1.33	56024928	84.79
Total	16130	100.00	66077215	100.00

Share price performance in comparison to broad based indices – BSE Sensex and NSE Nifty

Share price performance relative to BSE Sensex based on the share price on 31st March, 2016

Period	% Change in		
	Maxwell Share Price	BSE Sensex	Maxwell Relative to Sensex
Year on year	(36.11)	(9.36)	(26.76)
2 Years	193.67	13.20	180.46
3 Years	211.31	34.54	176.77
4 Years	115.40	45.61	69.80
5 Years	150.28	30.32	119.96
6 Years	124.17	44.58	79.59

Share price performance relative to Nifty based on the share price on 31st March, 2016

Period	% Change in		
	Maxwell Share Price	Nifty	Maxwell Relative to Nifty
Year on year	(36.05)	(8.86)	(27.19)
2 Years	201.72	15.43	186.29
3 Years	215.83	36.18	179.65
4 Years	114.15	46.13	68.02

(Sources: compiled from data available on BSE & NSE website)

Shareholding pattern as on 31st March 2016

Category	No. of Share held	% to total
1. Indian Promoters & Person Acting in Concert	4,30,97,868	65.22
Sub-total	4,30,97,868	65.22
2.1 Mutual Funds & UTI	875	0.00
2.2 Banks, FIs, Insurance Companies	2,80,605	0.42
2.3 FIs	73,894	0.12
Sub-total	3,55,374	0.54
3.1 Bodies Corporates	39,37,577	5.96
3.2 Indian Public	1,49,38,044	22.61
3.3 Trust	2,000	0.00
3.4 NRIs. / NRNs.	24,36,720	3.69
3.5 Clearing Members	6,35,220	0.96
3.6 Hindu Undivided Family	6,74,412	1.02
Sub-total	2,26,23,973	34.24
Grand Total	6,60,77,215	100.00

Maxwell Industries Ltd.

Dematerialization of Shares:

About 97.29% of the shares of the Company have been dematerialized as on March 31, 2016. The Company has entered into an agreement with National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) whereby shareholders can dematerialize their shares.

The equity shares of the Company are traded at BSE Limited and National Stock Exchange of India Limited.

Reconciliation of share capital audit report of the Company obtained from Practising Company Secretary has been submitted to Stock Exchanges within stipulated time.

No. of shares held in dematerialized and physical mode:

	No. of Shares	% of total shares issued
Holding in dematerialized form	6,42,88,464	97.29
Holding in physical form	17,88,751	2.71
Total	6,60,77,215	100.00

The names and addresses of the Depositories are as under:

- | | |
|---|---|
| 1. National Securities Depository Ltd.
Trade World, 4th Floor
Kamala Mills Compound
Senapathi Bapat Marg, Lower Parel,
Mumbai - 400 013 | 2. Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers
28 th Floor, Dalal Street
Mumbai - 400 023 |
|---|---|

Share Transfer System

Application for transfer of shares held in physical form is received at the office of the Registrar and Transfer Agents of the Company. Investors Grievance Committee approves valid transfers of shares and share certificates duly endorsed are dispatched within the prescribed time.

Shares held in dematerialized form are electronically traded in the Depository and the Registrars and Share Transfer Agents of the Company periodically receive from the depository the beneficiary holdings so as to enable them to update the records and to send all corporate communications, dividend warrants, etc.

Plant Locations of Maxwell Industries Ltd:

Factory Location	Activity
(i) Plot No. 92/94, New GIDC, Umbergaon, Valsad, Gujarat - 396 171	Stitching Unit
(ii) S. F. No. 125, 126 & 127, Appachimarmadam, Thingalur, Erode – 638 055	Stitching Unit
(iii) 360/13, Ganesh Industrial Estate, Kanchgam, Nani Daman, Daman, 396 210	Knitting Unit
(iv) Plot no.13-15, SIPCOT Industrial Growth Centre, Perundurai – Erode, Tamilnadu – 638 052	Process House
(v) Chinnakkully Village, Pappampatty Panchayat, Coimbatore, Tamil Nadu - 641016	Wind Mill

Address for Correspondence:

Shareholders correspondence should be addressed to our Registrar & Transfer Agents at the following address:

M/s. Link Intime India Pvt Ltd., : C-13, Pannalal Silk Mills Compound, LBS Marg,
Bhandup (W), Mumbai - 400 078.
Tel No. - 022 25963838 Fax No. - 022 25946969
Email: rnt.helpdesk@linkintime.co.in

In case of difficulty investors are advised to correspond with the Company Secretary at the Registered Office of the Company at the following address:

Maxwell Industries Ltd. : C-6, Road No. 22, MIDC, Andheri (E), Mumbai – 400093
Tel No.: 022 28257624 Fax No.: 022 28371023
Email: investor.relations@viporg.com

CODE OF CONDUCT :

The Board has laid down a Code of Conduct and Ethics for the Board Members and Senior Management Personnel of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for financial year 2015-16. Requisite declaration signed by the Chairman & Managing Director to this effect is given below;

"I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the Codes of Conduct and Ethics for Directors and Senior Management of the Company in respect of the financial year 2015-16."

Sunil Pathare
Chairman & Managing Director
(DIN: 00192182)

CERTIFICATE ON CORPORATE GOVERNANCE

Certificate from M/s. Attar & Company, Statutory Auditor of the Company, confirming compliance with the conditions of Corporate Governance as stipulated under the Listing Regulations, is attached to the Board's Report forming part of the Annual Report.

AUDITORS' CERTIFICATE

To The Members of
Maxwell Industries Limited

We have examined the compliances of conditions of Corporate Governance by Maxwell Industries Limited for the year ended 31st March, 2016 as stipulated in Clause 49 of the Listing Agreement and the Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulation) of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to best of our information and according to the explanations given to us, and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement and the Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulation).

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Attar & Co.
Chartered Accountants
Registration No 112600W

M. F. Attar
Proprietor
Membership No.: 034977
Place: Mumbai
Date: 30th May, 2016

MANAGEMENT DISCUSSION AND ANALYSIS

Indian Economy:

The recovery in growth in 2015-16 has been the lacklustre; however it is expected to strengthen in the coming year in 2016-17 due to number of factor such boost in demand from the implementation of 7th pay recommendations. After two consecutive years of below average monsoon, expectations have been built for a normal monsoon season which will further strengthen the rural demand driving the GDP growth. RBI has acknowledged the underlying stress for liquidity in the system and addressed the same in the monetary policy in the month April 2016. It is expected that neutral liquidity policy will help the transmission of 150 bps rate cut by RBI into impetus to the growth in Indian economy. Our growth projection for 2016-17 is in the line with market expectations of 7.6%. Going forward, we expect the inflation to ease to within 5% levels on account of falling crude oil prices and abating food inflation. The risks to the inflation estimate include the implementation of 7th pay commission, uptick in crude oil prices and the unseasonal rains. A good monsoon would provide the comfort to RBI to give further rate cut of 25bps by end of 2016 based on Central Government's commendable commitment to fiscal consolidation and its use of effective measures to check supply side food inflations levels.

Industry structure and development:

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports with approximately 11 per cent of total exports. The textiles industry is also labour intensive and is one of the largest employers. The textile industry has two broad segments. First, the unorganised sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organised sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

Market Size:

The Indian textiles industry, currently estimated at around US\$ 108 billion, is expected to reach US\$ 223 billion by 2021. The industry is the second largest employer after agriculture, providing employment to over 45 million people directly and 60 million people indirectly. The Indian Textile Industry contributes approximately 5 per cent to India's gross domestic product (GDP) and 14 per cent to overall Index of Industrial Production (IIP).

The growth implies domestic sales to rise to US\$ 315 billion from currently US\$ 68 billion. At the same time, exports are implied to increase to US\$ 185 billion from approximately US\$ 41 billion currently.

