

# 6th ANNUAL REPORT 2015-16



## WOMEN'S NEXT LOUNGIERIES LIMITED

## TABLE OF CONTENTS

Particulars	Page No.
❖ <b>Corporate Information</b>	4
❖ <b>Notice to Shareholders</b>	6
❖ <b>Director's Report</b>	12
❖ <b>Management Discussion and Analysis</b>	36
❖ <b>Corporate Governance Report</b>	38
❖ <b>Auditor's Report</b>	51
❖ <b>Financial Statement</b>	57
❖ <b>Proxy Form</b>	69
❖ <b>Attendance Slip</b>	71

## Chairman's Message

Dear Shareholders & Investors,

It gives me immense pleasure to write to you once again to update you on the performance of Women's Next Loungeries Limited. The Company has expanded its existing manufacturing business of Lingerie wear, honeymoon set, and intimate wear etc.

We continued to invest in upgrading our existing manufacturing business. Our manufacture platform giving us significant additional capacity to add customers and greater operational efficiencies to manage them.

We are working hard to embrace the current and future opportunities. The coming few years look set to be the ones that will significantly reward all shareholders who have been a part of this journey.

In conclusion we believe that our company is a strong, stable company and that our core business has good potential. We will remain true to our principles and we will continue to act with our usual sense of responsibility to our shareholders and to the company.

I would like to take the opportunity to explain my sincere gratitude to all the employees and our trade partners for their continued contribution for the past year.

Thank you for your confidence and I look forward to your continued support.

Sd/-

Bhavesh Tulsidas Bhanushali  
Chairman and Managing Director  
(DIN-03324077)

## Corporate Information

### ❖ BOARD OF DIRECTORS

- Mr. Bhavesh Tulsidas Bhanushali : Chairman & Managing Director
- Mr. Anand Khimjibhai Bhanushali : Executive Director
- Mrs. Premila Bhavesh Bhanushali : Additional Director
- Mr. Naveen Shankar Jain : Independent Director
- Mr. Vimal prakash Dubey : Independent Director

### ❖ CFO

Mr. Anilkumar Sinha

### ❖ Company Secretary & Compliance Officer

Mr. Divyarajsinh M. Zala

### ❖ Bankers

Bank of Baroda

### ❖ Statutory Auditors

Santosh Gupta & CO., Chartered Accountants

### ❖ SECRETARIAL AUDITOR

Jaiprakash R Singh & Associates

### ❖ Registrar And Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

C-13, Pannalal Silk Mills Compound, LBS Marg,  
Bhandup (W), Mumbai 400 078. INDIA

Phone : 91-22-25963838

Fax : 91-22-25946969

### ❖ Audit Committee

- Mr. Naveen Shankar Jain (Chairperson)
- Mr. Bhavesh Bhanushali
- Mr. Vimal Prakash Dubey

### ❖ Investor Grievance Committee

- Mr. Naveen Shankar Jain (Chairperson)
- Mr. Bhavesh Bhanushali
- Mr. Vimal Prakash Dubey

❖ **Nomination & Remuneration Committee**

- Mr. Naveen Shankar Jain (Chairperson)
- Mr. Bhavesh Bhanushali
- Mr. Vimal Prakash Dubey

❖ **Registered Office**

101-105, Indian Complex, Building No.28,  
1st Floor, Dapode Village,  
Bhiwandi - 421329  
Tel: 02522-655630  
CIN: **L18204MH2010PLC211237**  
E-mail: [info@womensnext.in](mailto:info@womensnext.in),  
Website: [www.womensnext.in](http://www.womensnext.in)

## NOTICE

Notice is hereby given that 6<sup>th</sup> (Sixth) Annual General Meeting of **WOMEN'S NEXT LOUNGIERIES LIMITED** will be held on Thursday, 29<sup>th</sup> September, 2016 at 11:30 A.M. at the registered office of the Company situated at Gala no. 101-105, Building no. 28, 1st Floor, Indian Corporation, Dapode Village, Near Mankoli Naka, Bhiwandi-421329 to transact following business:

### ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Balance Sheet, Profit and Loss Account for the Financial Year ended March 31, 2016 together with the Reports of the Directors, Management and Statutory Auditors thereon.
- 2 To re-appoint Mr. Bhavesh Bhanushali, (DIN: 03324077), who is liable to retire by rotation and being eligible, offers himself for re-appointment.
- 3 To ratify the appointment of M/s. Santosh Gupta & Co., Chartered Accountants, Mumbai (Firm Reg. No. 009713N) as approved by Members at the 6<sup>TH</sup> Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of 7<sup>TH</sup> Annual General Meeting, and to fix their remuneration for the financial year ending 31<sup>ST</sup> March, 2017 and to pass, with or without modification, the following resolution as an Ordinary Resolution.

"RESOLVED THAT, pursuant to provisions of section 139, 142 of the Companies Act 2013 and all other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force) the appointment of M/s. Santosh Gupta & Co., Chartered Accountants, Mumbai (Firm Reg. No. 009713N) be and is hereby ratified to hold the office as auditors till the conclusion of 7<sup>TH</sup> Annual General Meeting to conduct audit for the financial year 2016-17 with such remuneration as may be mutually decided between board of directors and auditors."

### SPECIAL BUSINESS:

- 4 To consider and if thought fit, to pass with or without modification(s), the resolution as an Ordinary Resolution for Regularization of Additional Director, Mrs. Premila Bhanushali.

"RESOLVED THAT **Mrs. Premila Bhanushali**, who was appointed as an Additional Director with effect from February 2, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of a Director, be and is hereby appointed as a director of the company."

**By Order of the Board**

-Sd/-

**Bhavesh Tulsidas Bhanushali**  
Chairman & Managing Director

DIN : 03324077

Place : Mumbai

Date : 9<sup>TH</sup> August, 2016

## **NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself/ herself and the proxy need not be a member.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten (10) 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 shareholder. The instrument 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.
4. The Register of Members and Transfer Books of the Company will be closed from Thursday, September 22, 2016 to Thursday, September 29, 2016, both days inclusive.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board resolution together with the specimen signatures of their authorized representatives to attend and vote on their behalf at the Meeting.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited (LIPL) to provide efficient and better services.
7. In accordance with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Thursday, September 22, 2016 as the "cut-off date" to determine the eligibility to vote by electronic means or in the general meeting. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Thursday, September 22, 2016, shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting.
8. Shareholders may be aware that the Companies Act, 2013, permits service of the Notice of the Annual General Meeting through electronic mode. Electronic copy of the Annual Report including Notice of the 6<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Admission Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. However, those members who desire to have a physical copy may request for the same to the RTA. For members who have not registered their email IDs, physical copies of the Annual Report are being sent in the permitted mode.
9. 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 the Depository Participants with whom they maintain their demat accounts.
10. The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs with their Depository Participant are requested to register their e-mail address at the earliest, to enable the Company to use the same for serving documents to them electronically, hereinafter. The Annual Report of the Company would also be made available on the Company's website [www.womensnext.com](http://www.womensnext.com).

**11. Voting through Electronic means** In compliance with Section 108 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), the Company is pleased to provide its Shareholders with the facility of “remote e-voting” (e-voting from a place other than venue of the AGM), to enable them to cast their votes at the 6<sup>th</sup> Annual General Meeting (AGM) and the business at the 6<sup>th</sup> AGM may be transacted through such voting. The Company has entered into an agreement with Central Depository Services (India) Ltd. (CDSL) for facilitating e-voting to enable all its Shareholders to cast their vote electronically. The facility for voting, either through electronic voting system or ballot/polling paper shall also be made available at the venue of the AGM, apart from the remote e-voting facility provided prior to the date of AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the AGM. The Company has appointed CS Jaiprakash Singh, Practicing Company Secretaries, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The Scrutinizer shall make a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, during the remote e-voting and voting at the AGM, not later than three days of conclusion of the meeting, to the Chairman or a person, authorized by him in writing. The Chairman or a person, authorized by him in writing, shall declare the results of the AGM forthwith. The results declared along with the Scrutinizer’s report shall be placed on the Company’s website and on the website of CDSL and shall be communicated to the Stock Exchanges.

**THE INSTRUCTIONS TO SHAREHOLDERS OF THE COMPANY FOR E-VOTING ARE AS FOLLOWS:**

- (i) Members holding shares in physical form or in Demat form as on Thursday, September 22, 2016, the cut-off date, shall only be eligible for e-voting.
- (ii) The voting period begins on Monday, 26<sup>th</sup> September, 2016 at 10:00 a.m. IST and ends on Wednesday, 28<sup>th</sup> September, 2016 at 5:00 p.m. IST. During this period the eligible shareholders of the Company, holding shares either in physical form or in Demat form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (v) Click on Shareholders.
- (vi) 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.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



For Members holding shares in Demat Form and Physical Form	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the Sequence Number in the PAN Field. The sequence number is printed on Postal Ballot / Attendance Slip / Address slips.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.</li> <li>Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details</b>	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.
<b>OR Date of Birth (DOB)</b>	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 (vi).

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the <Women's Next Loungeries Limited> on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) 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.
- (xx) 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or

after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xxi) 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](http://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](mailto: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 emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

Additional information on Director recommended for re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Mr. Bhavesh Bhanushali
DIN	03324077
Date of Birth	30/09/1976
Date of Appointment	22/12/2010
Brief Profile and Expertise	Mr. Bhavesh Tulsidas Bhanushali is an expert designer, cloth analyst and has good knowledge of the latest production method. He is the engine behind this company. His strengths include identifying the latest market pulse, designing products based on the latest trends, identifying the best material at best rate and ensuring quality manufacturing.
Chairman / Member of the Committee of other Companies	N.A.
No. of Shares held in the Company	14,83,497 equity shares
Directorship held in other listed entities	NIL

**By Order of the Board**

-Sd/-

**Bhavesh Tulsidas Bhanushali**  
Chairman & Managing Director

DIN : 03324077

Place : Mumbai

Date : 9<sup>TH</sup> August,2016

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

❖ **SPECIAL BUSINESS:**

**ITEM NO.:4 To consider and if thought fit, to pass with or without modification(s), the resolution as an Ordinary Resolution for Regularization of Additional Director, Mrs. Premila Bhanushali:**

“RESOLVED THAT **Mrs. Premila Bhanushali**, who was appointed as an Additional Director with effect from February 2, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company.”