Market Overview Textile and Apparel:

The size of the Indian Innerwear market is INR 15,870 crore (USD 2.6 billion); the category is also growing at an impressive CAGR of 12% and is expected to reach INR 27,900 crore (USD 4.6 billion) by 2020. The women's innerwear market, which is driven by value-added innerwear products, contributes around 60% to the market.

The men's innerwear market, worth INR 6330 crore (USD 1.1 billion) is characterized by the presence of numerous Indian and international brands catering to different segments of the market. Though many fashion/apparel players have extended their existing brand labels in menswear to men's innerwear as well, but the product recall of players with focus solely on innerwear products is comparatively higher. On the basis of product pricing, this market is further subdivided into super premium, premium, medium, and economy segments. The economy segment contributes around 55% to the market, while the mid-price segment makes up 36%, the remaining 14% comes from premium and super premium segments.

The women's innerwear market, worth INR 9540 crore (USD 1.6 billion), is one of the fastest growing categories within women's apparel. This category is growing at a CAGR of 14%, and is expected to reach INR 18380 crore (USD 3.06 billion) by 2020. When it comes to price-wise segmentation, the women's innerwear market is dominated by products of mid-price and economy segment. These segments together contribute 80% of the market, while the remaining 20% comes from the premium and super premium segments.

Finance review: Please refer Board Report for financial performance review.

Segment-wise or product-wise performance:

The company is engaged in the business of manufacturing garments. Therefore there is no separate reportable segment.

Outlook on strengths and Opportunities:

Strengths:

The textile and apparel industry has a huge availability of production capacity and raw material. As India being the highest exporter of cotton and yarn and skilled affordable workforce. There is huge young customer base available for growth.

Opportunities:

in case of textile and apparel in general and innerwear market in particulars, there is huge scope in retailing and e-trade business as a result of change in the consumption pattern, increase in the income levels of individual customers, shift in buying pattern in terms of ready

Maxwell Industries Ltd.

to wear, growing urbanisation and emergence of educated working women.

Outlook on Weakness and Threats:

The industry is highly fragmented but growing at very higher pace and it mainly dependent on the availability of skilled labour. The prices of raw materials are highly fluctuating specially the cotton and it depends upon the monsoon and export policies of the government, which has impact on the manufacturing industry. The Competition with domestic and international player in the industry is very high and it has been growing the years to come.

Risk and concerns:

Our Company, like any other enterprise, is exposed to business risk which can be internal risks as well as external risks.

One of the key risks faced by the Company in today's scenario is the fluctuations in the price of raw material. Our raw material is Cotton & Yarn will remain volatile due to inflationary tendencies in the economy and deterioration of macro-economic indicators, coupled with unseasonal rain in India damaging the cotton crop to grate extent, which are beyond our control and may results in rise in the price. Any increase in prices of raw materials could create a strain on the operating margins of the Company.

We operate in a highly competitive market with competitors who may have better ability to spend more aggressively on advertisement and marketing and more flexibility to respond to changing business and economic conditions. Further, there are regional or smaller competitors who have certain advantages over us. An increase in the amount of competition that we face could have a material adverse effect on our market share and sales.

The FMCG environment is competition intensive and to ensure survival in this industry one has to focus on branding, product development and innovative but such expenditure carry the inherent risk of failure.

Changes in regulatory framework pertaining to fiscal benefit and introduction of GST in the next fiscal year and other related issue can affect the operation and profitability of the Company.

However the Company is well aware of the above risks and as part of business strategy has put in mechanism to ensure that they are mitigated with timely action.

Internal control system and adequacy:

The Company has in place, an adequate Internal control and internal audit system managed by qualified and experienced people. The main object of the system is to safeguard the Company's assets against loss through unauthorised use and pilferage, to ensure that operation are conducted in an efficient and cost effective manner, to ensure that all transactions are authorised, recorded and reported correctly and timely, to ensure various compliance under statutory regulations and corporate policies are made on time.

The Company, in order to strength the internal control system had implemented the integrated SAP software system, which is more structured, disciplined and provide the best practices to synchronised the sales and production planning, the benefit of which results in more efficient handing of inventories. The SAP system is running efficiently with its requisite and further integration in term of Business Intelligent (BI) tools will be evaluated and implemented for customised and timely management report.

Internal audit are undertaken on a continuous basis covering all the operations i.e manufacturing, sales & distribution, marketing, accounts and finance etc. Report of internal audit are reviewed by management from time to time and reports on the control adequacies to the audit committee which meets periodically to review the financial performance and accuracy of records.

Human resource& industrial relations:

This year, while we understood that to be a successful enterprise, we have to do two things quite well: To stay innovative and creative in terms of product development and design, but at the same time we have to be tightly controlled about certain aspect of our Corporate behaviour and culture – The HR function as a whole, acted as a change agent and were able to identify and implement the change management role behaviours.

In terms of Talent acquisition, we have been able to acquire Key senior managerial & Senior Leadership talent from the organisation of reputed with an industry acceptable lead time and were also instrumental to attract diverse talents across levels from the Industry.

In order to attract, retain and motivate the best available talent, Company is proposing to issue Stock Options to its employees with an opportunity to optimise its personnel costs. This also provides an opportunity to employees to participate in the growth of the company, besides creating long term wealth in their hands. As the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the Company. Your Company believes in rewarding its Employees for their continuous hard work, dedication and support, which has led the Company on the growth path.

At our manufacturing units, we handle the health, hygiene, safety issues by conducting awareness programs and imparting periodic training to employees on the proper use of automated machines & equipment in order to obtain / achieve manufacturing excellence.

With the implementation of SAP system, we have attained the integration of all systems & processes across the organisation.

Strengthening the employer-employee relationship is the strategic role of our Human Resource Department. We have continuously facilitated and formulated the work strategy and determined the functional processes necessary for smooth transition of the organisation goals and objectives. We constantly strive to develop strategic solution to employment-related matters that affect the organisation's ability to meet its productivity and performance goals.

As on 31st March, 2016 the Company had 2297 (Executives 347 + Workers 1950) people on its payroll. The industrial relations at the Company's units, head office were cordial throughout the year.

INDEPENDENT AUDITOR'S REPORT

To the Members of Maxwell Industries Limited

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of Maxwell Industries Limited ("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 the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Management and Board of Directors of the Company are 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 standalone financial statement to 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 Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that are 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

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. 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.
6. 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors as well as evaluating the overall presentation of the financial statement.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statement.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 March 31, 2016, its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. 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, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanation given to us, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by section 143(3) of the Act, we further report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with

INDEPENDENT AUDITOR'S REPORT

the books of account;

- d) In our opinion, the aforesaid standalone financial statements comply with the applicable Accounting Standards specified under section 133 of the Act, as applicable, 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 and 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.
- f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- g) With respect to 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 has disclosed the impact of pending litigations as at March 31, 2016 on its financial position in its financial statement.
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016.

For Attar & Co.

Chartered Accountants
Firm Registration No.: 112600W

M.F.Attar

Proprietor
Membership No. : 034977
Place: Mumbai
Date: 30thMay, 2016

ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Maxwell Industries Limited on the standalone financial statements as of and for the year ended March 31, 2016)

1. In respect of its fixed assets:
 - a. The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - b. The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - 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.
2. In respect of its inventories:
 - a. The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c. The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to book records.
3. In respect of the loans, secured or unsecured, granted or taken by the Company to / from companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013:
 - a. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods. Further on the basis of our examination of the books and records of the Company, and according to the information and explanation given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. According to the information and explanations given to us, the Company has not accepted any deposit from the public within the meaning of section 73 and 74 the Companies Act, 2013, and the rules framed thereunder to the extent notified.
6. As per information & explanation given by the management, maintenance of cost records has been prescribed by the Central Government under sub-section (1) of section 148 of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not however made a detailed examination of the same with a view to determining whether they are accurate or complete.
7. According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess, and other material statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues as on March 31, 2016 for a period of more than six months from the date of becoming payable. However according to information and explanation given to us, the following dues of Income Tax, sales tax have not been deposited by the Company on account of disputes.