Name of the Director	Mrs. Premila Bhanushali
DIN	05238716
Date of Birth	23/07/1977
Date of Appointment	02/02/2016
Brief Profile and Expertise	Mrs. Premila Bhanushali holds a bachelor of commerce degree. She is a fashion designer by profession and oversees the designing department of our Company. She handles our team of designers, who constantly work towards the designing of the products of our Company which is one of the core activities in the lingerie industry.
Chairman / Member of the Committee of other Companies	N.A.
No. of Shares held in the Company	15,000 equity shares
Directorship held in other listed entities	NIL

**By Order of the Board**

-Sd/-

**Bhavesh Tulsidas Bhanushali**  
Chairman & Managing Director

DIN : 03324077

Place : Mumbai

Date : 9<sup>TH</sup> August,2016

## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting 6TH (Sixth) Annual Report on the business and operations of the Company and the Audited Accounts for the Financial Year ended 31<sup>st</sup> March, 2016.

### 1. FINANCIAL SUMMARY / HIGHLIGHTS OF PERFORMANCE OF THE COMPANY :

Financial Results	[Rs. in Lacs]	
Particulars	Year Ended 31-03-2016	Year Ended 31-03-2015
Total Revenue	3281.42	5108.88
Profit before Depreciation and Tax	149.23	193.38
Depreciation	28.17	20.03
Profit (Loss) before Tax	87.11	124.54
Less : Tax Expenses	33.95	48.82
<b>Net Profit (Loss) for the year</b>	<b>53.16</b>	<b>75.73</b>

### 2. COMPANY AFFAIRS AND ITS PERFORMANCE :

During the year under review, the Company has earned lower profit compared to the previous year due to recession, acute competition and economic slowdown. The situation of heavy pressure on margin continued in the year. Total Revenue stood at Rs.3281.42 Lacs from Rs. 5108.88 Lacs i.e. reduction of 35.77% in the total revenue of the Company as compared to previous year and due to fall in total revenue the Net Profit for the year under review decreased from Rs. **75.73** Lacs to Rs. **53.16** Lacs resulting in decrease of about 29.80% of Net Profit of the Company. But overall Performance of the Company was satisfactory as compared to the peers of the Company.

Further, the Company continues with its efforts to maintain growth even during the economic downturn and face new challenges.

### 3. DIVIDEND :

In view of requirement of financial resources and considering the future requirements of funds, your directors are unable to recommend any dividend for the year ended 31<sup>st</sup> March, 2016.

### 4. SHARE CAPITAL :

At present, the Company has only one class of shares – equity shares with face value of Rs. 10.00 each. The paid up share capital of the company is Rs. 2.50 Crores divided into 25,00,000 equity shares of Rs. 10.00 each.

During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. There is no change in the capital.

### 5. RESERVES :

The Board has transferred Rs. 53, 16, 223 from Revaluation Reserve to General Reserve Account for the Financial Year ended on 31st March, 2016 as per requirement of Schedule II to Companies Act, 2013.

**6. DEPOSITS :**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**7. CHANGE IN THE NATURE OF BUSINESS, IF ANY**

There was no change in the nature of business of the Company during the year.

**8. UNCLAIMED DIVIDEND :**

There is no balance lying in unpaid equity dividend account as company has not declared any dividend.

**9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE :**

In accordance with the provisions of Section 134 the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the relevant information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo is given in **ANNEXURE - I** and forms part of this report.

**10. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY :**

There were no such material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report which can affect the financial position of the Company.

**11. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS :**

No such Orders have been passed by the Regulators/Court or Tribunals which can impact the going concern status and Company's operation in future.

**12. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES :**

As on 31st March, 2016, the company is not having any Subsidiaries, Joint Ventures or Associates Companies.

**13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT BY THE COMPANY :**

The Company has not granted any Loans, Guarantees or Investment in Securities under Section 186 of the Companies Act, 2013 and has complied with the provisions of the Act and other relevant provisions as may be applicable.

**14. MEETING OF BOARD OF DIRECTORS :**

During the year under the review, 6 (six) Board Meetings were held, with gap not exceeding the period prescribed under Companies Act, 2013 and Rules made there under. Details of Board and Board Committee Meetings held during the year are given in the Corporate Governance Report.

Board meeting dates are finalized in consultation with all Directors and agenda papers backed up by comprehensive notes and detailed background information are circulated well in advance before the date of the meeting thereby enabling the Board to take informed decisions.

**15. EXTRACTS OF ANNUAL RETURN :**

An extract of Annual Return in Form **MGT-9** is attached herewith as **ANNEXURE-II**.

**16. INSURANCE :**

All the Properties of the Company are adequately insured.

**17. LISTING AND DEMATERIALISATION:**

The equity shares of the company are listed on the SME Platform of Bombay Stock Exchange Ltd(BSE). The shareholder can avail the facility provided by NSDL and CDSL to demat their shares. Shareholders are requested to convert their holding to dematerialized form to derive the benefits of holding the shares in electronic form. (Currently all the shares are in demat form)

**18. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

Company has generally taken corporate social responsibility initiatives. However, the present financial position of the company does not mandate the implementation of corporate social responsibility activities pursuant to provisions of Section 135 and Schedule VII of the Companies Act, 2013. The company will constitute CSR committee, develop CSR policy and implement the CSR policy and implement the CSR initiatives whenever it is applicable to the company.

**19. RELATED PARTY TRANSACTIONS :**

There was no materially significant related party transactions entered between the Company, Directors, management, or their relatives except for those disclosed in the financial statements.

Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such contract or arrangement in Form AOC-2 does not form a part of this report.

The Audit Committee has granted omnibus approval for Related Party Transactions as per the provisions and restrictions contained in the Listing Agreement.