Name of statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount (₹ in Lakhs)
Income Tax Act	Income Tax	High Court Of Mumbai	1992-01	1157.49
Central Sales Tax	CST	High Court of Chennai	1999-00	8.54
Central Sales Tax	CST	High Court of Chennai	2001-02	195.46
Central Sales Tax	CST	Deputy Commercial Tax Office -Tamilnadu	2001-02	13.30
Tamilnadu General Sales Tax	Local Sales Tax	Deputy Commercial Tax Office - Tamilnadu	2001-02	5.43
Central Sales Tax	CST	Deputy Commercial Tax Office - Tamilnadu	2002-03	802.77
Central Sales Tax	CST	Deputy Commercial Tax Office -Delhi	2005-06	7.33
Income Tax Act	Income Tax	Commissioner of Income Tax	2011-12	18.04

8. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to banks. The Company does not have any loans or borrowings from any financial institution and government nor has it issued any debenture.
9. In our opinion and according to information and explanation given to us, the term loans have been applied by the Company during the year for the purpose for which they were raised. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) .
10. According to the information and explanations 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.
11. According to the information and explanations given 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.
12. 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.
13. 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.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has issued equity shares by way of conversion of warrants to persons belonging to promoter group.(preferential allotment of shares) during the year.
15. 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.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Attar & Co.

Chartered Accountants
Firm Registration No.: 112600W

M.F.Attar

Proprietor
Membership No. : 034977
Place: Mumbai
Date: 30thMay, 2016

ANNEXURE - B TO THE INDEPENDENT AUDITOR'S 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 Maxwell Industries Limited ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For Attar & Co.

Chartered Accountants
Firm Registration No.: 112600W

M.F. Attar

Proprietor
Membership No. : 034977
Place: Mumbai
Date: 30th May, 2016

Balance Sheet as at 31st March, 2016

(₹ in Lakhs)

	Note No.	As at 31 March, 2016	As at 31 March, 2015
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	3	1,321.54	1,998.52
(b) Reserves and surplus	4	8,011.57	7,943.60
(2) Non-current liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (net)	5	1,261.85	1,238.57
(c) Other long-term liabilities	6	434.00	392.37
(3) Current liabilities			
(a) Short-term borrowings	7	9,397.29	9,426.08
(b) Trade payables	8	3,401.66	3,168.82
(c) Other current liabilities	9	479.17	1,002.08
(d) Short-term provisions	10	25.53	287.40
TOTAL		24,332.61	25,457.44
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11	4,770.19	5,467.93
(ii) Intangible assets	11	1,382.74	1,189.65
		6,152.93	6,657.58
(iii) Capital Work in Progress	11	14.52	185.05
(b) Non current investments	12	1.15	1.15
(c) Deferred tax assets (Net)		-	-
(d) Long-term loans and advances	13	734.17	1,507.48
(e) Other non-current assets		-	-
(2) Current assets			
(a) Inventories	14	11,556.08	9,234.06
(b) Trade receivables	15	5,503.62	7,562.10
(c) Cash and cash equivalents	16	291.15	254.13
(d) Short-term loans and advances	17	78.99	55.89
TOTAL		24,332.61	25,457.44
Summary of Significant Accounting Policies	2		
See accompanying notes forming part of the financial statements			

As per our report of even date

For Attar & Co.Chartered Accountants
Registration No - 112600W**Ashish Mandaliya**
C.F.O. & Company Secretary
(M. No. ACA - 114044)
(M. No. ACS - 17289)**For and on behalf of Board****M.F.Attar**
Proprietor
M.No.034977**Devendra Vyas**
Chief Finance Controller
(M.No. ACA - 150498)**Sunil J. Pathare**
Chairman &
Managing Director
(DIN: 00192182)**Kapil J. Pathare**
Whole time Director
(DIN: 01089517)Mumbai
Date : 30th May, 2016Mumbai
Dated : 30th May, 2016

Statement of Profit and Loss for the year ended on 31st March, 2016

(₹ in Lakhs)

	Note No.	Year ended 31 March, 2016	Year ended 31 March, 2015
CONTINUING OPERATIONS			
Revenue from operations (net)	18	19,455.24	26,109.61
Other income	19	58.46	50.30
Total revenue		19,513.70	26,159.91
EXPENSES			
(a) Cost of materials consumed	20A	13,468.59	14,093.92
(b) Changes in inventories of finished goods and work-in-progress	20B	(1,962.50)	1,488.03
(c) Employee benefits expense	21	1,576.51	1,664.33
(d) Advertisement & Publicity Expenses		1,077.91	164.48
(e) Finance costs	22	1,260.04	1,254.21
(f) Depreciation and amortization expense	11	489.67	490.65
(g) Other expenses	23	5,341.56	5,915.42
Total expenses		21,251.78	25,071.04
Profit / (Loss) before exceptional items and tax		(1,738.08)	1,088.87
Exceptional items (Refer Note No. 2(f)(iv))		791.16	-
Profit / (Loss) before tax		(946.92)	1,088.87
Tax expense:			
(a) Current tax expense for current year		-	(385.55)
(b) Current tax expense relating to prior years		(22.98)	(17.34)
(c) Deferred tax		(23.28)	12.89
Profit / (Loss) for the year		(993.18)	698.87
Earnings per share (of ₹ 2/- each):			
Basic and Diluted		-	1.08
Summary of Significant Accounting Policies	2		
See accompanying notes forming part of the financial statements			

As per our report of even date

For Attar & Co.Chartered Accountants
Registration No - 112600W**Ashish Mandaliya**
C.F.O. & Company Secretary
(M. No. ACA - 114044)
(M. No. ACS - 17289)**For and on behalf of Board****M.F.Attar**
Proprietor
M.No.034977**Devendra Vyas**
Chief Finance Controller
(M.No. ACA - 150498)**Sunil J. Pathare**
Chairman &
Managing Director
(DIN: 00192182)**Kapil J. Pathare**
Whole time Director
(DIN: 01089517)Mumbai
Date : 30th May, 2016Mumbai
Dated : 30th May, 2016

Cash Flow Statement for the year ended on 31st March, 2016

(₹ in Lakhs)

	Year ended 31 March, 2016	Year ended 31 March, 2015
A. Cash Flow from Operating Activities		
Net Profit before Tax and Extraordinary items	(1,738.08)	1,088.87
Adjustment for:		
1) Depreciation and Amortization	489.67	490.65
2) Insurance Claim	(2.01)	(2.15)
3) Duty Draw Back	(133.67)	(138.56)
4) Other Income	(21.19)	(14.53)
5) (Profit)/Loss on sale of Assets (Net)	79.77	(0.02)
6) Financial Cost	1,260.04	1,254.21
7) Interest Received	(29.36)	(22.30)
8) Rental Income from Investment Properties	(0.75)	(11.30)
	1,642.50	1,556.00
Operating Profit before Working Capital Changes	(95.58)	2,644.87
Changes in Working Capital		
Adjustments for (increase) / decrease in operating assets:		
(Increase) / Decrease in Inventories	(2,322.02)	774.66
(Increase) / Decrease in Trade Receivables	2,058.47	(1,914.71)
(Increase) / Decrease in Short Term Loans & Advances	(23.10)	(5.10)
(Increase) / Decrease in Long Term Loans & Advances	646.69	(29.42)
Increase / (Decrease) in Trade Payables	232.84	(147.61)
Increase / (Decrease) in Other Current Liabilities	(136.83)	35.59
Increase / (Decrease) in Short Term Provisions	(8.37)	(0.60)
(Increase)/Decrease in Working Capital	447.68	(1,287.19)
Cash Generated From Operations	352.10	1,357.68
Add/(Less):		
Direct Tax Refunds	(11.85)	(5.92)
Direct Taxes Paid	(270.05)	(261.75)
	(281.90)	(267.67)
Cash Flow from Extraordinary items		
Add:		
Profit on Slum Sale	791.16	-
Insurance Claim	2.01	2.15
Duty Drawbacks	133.67	138.55
	926.84	140.70
Net Cash Flow from / (used in) Operating Activities (A)	997.04	1,230.71
B. Cash Flow From Investing Activities		
Purchase of Fixed Assets	(272.53)	(280.61)
Capital Work in Progress	170.53	(182.05)
Sale of Fixed Assets	207.75	0.04
Other Income	21.19	14.53
Interest Income	29.36	22.30
Rental Income from Investment Properties	0.75	11.30
Net Cash Flow from / (used in) Investing Activities (B)	157.05	(414.49)