The company has formulated a policy on “Materiality of Related Party transactions and on dealing with Related Party Transactions” and the same is on the company’s website at [http://womensnext.in/wp-content/uploads/2016/08/Related\\_party\\_policy.pdf](http://womensnext.in/wp-content/uploads/2016/08/Related_party_policy.pdf)

The details of related party disclosure form a part of the notes to the financial statements provided in the annual report.

**20. DIRECTORATE AND KEY MANAGERIAL PERSONNEL :**

The Board of Directors of appropriate mix of executive and non-executive directors including Independent Directors who have wide and varied experience in different disciplines of corporate functioning.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Bhavesh Bhanushali (DIN: 03324077) retires by rotation at the ensuing Annual General Meeting and being eligible in terms of Section 164 of the Act offers himself for re-appointment.

The Company had, pursuant to the provisions of Regulation 17 read with Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 entered into with Stock Exchanges, appointed Mr. Naveen Shankar Jain (DIN: 07338495), Mr. Vimal prakash Dubey (DIN: 03316267), as an Independent Directors of the Company w.e.f. 14<sup>th</sup> November,2015 and to take note of resignation of Independent Directors of the Company: Mr. Ratan thakur (DIN: 07090064) w.e.f. 28<sup>th</sup>

April, 2015, Mr. Ashish Varma (DIN: 07091355) w.e.f. 23<sup>rd</sup> December, 2015 and Mr. Mahipal Budheliya (DIN: 06965561) w.e.f. 7<sup>th</sup> October, 2015.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

There is change in the constitution of Board of Directors during the year Mrs. Premila Bhanushali had resigned on 28<sup>th</sup> December, 2015 as executive director and was appointed on 2<sup>nd</sup> February, 2016 as Additional Director / Women Director on Board.

As required under Section 203 of the Companies Act, 2013, the Company has Mr. Bhavesh Tulsidas Bhanushali as Managing Director, Mr. Anil H Sinha as Chief Financial Officer, Mr. Puneet mangal as Company Secretary (up to 2<sup>nd</sup> February, 2016) and Mr. Divyarajsinh M. Zala as Company Secretary (w.e.f. 2<sup>nd</sup> April, 2016) are Key Managerial Personnel of the Company.

Remuneration to Key Managerial Personnel, Senior Management and other employees will involve a balance between fixed and incentive pay reflecting short and long-term performance objectives of the employees in line with the working of the Company and its goals.

#### **21. EVALUATION OF BOARD, COMMITTEES AND DIRECTORS :**

In compliance with the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the performance evaluation of the Board was carried out during the year under review. More details on the same are given in the Corporate Governance Report.

#### **22. 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 details of this policy are explained in the Corporate Governance Report and also available on the company's website: <http://womensnext.in/wp-content/uploads/2016/08/Nomination-and-Remuneration-Policy2.pdf>

#### **23. INDEPENDENT DIRECTORS' DECLARATION :**

The Company has received the necessary declaration from each Independent Director, in accordance with Section 149(7) of the Companies Act, 2013, that he/she met the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013 and the Regulation 16(1)(B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **24. COMMITTEES OF THE BOARD :**

During the year, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees.

There are currently Three Committees of the Board, as follows:

- I. Audit Committee
- II. Nomination and Remuneration Committee
- III. Stakeholders' Relationship Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the “Report on Corporate Governance”, a part of this Annual Report.

## 25. AUDITORS :

### A. Statutory Auditors

M/s. Santosh Gupta & Co., Chartered Accountants, Statutory Auditors having its office at 417, Atlanta Estate, Near To Oberoi Mall Junction, Vitt Bhatti, G M Link Road, Goregaon East, Mumbai-63 will hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re- appointment. The Company has received the consent from the Auditors and confirmation to that effect that they are not disqualified to be appointed as Auditors of the Company in terms of the provisions of the Companies Act, 2013 and rules made there under. Accordingly, the Board of Directors has recommended the re-appointment of M/s. Santosh Gupta & Co., Chartered Accountants to hold office from the ensuing AGM till the conclusion of the next AGM on and remuneration to be mutually decided by the Board and the Auditor.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. The notes to the accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

There has been no adverse remark or disclaimer given by the Auditors in their Report.

### B. SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Jaiprakash R. Singh, Practicing Company Secretaries, Mumbai to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as **Annexure III**.

## 26. INTERNAL CONTROL SYSTEM AND COMPLIANCE FRAMEWORK :

The Company has an Internal Control System, commensurate with size, scale and complexity of its operations. The internal financial controls are adequate and are operating effectively so as to ensure orderly and efficient conduct of business operations. The Company has appointed M/s. Anup Pandya & Associates, Chartered Accountant as an Internal Auditors of the Company. The Audit Committee in consultation with the internal auditors formulates the scope, functioning, periodicity and methodology for conducting the internal audit. The internal auditors carry out audit, covering inter alia, monitoring and evaluating the efficiency & adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations and submit their periodical internal audit reports to the Audit Committee. Based on the internal audit report and review by the Audit committee, process owners undertake necessary actions in their respective areas. The internal auditors have expressed that the internal control system in the Company is robust and effective. The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such systems are adequate and operating effectively.

## 27. VIGIL MECHANISM:

In accordance with Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company has constituted a Vigil



Mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed and to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct.

The detail of the Vigil Mechanism is explained in the Corporate Governance Report.

None of the Non-Executive Directors has any pecuniary relationship or transactions with the Company other than sitting fees payable to them.

**28. OPERATIONAL HIGHLIGHTS :**

Detailed information on the operation of the Different business lines of the company and details on the state of affairs of the Company are covered in the Management Discussion and Analysis Report.

**29. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE :**

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made there under, your Company has assigned the responsibilities to Audit Committee.

During the year, no complaint with allegations of sexual harassment was filed with the Company.

**30. MATERIAL CHANGES AND COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company i.e. March 2016 and the date of Director's Report.

**31. RELATED PARTY DISCLOSURE:**

Related Party disclosure as mentioned in Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is appended to the report of Director herewith attached as **Annexure IV**.

**32. PREVENTION OF INSIDER TRADING :**

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

**33. DIRECTORS' RESPONSIBILITY STATEMENT :**

In accordance with the provisions of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors state that-

- i. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

- ii. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 31<sup>st</sup> March, 2016 and of the profit and loss of the company for that period;
- iii. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 and Rules made thereunder for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. The directors had prepared the annual accounts on a going concern basis;
- v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **34. CORPORATE GOVERNANCE :**

Your Company has been complying with the principles of good Corporate Governance over the years and is committed to the highest standards of compliance. Pursuant to the Listing Agreement read with Regulation 15(2) of the SEBI (LODR) Regulations 2015, the compliance with the corporate governance provisions as specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and Para C,D and E of schedule V shall not apply the company. However, as a good Corporate Governance Practice the company has generally complied with the Corporate Governance requirements and a report on Corporate Governance forms part of this report.

#### **35. GENERAL SHAREHOLDER INFORMATION :**

General Shareholder Information is given in Report on Corporate Governance forming part of the Annual Report.

#### **36. ACKNOWLEDGMENT :**

Your Directors take this opportunity to express their gratitude for the unstinted commitment, dedication, hard work and significant contribution made by employees at all levels in ensuring sustained growth of the Company. Your Directors also sincerely thank to all the stakeholders, customers, vendors, bankers, business associates, government, other statutory bodies and look forward to their continued assistance, co-operation and support.

**For and on behalf of the Board**

-Sd/-

Place : Mumbai

Date : 9<sup>TH</sup> August,2016

**Bhavesh T. Bhanushali**  
*Chairman & Managing Director*  
DIN : 03324077

## ANNEXURE - I TO THE DIRECTORS' REPORT

### CONSERVATION OF ENERGY / ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :

#### A. CONSERVATION OF ENERGY:-

(i) As power and energy expenditure are not main cost constituent of company's overall product costing. So at present company is not required to take any conservation measures.

(ii) Power and fuel consumption

	2015-2016	2014-2015
<b>Electricity</b>		
Purchase Unit in KW	33,277	35,064
Total Amount (in Rs.)	4,14,950	345754.86
Average Rate ` per unit	12.47	9.86
<b>Light Diesel Oil / Diesel Oil / Furnace Oil</b>		
Quantity (in LTRS)	-	-
Total Amount	-	-
Average rate ` per unit	-	-
<b>Gas</b>		
Quantity (in scm.)	-	-
Total Amount	-	-
Average rate ` per unit	-	-

#### B. TECHNOLOGY ABSORPTION

As regard technology, the company is in continuous touch with the developments taking place in the international field. The company has achieved efficient plant operation and international product quality.

#### C. Foreign Exchange earning and out go

	2015-2016	2014-2015
Foreign Exchange Earning	NIL	NIL
Foreign Exchange out go	NIL	NIL

For and on behalf of the Board

-Sd/-

Place : Mumbai

Date : 9<sup>TH</sup> August,2016

**Bhavesh T. Bhanushali**  
*Chairman & Managing Director*  
 DIN : 03324077

## ANNEXURE - II TO THE DIRECTORS REPORT

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31/03/2016

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

### I. REGISTRATION AND OTHER DETAILS:

<b>i.</b>	CIN	<b>L18204MH2010PLC211237</b>
<b>ii.</b>	Registration Date	22/12/2010
<b>iii.</b>	Name of the Company	WOMEN'S NEXT LOUNGIERIES LIMITED
<b>iv.</b>	Category/Sub-Category of the Company	COMPANY LIMITED BY SHARE/INDIAN NON GOVERNMENT COMPANY
<b>v.</b>	Address of the Registered office and contact details	GALA NO.101-105, BUILDING NO.28, INDIAN CORPORATION, DAPODE VILLAGE, NEAR MANKOLI NAKA, BHIWANDI-421329
<b>vi.</b>	Whether listed company	Yes
<b>vii.</b>	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt Ltd, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup(west), Mumbai-400078

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/	% to total turnover of the company
<b>1</b>	<b>Other Apparels &amp; Accessories</b>	<b>14101</b>	<b>100%</b>

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

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

#### i. Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	1498500	0	1498500	59.94	1498500	0	1498500	59.94	0.00
b) Central Govt	0	0	0	0	0	0	0	0	0.00
c) State Govt(s)	0	0	0	0	0	0	0	0	0.00
d) Bodies Corp	0	0	0	0	0	0	0	0	0.00
e) Banks / FI	0	0	0	0	0	0	0	0	0.00
f) Any Other	0	0	0	0	0	0	0	0	
Sub-total(A)(1):-	<b>1498500</b>	<b>0</b>	<b>1498500</b>	<b>59.94</b>	<b>1498500</b>	<b>0</b>	<b>1498500</b>	<b>59.94</b>	<b>0.00</b>
<b>2) Foreign</b>									
g) NRIs- Individuals	0	0	0	0	0	0	0	0	0.00
h) Other- Individuals	0	0	0	0	0	0	0	0	0.00
i) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
j) Banks / FI	0	0	0	0	0	0	0	0	0.00
k) Any Other....	0	0	0	0	0	0	0	0	0.00
	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	