Cash Flow Statement for the year ended on 31st March, 2016

(₹ in Lakhs)

	Year ended 31 March, 2016	Year ended 31 March, 2015
C. Cash Flow From Financing Activities		
Share Capital-Equity	60.00	-
Share Capital-Preference Redemption	(394.98)	(789.97)
Equity Share warrant	(342.00)	342.00
Security Premium	1,080.00	-
Security Deposit Received	51.70	(1.30)
Repayment of Other Long Term Liabilities	(10.07)	(9.22)
Increase / (Decrease) in Utilisation of Cash Credit	7.82	887.90
Proceeds from Short Term Borrowings	(36.60)	234.71
Financial cost	(1,260.04)	(1,254.21)
Dividends paid	(225.23)	(211.27)
Dividends Tax paid	(47.67)	(32.63)
Net Cash Flow from / (used in) Financing Activities (C)	(1,117.07)	(833.99)
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	37.02	(17.77)
Cash and Cash Equivalents at the beginning of the year	254.13	271.90
Cash and Cash Equivalents at the end of the year	291.15	254.13
* Comprises:		
(a) Cash on Hand	0.20	0.21
(b) Balances with Banks		
(i) In Current Accounts	30.59	34.75
(ii) In Deposit Accounts	243.39	201.66
(iii) In Earmarked Accounts: - Unpaid Dividend Account	16.97	17.51
Net Increase in Cash & Cash Equivalents	291.15	254.13

Notes:

- (i) These earmarked account balances with banks can be utilized only for the specific identified purposes.

See accompanying notes forming part of the financial

As per our report of even date

For Attar & Co.Chartered Accountants
Registration No - 112600W

Ashish Mandaliya
C.F.O. & Company Secretary
(M. No. ACA - 114044)
(M. No. ACS - 17289)

For and on behalf of Board

M.F.Attar
Proprietor
M.No.034977

Devendra Vyas
Chief Finance Controller
(M.No. ACA - 150498)

Sunil J. Pathare
Chairman &
Managing Director
(DIN: 00192182)

Kapil J. Pathare
Whole time Director
(DIN: 01089517)

Mumbai
Date : 30th May, 2016

Mumbai
Dated : 30th May, 2016

Notes forming part of the financial statements

1. CORPORATE INFORMATION

Maxwell Industries Limited ('Company') was incorporated on 14th January, 1991. The Company's Identification No. is L18101MH1991PLC059804. The Company is a leading Manufacturer, Marketing and Distribution of Men's, Women's inner wears and Socks under brand name VIP, Frenchie and Feelings. The Company's Equity Shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

2. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of accounting and preparation of financial statements

These financial statement have been prepared in accordance with the generally accepted accounting principal in India under the historical cost convention on accrual basis, pursuant to section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounting) Rule, 2014, till the standard of accounting or addendum thereto are prescribed by the Central Government in consultation and recommendation of the National Financial Reporting Authority, existing Accounting Standard notified under Companies Act, 1956 shall continue to apply. Consequently, these financial statement have been prepared to comply in all aspect with the accounting standards notified under section 211(3C) of the Companies Act, 1956 (Companies Accounting Standard) Rules, 2006, as amended and other relevant provisions of the Companies Act, 2013.

b) Use of estimates

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

c) Inventories

- i) Cost of Inventories has been computed to include all Cost of Purchases. Cost of Conversion and other costs incurred in bringing the inventories to their present location.
- ii) Raw materials and components, Stores and Spares are valued at cost. The cost are ascertained using the weighted average method, except in case of slow moving and obsolete material, at lower of cost or estimated realizable value.
- iii) Work-in-progress and finished goods are valued at lower of cost or realizable value include appropriate proportion of overheads and where applicable excise duty.
- iv) Scrap is valued at estimated realizable value.
- v) Goods in transit are stated at actual cost up to the Balance Sheet.

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

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

e) Cash flow statement

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

f) Fixed Assets, Depreciation and Amortization

- i) Fixed assets are valued at cost of acquisition/construction (including expenses /interest on borrowings, directly attributable to such asset, during construction period). Cost of acquisition is inclusive of freight, insurance, duties net of credits under CENVAT scheme, levies and all incidentals attributable to bringing the asset to its working condition.
- ii) Depreciation is provided on straight line method at the rates and in the manner specified in Schedule II to the Companies Act, 2013. Some of the Assets are depreciated 100% in the year of acquisition itself depending upon the useful life of the assets as estimated by the management.
 - Item of value less than ₹ 5,000/- each are depreciated at 100% in the year of acquisition.
 - Intangible assets are amortized on a straight line basis based on useful life of the assets.
- iii) Assets subject to impairment, on the asset's revised carrying amount, over its remaining useful life.
- iv) Company sold Land & Building situated in Thane Trans Creek (TTC), Navi Mumbai for consideration of ₹ 9.00 crs and made a capital profit of ₹ 7.91 crs on sale.

g) Revenue recognition

Sales are recognized, net of returns and trade discounts/rebates, incentives on sales on transfer of significant risks and rewards of

Notes forming part of the financial statements

ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales include excise duty but exclude sales tax and value added tax.

h) Other income

- i) Income from Interest is recognized in the year in which it is accrued and stated at gross of tax deducted at source.
- ii) Rental income from hiring of facilities is accounted in accordance with the terms and conditions agreed with the customer.
- iii) Dividend is recognized when the right to receive the dividend is unconditionally established on the Balance Sheet date.

i) Foreign currency transactions and translations

i) Initial recognition

Transactions in foreign currencies are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non- monetary items are reported using the exchange rate at the date of transaction.

In respect of transactions covered by forward exchange contracts premium or discount being the difference between the forward rate and the exchange rate on the date of the transaction is recognized as income or expense over the life of the contract.

iii) Exchange difference

Transactions not covered by forward contracts and outstanding at year end are translated at exchange rates prevailing at the year end and the profit / loss so determined is recognized in the Profit and Loss Account.

j) Export incentives

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

k) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Long term investments are stated at cost less provision for diminution other than temporary, if any in the value of such investments. Current investments are valued at lower of cost or market value.

l) Retirement and other Employee benefits

Retirement benefits to employees are provided for by payments to Gratuity, Superannuation and Provident Funds Retirement benefit in the form of provident fund /pension schemes are charged to Profit and Loss account of the year when the contributions to the respective funds are due.

i) Gratuity Plan

The company has taken an insurance policy under the group gratuity scheme with Life Insurance Corporation of India to cover the gratuity liability of the employees of the company. The Liability for gratuity is provided for on the basis of actuarial valuation done at the end of the financial year.

ii) Leave Encashment Liability for leave encashment is provided for on actuarial valuation done at the end of financial year.

m) Borrowing costs

Borrowing costs that are attributable to the acquisition of qualifying assets are capitalized as part of the cost of such assets to the extent they relate to the period till such assets are ready to put to use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to Profit and Loss account. Borrowing cost comprises of interest and other cost incurred in connection with borrowing of funds.

n) Segment reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

o) Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Notes forming part of the financial statements

Deferred tax is recognized on timing differences being the difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years. Deferred tax assets and liabilities are computed on the timing differences applying the tax rates enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against such deferred tax assets can be realized.

Current and deferred tax relating to items directly recognized in equity are recognized in equity and not in the Statement of Profit and Loss.

p) Impairment of assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, except in case of revalued assets.

q) Provisions and contingencies

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

r) Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is no uncertainty in availing / utilizing the credits.

3. SHARE CAPITAL

3.1 Particulars

	As at 31 March, 2016 (₹ in Lakhs)	As at 31 March, 2015 (₹ in Lakhs)
Authorized		
15,00,00,000 Equity shares of ₹ 2/- each	3,000.00	3,000.00
45,00,000 Redeemable Preference Shares of ₹ 100/- each	4,500.00	4,500.00
	7,500.00	7,500.00
Issued , Subscribed and fully paid up shares		
6,60,77,215 Equity Shares of ₹ 2/- each	1,321.54	1,261.54
5 % 3,94,982 Redeemable Preference Shares of ₹ 100/- each fully paid up	-	394.98
Equity Share Warrant	-	342.00
Total	1,321.54	1,998.52

Note:

- (i) 3,57,50,000 Equity Shares of ₹ 2/- each allotted as fully paid up Bonus Shares by way of Capitalization of Share Premium.
- (ii) The Company has allotted the 24,35,000, 5% Redeemable Preference Shares of ₹ 100/- each on 1st February, 2006, redeemable after 31.01.2016 with an option to the Company to redeem it at the end of the 8th, 9th and 10th Year, in three equal installment of ₹ 811.60 Lakhs each i.e redeemable on 31.01.2014, 31.01.2015 and 31.01.2016. After the buyback of 12,50,050 Preference Shares the installment will be proportionately reduce to ₹ 394.98 Lakhs each year to be redeemed on 31.03.2014, 31.01.2015 and 31.01.2016. The Company had redeemed its first trench on 31.07.2014, second trench on 31.01.2015 and third trench was redeemed on 31.01.2016.
- (iii) The Company had issued and allotted 30,00,000 Equity Shares of ₹ 2/- each on conversion of 30,00,000 warrants issued to person belonging to Promoter Group. The warrants were issued at ₹ 38 per warrant. The Equity share capital increased from ₹ 1,261.54 Lakhs to ₹ 1321.54 Lakhs and securities premium increase from ₹ 2,609.49 Lakhs to ₹ 3,689.49 Lakhs.

Notes forming part of the financial statements

3.2 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares	(Amount ₹ in Lakhs)	Number of shares	Amount (₹ in Lakhs)
Equity Shares of ₹ 2/- each fully paid up				
Opening	6,30,77,215	1,261.54	6,30,77,215	1,261.54
Add/(Less): Issued/(bought back) of shares	30,00,000	60.00	-	-
Closing	6,60,77,215	1,321.54	6,30,77,215	1,261.54
5% Redeemable preference shares of ₹ 100/- each				
Opening	3,94,982	394.98	11,84,950	1,184.95
Add/(Less): Issued/(redeemed) during the year	(3,94,982)	(394.98)	(7,89,968)	(789.97)
Closing	-	-	3,94,982	394.98

3.3 Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares	% Held	Number of shares	% Held
Equity Shares				
Sunil J. Pathare	1,61,07,425	25.54%	1,61,07,425	25.54%
Kapil J. Pathare	1,41,84,465	21.47%	1,16,84,465	18.52%
Jaykumar K. Pathare	54,24,125	8.60%	54,24,125	8.60%
Lalita J. Pathare	50,02,812	7.93%	50,02,812	7.93%
5% Redeemable Preference Shares				
Jaykumar K. Pathare	-	-	22,534	5.70%
Sunil J. Pathare	-	-	1,14,566	29.01%
Kapil J. Pathare	-	-	1,13,266	28.68%
Lalita J. Pathare	-	-	1,44,616	36.61%
Warrants				
Kapil J. Pathare	-	-	25,00,000	83.33%
Ashwini K. Pathare	-	-	5,00,000	16.67%

3.4 Rights, Preference and Restriction attached to Shares.

The Company has two class of shares, one is Equity shares having face value of ₹ 2/- each per share and another is 5% Redeemable Preference shares of ₹ 100/- each. Each holder of equity share is entitled to one vote per share. The Preference shares does not carry voting rights but entitled to get the dividend. The dividend, if any, proposed by the Board of Directors is subject to the approval of the equity shareholder in their ensuing general meeting. In the event of liquidation of the Company, the holder of equity shareholders will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts (including redeemable Preference Shares). The distribution will be in proportion to the number of equity shares held by the shareholder.

3.5 The Company had issued and allotted 30,00,000 Equity share on conversion of warrants to person belongs to Promoter group on 14th February, 2016 @ ₹ 38/- each .

3.6 The Company does not have any holding company or subsidiary company, Hence disclosure of shares held by holding company and subsidiary company does not arise.

Notes forming part of the financial statements

	As at 31 March, 2016 (₹ in Lakhs)	As at 31 March, 2015 (₹ in Lakhs)
4. RESERVE AND SURPLUS		
(a) Capital Redemption Reserve		
Balance as at the beginning of the year	3,640.02	2,850.05
Add: Transferred from surplus in statement of Profit and Loss	-	789.97
Add: Transferred from General Reserve	394.98	-
Closing balance	4,035.00	3,640.02
(b) Securities Premium		
Balance as per last accounts	2,609.49	2,609.49
Add: On conversion of warrants into Equity Shares (Refer Note 3.1(iii))	1,080.00	-
Closing balance	3,689.49	2,609.49
(c) General Reserve		
Opening balance	1,212.28	1,450.00
Add: Transferred from surplus in Statement of Profit and Loss	-	70.00
Less: Transferred to Capital Redemption Reserve	(394.98)	-
(Less): Additional depreciation pursuant to enactment of schedule II of the Companies Act 2013	-	(307.72)
	817.30	1,212.28
(d) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	481.81	920.69
Add: Profit / (Loss) for the year	(993.18)	698.87
	(511.37)	1,619.56
Less: Dividend paid on redemption of Redeemable Preference Shares	15.71	23.16
Proposed Dividend on Equity Share (previous year 20 paise per share)	-	189.23
Proposed Dividend on Preference Share (previous year ₹5/- per share)	-	19.75
Dividend Distribution Tax	3.14	45.65
Less : Transferred to: General reserve	-	70.00
Transferred to Capital Redemption Reserve	-	789.97
Closing balance	(530.22)	481.81
Total	8,011.57	7,943.60
5. DEFERRED TAX LIABILITIES (NET)		
Opening balance	1,238.57	1,251.46
Tax effect of items constituting deferred tax liability		
On difference between book balance and tax balance of fixed assets	23.28	(12.89)
Tax effect of items constituting deferred tax liability	23.28	(12.89)
Tax effect of items constituting deferred tax assets		
MAT Tax Credit	-	-
Others	-	-
Tax effect of items constituting deferred tax assets	-	-
Net deferred tax liability	23.28	(12.89)
Closing balance	1,261.85	1,238.57
The Company has recognized deferred tax assets on unabsorbed depreciation to the extent of the corresponding deferred tax liability on the difference between the book balance and the written down value of fixed assets under Income tax (or) the Company has recognized deferred tax asset on unabsorbed depreciation and brought forward business losses based on the Management's estimates of future profits considering the non-cancellable customer orders received by the Company.		
6. OTHER LONG-TERM LIABILITIES		
Others:		
(i) Trade / security deposits received	428.98	377.28
(ii) Vehicle loans	5.02	15.09
Total	434.00	392.37

Notes forming part of the financial statements

	As at 31 March, 2016 (₹ in Lakhs)	As at 31 March, 2015 (₹ in Lakhs)
7. SHORT TERM BORROWINGS		
<u>Secured</u>		
From Banks		
Cash credit	7,717.71	7,708.92
Stand by Line of Credit (SLOC)	504.54	505.52
Purchase Bill Discounting	415.13	983.58
Foreign Bill Discounting	13.85	-
Short Term Loan from RBL Bank Ltd.	375.00	-
<u>Unsecured</u>		
Loan from Directors	371.06	228.06
Total	9,397.29	9,426.08

Notes:

- (i) Working Capital Loan secured by way of Hypothecation of Inventories, Book Debts & Movable Fixed Assets of the Company and further secured by way of First charge of Property situated at GIDC-Umergaon (Gujarat), SIPCOT-Perundurai (Tamil Nadu), Edyaarpalayam (Tamil Nadu) and Thingalur (Tamil Nadu).
- (ii) The unsecured loan received from the Promoter Directors of the Company.