Sub-total(A)(2):-									0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	1498500	0	1498500	59.94	1498500	0	1498500	59.94	0.00
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0.00
b) Banks / FI	0	0	0	0	0	0	0	0	0.00
c) Central Govt	0	0	0	0	0	0	0	0	0.00
d) State Govt(s)	0	0	0	0	0	0	0	0	0.00
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
f) Insurance Companies	0	0	0	0	0	0	0	0	0.00
g) FIs	0	0	0	0	0	0	0	0	0.00
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
i) Others (specify)	0	0	0	0	0	0	0	0	0.00
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0.00
<b>2. Non Institutions</b>									
a) Bodies Corp.									
(i) Indian	188000	0	188000	7.52	82100	0	82100	3.28	-4.24
(ii) Overseas	0	0	0	0	0	0	0	0	0.00
b) Individuals									
(i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	445500	0	445500	17.82	415400	0	415400	16.62	-1.20

(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	364000	0	364000	14.56	430000	0	430000	17.2	2.64
c) Others (Specify)	4000	0	4000	0.16	74000	0	74000	2.96	2.80
Sub-total(B)(2)	<b>1001500</b>	<b>0</b>	<b>1001500</b>	<b>40.06</b>	<b>1001500</b>	<b>0</b>	<b>1001500</b>	<b>40.06</b>	<b>0.00</b>
Total Public Shareholding (B)=(B)(1)+(B)(2)	<b>1001500</b>	<b>0</b>	<b>1001500</b>	<b>40.06</b>	<b>1001500</b>	<b>0</b>	<b>1001500</b>	<b>40.06</b>	<b>0.00</b>
C. Shares held by Custodian for GDRs&ADRs	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Grand Total (A+B+C)	<b>2500000</b>	<b>0</b>	<b>2500000</b>	<b>100</b>	<b>2500000</b>	<b>0</b>	<b>2500000</b>	<b>100</b>	<b>0.00</b>

## ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	BHAVESH T. BHANUSHALI	1483497	59.3399	0	1483497	59.3399	0	0.00
2.	PREMILA B. BHANUSHALI	15000	0.60	0	15000	0.60	0	0.00
3.	ANAND K. BHANUSHALI	3	0.0001	0	3	0.0001	0	0.00
<b>Total</b>		<b>1498500</b>	<b>59.94</b>	<b>0</b>	<b>1498500</b>	<b>59.94</b>	<b>0</b>	<b>0</b>

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

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	<b>There is no change in Promoters' Shareholding.</b>			
	At the End of the year				



**IV. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS AS ON 31ST MARCH, 2016(OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	<b>NIKHIL VORA</b>				
	At the beginning of the year	0.00	0.00	0.00	0.00
	Transaction Sale / Purchase	N.A.	N.A.	N.A.	N.A.
	At the end of the year	1,72,000	6.88	1,72,000	6.88
2.	<b>RASIKLAL THAKKAR</b>				
	At the beginning of the year	118000	4.72	118000	4.72
	Transaction Sale / Purchase	60,000 shares sales	-2.40	58000	2.32
	At the end of the year	58000	2.32	58000	2.32
3.	<b>ANKUR MANGILAL BORANA</b>				
	At the beginning of the year	0.00	0.00	0.00	0.00
	Transaction Sale / Purchase	N.A.	N.A.	N.A.	N.A.
	At the end of the year	50,000	2.00	50,000	2.00
4.	<b>ALKA PRAFUL SHAH</b>				
	At the beginning of the year	0.00	0.00	0.00	0.00
	Transaction Sale / Purchase	N.A.	N.A.	N.A.	N.A.
	At the end of the year	46000	1.84	46000	1.84
5.	<b>M/S SUBIR DIAMONDS PRIVATE LIMITED</b>				
	At the beginning of the year	0.00	0.00	0.00	0.00
	Transaction Sale / Purchase	N.A.	N.A.	N.A.	N.A.
	At the end of the year	28,000	1.12	28,000	1.12
6.	<b>AMRITBEN K. DODHIA</b>				
	At the beginning of the year	0.00	0.00	0.00	0.00
	Transaction Sale / Purchase	N.A.	N.A.	N.A.	N.A.
	At the end of the year	24,000	0.96	24,000	0.96
7.	<b>JAPAN VYAS</b>				
	At the beginning of the year	0.00	0.00	0.00	0.00
	Transaction Sale / Purchase	N.A.	N.A.	N.A.	N.A.
	At the end of the year	24,000	0.96	24,000	0.96

8.	<b>CHOICE EQUITY BROKING PRIVATE LIMITED</b>				
	At the beginning of the year	1,40,000	5.60	1,40,000	5.60
	Transaction Sale / Purchase	116000 shares sales	-4.64	24,000	0.96
	At the end of the year	24,000	0.96	24,000	0.96
9.	<b>VISHAL THAKKAR</b>				
	At the beginning of the year	16000	0.64	16000	0.64
	Transaction Sale / Purchase	N.A.	N.A.	N.A.	N.A.
	At the end of the year	16000	0.64	16000	0.64
10.	<b>RITA BOTHRA</b>				
	At the beginning of the year	0.00	0.00	0.00	0.00
	Transaction Sale / Purchase	N.A.	N.A.	N.A.	N.A.
	At the end of the year	16000	0.64	16000	0.64