8. TRADE PAYABLES		
Trade Payables:		
Acceptances	1,137.95	1,153.92
Other than Acceptances	2,263.71	2,014.90
Total	3,401.66	3,168.82

9. OTHER CURRENT LIABILITIES		
Current maturities of long-term debt	8.53	9.35
Provision for Taxation	-	385.55
Unpaid dividends #	16.97	17.51
Salary Payable	145.32	104.17
Provision for Outstandings	99.82	309.86
Other payables *	186.00	175.64
Electricity payable	22.53	-
Total	479.17	1,002.08

The figures reflect the position as at year end. The actual amount to be transferred to the Investor Education and Protection Fund in this respect shall be determined on the due date.

* Including Statutory dues, Contributions to PF and ESIC, VAT, TDS, Service Tax, Professional Tax etc.

10. SHORT TERM PROVISIONS		
For Employee Benefits	25.53	33.90
For Equity Dividend	-	189.23
For Preference Dividend	-	19.75
For Tax on Dividends	-	44.52
Total	25.53	287.40

Notes forming part of the financial statements

11. FIXED ASSETS

(₹ in Lakhs)

Particulars	Gross Block					Depreciation					Net Block	
	As at 1/4/2015	Additions	Deductions	Trfd to General Reserve	As at 31/3/2016	Upto 1/4/2015	For the Year	Deductions	Trfd to General Reserve	Upto 31/3/2016	As at 31/3/2016	As at 31/3/2015
TANGIBLE ASSETS												
Land (Feeehold)	76.80	-	-	-	76.80	-	-	-	-	-	76.80	76.80
Land (Leasehold)	158.20	-	20.55	-	137.65	-	-	-	-	-	137.65	158.20
Building (Warehouse)	5.88	-	-	-	5.88	2.64	0.45	-	-	3.09	2.79	3.23
Building (Factory)	2,658.18	4.68	253.93	-	2,408.93	613.76	82.47	165.64	-	530.59	1,878.34	2,044.42
Plant and Equipment	5,142.74	19.37	322.13	-	4,839.98	2,260.86	303.94	147.83	-	2,416.97	2,423.01	2,881.88
Furniture and Fixtures	291.41	-	1.59	-	289.82	197.56	17.18	0.62	-	214.12	75.70	93.85
Vehicles	212.25	5.95	11.16	-	207.04	106.17	21.70	8.30	-	119.57	87.47	106.08
Office Equipment	85.67	6.22	3.86	-	88.03	74.03	3.29	3.38	-	73.94	14.09	11.64
Electrical Installation	207.10	-	-	-	207.10	179.97	4.24	-	-	184.21	22.89	27.13
Boiler	65.00	-	-	-	65.00	49.84	1.05	-	-	50.89	14.11	15.16
Effluent Treatment Plant	13.76	-	-	-	13.76	13.76	-	-	-	13.76	-	-
Computers and Accessories	229.91	2.15	1.54	-	230.51	180.37	14.28	1.47	-	193.19	37.34	49.54
INTANGIBLE ASSETS												
Computers Software	-	234.16	-	-	234.16	-	41.07	-	-	41.07	193.09	-
Goodwill and Other Right	1,189.65	-	-	-	1,189.65	-	-	-	-	-	1,189.65	1,189.65
Total	10,336.55	272.53	614.76	-	9,994.32	3,678.96	489.67	327.24	-	3,841.39	6,152.93	6,657.58
Capital Work in Progress	185.05	14.52	185.05	-	14.52	-	-	-	-	-	14.52	185.05
Grand Total	10,521.60	287.05	799.81	-	10,008.84	3,678.96	489.67	327.24	-	3,841.39	6,167.45	6,842.63
Previous Year	10,124.75	465.69	0.26	68.56	10,521.62	2,949.49	490.65	0.25	239.15	3,678.99	6,842.63	-

	As at	As at
	31 March, 2016	31 March, 2015
	(₹ in Lakhs)	(₹ in Lakhs)

12. NON-CURRENT INVESTMENTS

Quoted

- (A) Investment in Government or trust securities
(i) Government Securities NSC

1.15	1.15
1.15	1.15

Notes forming part of the financial statements

	As at 31 March, 2016 (₹ in Lakhs)	As at 31 March, 2015 (₹ in Lakhs)
13. LONG TERM LOANS AND ADVANCES		
(Unsecured and considered good)		
Security deposits	126.67	120.87
Loans to employees	21.48	16.07
Advance income tax (net of provisions)	114.66	241.28
Sales Tax refund receivable	422.45	396.94
Duty draw back receivable	42.04	80.05
Interest receivable	1.88	1.70
Service Tax credit receivable	-	0.17
Insurance claim Receivable*	-	583.80
Other loans and advances	4.99	66.60
Total	734.17	1,507.48
* Loans and advance include insurance claim receivable for loss of fixed assets ₹163.19 Lakhs and for loss of stock ₹420.60 Lakhs.		
14. INVENTORIES		
(As certified by Management)		
Raw Materials	3,502.76	3,143.24
Stock in Process	3,192.29	3,314.14
Finished Goods	4,861.03	2,776.68
Total	11,556.08	9,234.06
15. TRADE RECEIVABLES		
Trade receivables outstanding for a period exceeding six months		
Secured, considered good		
Unsecured, considered good	1,941.78	742.68
Doubtful	75.00	223.00
	2,016.78	965.68
Less: Provision for doubtful trade receivables	75.00	223.00
	1,941.78	742.68
Other Trade receivables		
Secured, considered good	428.98	377.28
Unsecured, considered good	3,132.86	6,442.14
	3,561.84	6,819.42
Total	5,503.62	7,562.10

Notes forming part of the financial statements

	As at 31 March, 2016 (₹ in Lakhs)	As at 31 March, 2015 (₹ in Lakhs)
16. CASH AND CASH EQUIVALENTS		
Cash on hand	0.20	0.21
Balances with banks		
In current accounts	30.59	34.75
In Deposit accounts	243.39	201.66
In earmarked accounts		
- Unpaid dividend accounts	16.97	17.51
Total	291.15	254.13
17. SHORT TERM LOANS AND ADVANCE		
Unsecured Considered Good		
Rent receivable	0.86	9.04
Prepaid expenses	78.13	46.85
Total	78.99	55.89
18. REVENUE FROM OPERATION		
(a) Sale of products (Refer Note (i))	19,260.76	25,256.73
(b) Other operating revenues (Refer Note (ii))	194.48	852.88
	19,455.24	26,109.61
(c) Less :-Excise duty	-	-
Total	19,455.24	26,109.61
Note		
(i) Sale of products comprises :-		
Manufactured goods		
Knit wear	19,129.03	25,247.72
Other	131.73	9.01
Total	19,260.76	25,256.73
(ii) Other operating revenues comprise:-		
Sale of scrap	39.78	52.86
Job Work	21.03	661.47
Duty drawback and other export incentives	133.67	138.56
Total	194.48	852.88
19. OTHER INCOME		
Interest income	29.36	22.30
Rental income from investment properties	0.75	11.30
Profit on sale of fixed assets (net of expenses directly attributable)	3.28	0.02
Forex exchange gain	1.87	-
Miscellaneous income	21.19	14.53
Insurance Claim	2.01	2.15
Total	58.46	50.30

Notes forming part of the financial statements

	For the year ended 31 March, 2016 (₹ in Lakhs)	For the year ended 31 March, 2015 (₹ in Lakhs)
20. A. COST OF MATERIAL CONSUMED		
Opening stock	3,143.24	2,429.87
Add: Purchases	13,828.11	14,807.29
	16,971.35	17,237.16
Less: Closing stock	3,502.76	3,143.24
Cost of material consumed	13,468.59	14,093.92
B. CHANGE OF INVENTORY OF FINISHED GOODS AND WORK IN PROGRESS		
Inventories at the end of the year:		
Finished goods	4,861.03	2,776.68
Work-in-progress	3,192.29	3,314.14
	8,053.32	6,090.82
Inventories at the beginning of the year:		
Finished goods	2,776.68	4,073.88
Work-in-progress	3,314.14	3,504.97
	6,090.82	7,578.85
Net (increase) / decrease	(1,962.50)	1,488.03
21. EMPLOYEE BENEFIT EXPENSES		
Salaries and wages	1,401.74	1,468.57
Contributions to provident and other fund (Gratuity Fund)	106.72	110.97
Staff welfare expenses	68.05	72.62
Directors' Commission	-	12.17
Total	1,576.51	1664.33
22. FINANCE COST		
(a) Interest expense on:-		
(i) Borrowings	1,123.12	1,151.18
(ii) Interest on security deposit	38.36	37.96
(b) Other borrowing costs :-		
(i) Processing Charges	67.40	43.32
(ii) Bank charges	31.16	21.75
Total	1,260.04	1,254.21

Notes forming part of the financial statements

	For the year ended 31 March, 2016 (₹ in Lakhs)	For the year ended 31 March, 2015 (₹ in Lakhs)
23. OTHER EXPENSES		
Books & Periodicals	3.07	1.64
Business promotion	108.56	120.37
Communication (Postage & Telephone)	48.36	50.27
Festival Expenses	8.79	9.62
Freight and forwarding	516.29	528.69
Freight Inward	146.81	175.55
Garmenting charges	2,031.39	2,255.10
Insurance	52.53	62.53
Knitting and processing charges	766.58	804.97
Legal and professional	114.98	160.87
Loss on fixed assets sold / scrapped / written off	83.05	-
Membership & Seminar Expenses	2.52	3.11
Expenditure towards Corporate Social Responsibility (CSR) Activities	13.38	14.04
Miscellaneous expenses	30.56	33.66
Sundry Balance Written Off / Back	-	86.99
Insurance Claim Written Off	21.18	-
Payments to auditors (Refer Note (i) below)	17.88	17.18
Power and fuel	139.19	240.99
Printing & stationery and Computer Expenses	56.67	51.75
Bad Debts Written Off	180.10	9.58
Provision for Doubtful Debts	75.00	223.00
Rates and taxes	62.68	106.59
Rent	148.10	162.11
Repairs and maintenance - Buildings	8.94	6.85
Repairs and maintenance - Machinery	76.68	52.27
Repairs and maintenance - Others	48.49	113.84
Sales commission	166.07	146.29
Sales Tax & Turnover Tax	21.89	10.77
Security Service Charges	42.66	41.60
Travelling , conveyance and motor car	343.74	400.32
Water Expenses	5.42	24.88
Total	5,341.56	5,915.42
Notes:		
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	13.80	13.80
For taxation matters	3.37	3.38
Reimbursement of expenses	0.71	-
Total	17.88	17.18

Notes forming part of the financial statements

24. EMPLOYEE BENEFIT PLANS

Defined contribution plans

The Company makes Provident Fund and Employee pension scheme to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognized ₹ 168.31 Lacs (Year ended 31 March, 2015 ₹ 175.67 Lacs) for Provident Fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Defined benefit plans

The Company offers the following employee benefit schemes to its employees:

- I. Gratuity
- ii. Other defined benefit plans (Leave Encashment)

The following table sets out the funded status of the defined benefit schemes and the amount recognized in the financial statements:

Particulars	Year ended 31 March, 2016 (₹ in Lakhs)		Year ended 31 March, 2015 (₹ in Lakhs)	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Components of employer expense				
Current service cost	12.38	7.80	13.30	4.77
Interest cost	15.27	5.53	14.02	6.09
Expected return on plan assets	(17.55)	-	(19.27)	-
Curtailment cost / (credit)	-	-	-	-
Settlement cost / (credit)	-	-	-	-
Past service cost	-	-	-	-
Actuarial losses/(gains)	9.12	1.22	(6.69)	6.40
Total expense recognized in the Statement of Profit and Loss	19.22	14.55	1.36	17.26
Actual contribution and benefit payments for year				
Actual benefit payments	-	-	-	-
Actual contributions	-	-	-	-
Net asset / (liability) recognized in the Balance Sheet				
Present value of defined benefit obligation	198.12	-	190.83	-
Fair value of plan assets	216.99	-	228.92	-
Funded status [(Surplus) / Deficit]	(18.87)	-	(38.09)	-
Unrecognized past service costs	-	-	-	-
Net asset / (liability) recognized in the Balance Sheet	-	-	-	-
Change in defined benefit obligations (DBO) during the year				
Present value of DBO at the beginning of the year	190.84	69.20	175.23	65.00
Current service cost	12.38	7.80	13.30	4.77
Interest cost	15.27	5.53	14.02	6.09
Actuarial (gains) / losses	9.12	1.22	(6.69)	6.40
Benefits paid	(29.48)	(12.28)	(5.02)	(13.06)
Present value of DBO at the end of the year	198.12	71.47	190.84	69.20
Change in fair value of assets during the year				
Plan assets at the beginning of the year	228.92	-	214.67	-
Expected return on plan assets	17.55	-	19.27	-
Actual company contributions	-	-	-	-
Actuarial gain / (loss)	-	-	-	-
Benefits paid	(29.48)	-	(5.02)	-
Plan assets at the end of the year	216.99	-	228.92	-
Actuarial assumptions				
Discount rate	8.00%	8.04%	8.00%	8.00%
Expected return on plan assets	8.00%	2.00%	8.00%	2.00%
Salary escalation	4.00%	4.00%	4.00%	4.00%

Notes forming part of the financial statements

25. RELATED PARTY TRANSACTIONS

a. Details of related parties:

Following are the entities in which directorship and membership are common:

Entities:

1. Maxwell Capital Management Pvt. Ltd.
2. Maxwell Venture Pvt. Ltd.
3. Maxwell Entertainment Pvt. Ltd.
4. Maxwell Retails Pvt. Ltd.
5. Maxwell Health & Hygiene Private Limited
6. Shogun Chemicals Pvt. Ltd.

Key Managerial Personnel

- Late Shri Jaykumar Pathare
- Shri Sunil J. Pathare
- Shri Kapil J. Pathare

The entities in which Promoter Directors are partners:

1. HYBO Hindustan
2. PAKO Hindustan
3. Pats Treasures
4. Unnati Ventures
5. Kanishk Capital Partners
6. K. 3 Realtors
7. Global Construction
8. Pathare Agro Farms

Note: Related parties have been identified by the Management.

b. Details of related party transactions and Balance outstanding as at 31st March, 2016:

Particulars	Year ended 31 March, 2016 (₹ in Lakhs)	Year ended 31 March, 2015 (₹ in Lakhs)
Entities		
Purchase of services	100.58	98.85
Sale of goods	-	-
Remuneration to Directors	106.64	112.26
Balances outstanding at the end of the year		
Trade receivables	51.75	56.30
Trade payables	2.19	55.78

26. EARNINGS PER SHARE

Net Profit /(Loss) After Tax	(993.18)	698.87
Less:-Preference Dividend and Tax thereon	-	19.75
Net Profit/(loss) for the year attributable to the Equity Shareholders	(993.18)	679.12
Weighted average number of equity shares	6,60,77,215	6,30,77,215
Par value of equity shares	₹ 2/-	₹ 2/-
Earnings per share - Basic & Diluted	-	1.08

27. CONTINGENT LIABILITIES AND CONTINGENT ASSETS

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

Particulars	Year ended 31 March, 2016 (₹ in Lakhs)	Year ended 31 March, 2015 (₹ in Lakhs)
Guarantees given by Bank	20.47	21.10
Claims against the company not acknowledged as debts - Cotton Corporation of India	33.83	33.83
Income Tax Liability in Appeal by IT department	1,175.53	1,175.53
Letter of Credits	630.65	471.65

FINANCIAL HIGHLIGHTS

(₹ in Lakhs) Except ratio and face value of shares.