#### V. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.	DIRECTORS AND KEY MANAGERIAL PERSONNEL	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	<b>Mr. BHAVESH T. BHANUSHALI</b>				
	At the beginning of the year	1483497	59.3399	1483497	59.3399
	Transaction Sale / Purchase	N.A.	N.A.	N.A.	N.A.
	At the end of the year	1483497	59.3399	1483497	59.3399
2.	<b>Mrs. PREMILA B. BHANUSHALI</b>				
	At the beginning of the year	15000	0.60	15000	0.60
	Transaction Sale / Purchase	N.A.	N.A.	N.A.	N.A.
	At the end of the year	15000	0.60	15000	0.60
3.	<b>Mr. ANAND K. BHANUSHALI</b>				
	At the beginning of the year	3	0.0001	3	0.0001
	Transaction Sale / Purchase	N.A.	N.A.	N.A.	N.A.
	At the end of the year	3	0.0001	3	0.0001

4.	<b>MR. ANILKUMAR H. SINHA</b>				
	At the beginning of the year	300	0.01	300	0.01
	Transaction Sale / Purchase	N.A.	N.A.	N.A.	N.A.
	At the end of the year	300	0.01	300	0.01

## V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
<b>i) Principal Amount</b>	97938845	0	2065830	100004675
<b>ii) Interest due but not paid</b>	0	0	0	0
<b>iii) Interest accrued but not</b>	0	0	0	0
<b>Total(i+ii+iii)</b>	97938845	0	2065830	100004675
Change in Indebtedness during the financial year				
- Addition	28486188	0	0	28486188
- Reduction	0	0	-1690755	-1690755
<b>Net Change</b>	28486188	0	-1690755	26795433
Indebtedness at the end of the financial year				
<b>i) Principal Amount</b>	126425033	0	375075	126800108
<b>ii) Interest due but not paid</b>	0	0	0	0
<b>iii) Interest accrued but not due</b>	0	0	0	0
<b>Total (i+ii+iii)</b>	126425033	0	375075	126800108

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount	
				Lakhs	Thousand
1.	Gross salary	Bhavesh T. Bhanushali	Anand K. Bhanushali		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6	2.52	8	52
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission - as% of profit - others, specify...	0	0	0	0
5.	Others, please specify	0	0	0	0
6.	Total(A)	6	2.52	8	52
	Ceiling as per the Act				

**B.Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of other directors					Total Amount	
		Premila Bhanushali	Ashish Varma	Mahipal Budheliya	Vimal prakash Dubey	Naveen Shankar Jain	Lakhs	Thou sand
1.	<u>Independent Directors</u>							
	-Fee for attending board committee meetings	-	0.1	0.1	0.1	0.1	0	40
	-Commission	-	0	0	0	0	0	0
	-Others, please specify	-	0	0	0	0	0	0
	Total(1)	-	0.1	0.1	0.1	0.1	0	40
2	<u>Other Non-Executive Directors</u>							
	-Fee for attending board committee meetings	0	0	0	0	0	3	60
	-Commission	0	0	0	0	0	0	0
	-Others, please specify Salary w.e.f. 02.02.2016	3.60	0	0	0	0	0	0
	Total(2)	3.60	0	0	0	0	3	60
	Total(B)=(1+2)	3.60	0.1	0.1	0.1	0.1	4	-
	Total Managerial Remuneration	3.60	0.1	0.1	0.1	0.1	4	-
	Overall Ceiling as per the Act							

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,00,000	3,00,000	6,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission - as % of profit - others, specify...	0	0	0
5.	Others, please specify	0	0	0
6.	Total	3,00,000	3,00,000	6,00,000

### VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any (give details)
<b>A. Company</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. Directors</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. Other Officers In Default</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

## ANNEXURE - III TO THE DIRECTORS REPORT

### Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016.

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

To,  
The Members  
WOMEN'S NEXT LOUNGIERIES LIMITED  
101-105, Indian Complex,  
Building No.28, 1st Floor, Dapode Village, Bhiwandi,  
THANE- MAHARASHTRA

Dear Sirs,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **WOMEN'S NEXT LOUNGIERIES 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 **WOMEN'S NEXT LOUNGIERIES LIMITED'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 **31<sup>st</sup> March, 2016**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **WOMEN'S NEXT LOUNGIERIES LIMITED ("The Company")** for the financial year ended on 31<sup>st</sup> March, 2016, according to the provisions of:
  - I. The Companies Act, 2013 (**the Act**) and the Rules made hereunder;
  - II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made Hereunder;
  - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - IV. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) as amended till date to the extent applicable to the Company:-
    - a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- c) The Securities and Exchange Board of India (Listing obligation Disclosure Requirements) Regulation, 2015**

V. Other applicable laws:

- a) The Employees Provident Funds and Miscellaneous Provisions Act, 1952;
- b) Contract Labour (Regulation abolition) Act, 1970;
- c) The Payment of Wages Act, 1936;
- d) Employees State Insurance Act, 1948.
- e) Professional Tax Act, 1975

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreement entered into by the Company with the BSE Limited.