	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07
Equity Share capital	1322	1262	1262	1262	1262	1262	1262	1262	1262	1262
Redeemable Pref. Shares Capital	-	395***	1185	1185	1185**	1814*	2435	2435	2435	2435
Convertible Pref. Shares Capital	-	-	-	-	-	-	-	-	-	1600
Reserves & Surplus	8012	7944	7830	7515	7482	7328	7360	7143	6934	6505
Misc. exp. not written off	-	-	-	-	-	-	14	38	61	109
Net Worth	9334	9206	9092	8777	8744	8590	8608	8367	8135	7658
Long term Debts	-	-	-	-	-	597	1321	2259	1323	2027
Net Asset Block	6153	6658	6944	7033	8031	7592	7928	8295	5628	5379
Total Income	19514	26160	25875	25491	22056 [#]	23220	21139	19818	20780	19485
Profit before tax	(947)	1091	806	439	875 [#]	240	1067	1102	1584	1385
Taxation	46	390	273	154	152	77	365	394	578	547
Profit after tax	(993)	701	533	285	464 [#]	163	702	708	1006	903
Dividend Rate on										
Equity share	-	15.00%	10.00%	12.50%	15.00%	5.00%	20.00%	20.00%	22.50%	20.00%
Redeemable Pref. Shares	-	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%
OCPS	-	-	-	-	-	-	-	-	10.00%	10.00%
No of Equity Shares (in Lakhs)	660.77	630.77	630.77	630.77	630.77	630.77	630.77	630.77	630.77	630.77
Face value of Share-Equity (₹)	2	2	2	2	2	2	2	2	2	2
Preference (₹)	-	100	100	100	100	100	100	100	100	100
Earning per share (₹)	-	1.08	0.73	0.34	0.63	0.07	0.81	0.80	1.21	0.94
Book value per share (₹)	14.13	14.59	14.41	13.80	13.86	13.62	13.65	13.26	12.90	12.14
Current Ratio	1.31	1.23	1.34	1.22	1.32	1.26	1.68	1.77	1.79	1.95

* ₹ 620.60 Lakhs 5% Redeemable Preference shares of ₹ 100/- each bought back.

** ₹ 629.45 Lakhs 5% Redeemable Preference shares of ₹ 100/- each bought back.

*** ₹ 790 Lakhs 5% Redeemable Preference shares of ₹ 100/- each redeemed.

[#] Excluding yarn - discontinued operation.

ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING



MAXWELL INDUSTRIES LIMITED



CIN : L18101MH1991PLC059804

Registered Office : C-6, Road No.22, MIDC, Andheri (East), Mumbai – 400 093.

Phone : (022) 2825 7624, 2825 7627 Fax : (91) (022) 2837 1023

Website : www.maxwell.in Email : investor.relations@viporg.com

Registrar & Transfer Agent : Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078.

PROXY FORM

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

Name of the Member(s):

Registered address:.....

E-mail Id:.....

Folio No/ Client Id:.....

DP ID:.....

I/We, being the member(s) holding shares of the above named Company, hereby appoint

1. Name :
Address:
E-mail Id:.....Signature:....., or failing him

2. Name :
Address:
E-mail Id:.....Signature:....., or failing him

3. Name :
Address:
E-mail Id:.....Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Tuesday, 27th September, 2016 at 11.00 a.m. at Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (East), Mumbai - 400093 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I/We wish my above proxy (ies) to vote in the manner as indicated in the box below:

Resolutions	For	Against	Abstain
1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31 st March 2016, and the Reports of the Directors and Auditors thereon.			
2. To appoint a Director in place of Mr. Kapil J. Pathare (DIN 01089517), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.			
3. Appointment of Auditors and fixing their remuneration.			
4. To change the name of the Company.			
5. To approve VIP Employee Stock Option Scheme - 2016.			
6. To extend approval of VIP Employee Stock Option Scheme - 2016 to the employees of Holding/Subsidiary Company (ies).			
7. To Re-appoint Mr. Kapil Pathare (DIN : 01089517) as a Whole-time Director for the period of Three (3) years, commencing from 1 st April, 2016.			
8. To Re-appoint Mr. Sunil Pathare (DIN: 00192182) as Managing Director for a period of Three (3) years, commencing from 1 st April, 2016 and Designated as Chairman.			

Signed this.....day of..... 2016. Signature of shareholder _____

Affix
revenue
stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

**This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- A proxy need not be a member of the Company.
- In case the appointer is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorization should be attached to the proxy form.
- A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

MAXWELL INDUSTRIES LIMITED



CIN : L18101MH1991PLC059804

Registered Office : C-6, Road No.22, MIDC, Andheri (East), Mumbai – 400 093.

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ATTENDANCE SLIP

I/We hereby record my/our presence at the 26th Annual General Meeting of the Company held at Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (East), Mumbai - 400093 at 11.00 a.m. on Tuesday, 27th September, 2016.

DP ID*	Folio No.
Client ID*	No. of Shares

Name and Address of the Shareholder(s)		
If Shareholder(s), please sign here	If Proxy, please mention name and sign here	
	Name of Proxy	Signature

* Applicable for shareholders holding shares in electronic form.

Note:

Shareholder/ Proxy holder, as the case may be, is requested to produce the attendance slip duly signed at the entrance of the Meeting venue.

ELECTONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	* Default Sequence Number
160823033	

* Members who have not updated their PAN with the Company / Depository Participant shall use default Sequence Number in the PAN field. Other members should use their PAN.



Frenchie

Frenchie took the young urban Indian male and gave him a taste of international style. Saving a damsel in distress is any man's greatest fantasy; that's how Frenchie introduced itself to the market. And rest is history!

Today, Frenchie wears the crown of being the largest selling brand in its category.

Rebellious by nature, the brand has been evolving according to the changing consumer environment. For the urban Indian male, it's a symbol of style, daring and innovation. And to keep pace with his changing needs, we continuously experiment with latest technology and bring out new variants, so that he can proudly flaunt the title of 'The Frenchie Man.'

Product Portfolio -

- Innerwear** : Vest
Brief
Trunk
- Accessories** : Socks

Savoir-faire d'exception depuis 1944

Eminence

Eminence brought international quality and style to the Indian market. Manufactured by Maxwell under license, this brand has gained a strong foothold and also garnered accolades for its quality in the premium innerwear category.

The brand has both men's and women's collections. The range includes briefs, trunks, t-shirts, vests and more. Eminence is steadily growing in the Indian market and will continue to do so. The alliance between Maxwell and Eminence has provided the Indian consumer with a completely new dimension.

Product Portfolio -

Male : Innerwear
Vest
Brief
Trunk
Socks

Female : Bikini
Hipster
Boyshorts

www.facebook.com/Eminence_India
www.twitter.com/Eminence_India



LEADER

Created especially for the semi-urban and rural markets, Leader has made its presence felt. The brand has done so due to the uncompromising quality, comfortable fit and affordable pricing.

Now Leader has gone beyond and brought more products out within its range, bringing quality products to the men, women and children of the populace. From Inner wear to thermal wear, Leader has products for men, women and children, staying true to the philosophy that every segment of society deserves quality products.

Product Portfolio -

Male : Innerwear
Thermal wear

Female : Innerwear

Kids : Innerwear
Thermal wear



Feelings



Feelings is the modern woman's brand for intimate inner wear. The brand is a balance of trendy and comfortable while maintaining a look of sophistication. The woman of today knows what she wants and Feelings fulfills that need. Feelings perfectly combines form and function and delivers quality inner wear products. Feelings depict the real beauty of Woman.

The Feelings range goes from basic to sophisticated, from sensual to sporty. The brand has also launched T-shirts, sports bras, track pants and more. Feelings is now positioned as a premium brand for women's intimate inner wear.

Product offerings from Feelings are -

Bra : Fundamental
T-Shirt
Sports

Panties
Loungewear : Track Pants
T-Shirt
Leggings

Camisoles
Socks





Maxwell Industries Ltd.