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

I have relied on the representation made by the Company and its various heads for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations as applicable to the Company.

During my audit, it was observed that the Company is registered under the PF and ESIC Act. However, the Company is yet to regularize the procedure of deduction and deposit of the statutory dues towards PF and ESIC.

2. I further report that the Company has, in my opinion, complied with the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

- a) maintenance of various statutory registers and documents and making necessary entries therein;
- b) closure of the Register of Members;
- c) forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- d) service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- e) notice of Board meetings and Committee meetings of Directors;
- f) the meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- g) the 5th Annual General Meeting held on 30<sup>th</sup> September 2015;



- h) minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- i) approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- j) constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;
- k) payment of remuneration to Directors including the Managing Director;
- l) appointment and remuneration of Auditors ;
- m) declaration and payment of dividends;

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

3. 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.

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

Majority decision is carried through and none of the members have expressed their dissent.

4. I further report that:

Based on the information received and records maintained, there are adequate systems and processes for reporting to the Board, and appropriate internal controls commensurate with the size and operations of the Company, to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

**Place:** Mumbai

**Date:** 9<sup>TH</sup> August, 2016

CS Jaiprakash Singh  
Jaiprakash R Singh & Associates  
FCS No.:7391  
C P No.:4412

## 'ANNEXURE A'

To,  
The Members  
WOMEN'S NEXT LOUNGIERIES LIMITED  
101-105, Indian Complex,  
Building No.28,1st Floor,  
Dapode Village,  
Bhiwandi Thane-421329, Maharashtra

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Place :** Mumbai  
**Date :** 9<sup>TH</sup> August,2016

**FCS Jaiprakash Singh**  
**Practicing Company Secretary**  
**Jaiprakash R Singh & Associates**  
**FCS No.:7391**  
**C P No.:4412**

## ANNEXURE - IV TO THE DIRECTORS REPORT

Disclosures under regulation 34(3) read with schedule V of Listing Regulations:

Sr. No.	Disclosure of loans / advances / investments / Outstanding during the year	As at 31 <sup>ST</sup> March, 2016	Maximum amount during the year
1	Loans and Advances in the nature of loans to subsidiary	NIL	NIL
2	Loans and Advances in the nature of loans to associate	NIL	NIL
3	Loans and Advances in the nature of loans to firms / companies in which directors are interested	NIL	NIL

**For and on behalf of the Board**

-Sd/-

Place : Mumbai

Date : 9<sup>TH</sup> August,2016

**Bhavesh T. Bhanushali**  
*Chairman & Managing Director*  
 DIN : 03324077

## **MANAGEMENT DISCUSSION AND ANALYSIS**

The purpose of this discussion is to provide an understanding of Women's Next Lingerie Limited financial results and business performance by focusing on changes in certain key measures from year to year.

Management Discussion and Analysis (MD&A) is organized in the following sections:

- Industry and Business Overview.
- Indian Intimate Wear Industry.
- Operational Performance
- Outlook
- Risks and concerns.
- Adequacy of Internal Control System
- Human Resource Development
- Cautionary Statement

### **Industry and Business Overview:**

The company designs, manufactures and markets an extensive range of brassieres and panties viz. teenage wear, women wear and ladies wear etc. Our products in this range are marketed under the brands Valentine Pink and Women Next. The Company product range in exclusive segment includes maternity wear, sport wear, etc. These products are offered in various designs as per customer requirements. The main raw material for our product is man-made yarn, which is sourced from domestic markets. The Company based on its experience and its standards, conforms to major specifications and customer requirements.

The man-made fiber textile industry is one of the largest organized industries in the country in terms of employment and number of units. Besides, there are a large number of subsidiary industries dependent on this sector, such as those manufacturing machinery, accessories, stores, ancillaries, dyes and chemicals.

### **Indian Intimate Wear Industry:**

India has immense growth potential for the intimate wear industry, which is evident from the entry of large international brands in the Indian market in the last few years. This market is considered to be the fastest developing sector of the fashion industry. The organized Indian innerwear market has almost doubled in the last five years. Key factors contributing to this are, growing income levels of Indians, and the increased awareness about better fits, quality, brands, colors and their changing lifestyles which has restructured the category from just an intimate wear to a fashion clothing item, at least in the urban centers. This changed attitude is also because of changing dress codes and transformations in social mindset. The intimate wear market in India can be classified into super-premium, mid-market, economy and mass market segments. A major share of the intimate wear market is held by the mid-market and economy segments, in terms of both value and volume. Due to the advent of multinational brands in the Indian market and the growth of organized retail, the premium and super-premium segment of intimate wear industry are witnessing higher growth compared to mid or low or economy segments. In view of the current situation, the premium and super premium segments of the industry are advancing following a consumer shift from economy and mid-market segments to the premium segment, while the low and economy segment is gaining from the industry being more organized but between the hardy cotton bras that can almost pass off for a blouse to the variety of fantasy lingerie exists a world of innerwear that is reshaping what till now was called the foundation wear industry. New brands, new specialized segments, and new customers - it's all coming

together. And the key driver is the woman who has started regarding the 'foundation' garment as a fashion one.

### **Operational Performance:**

During the year under review, the Company has earned lower profit compared to the previous year due to recession, acute competition and economic slowdown. The situation of heavy pressure on margin continued in the year. Total Revenue stood at Rs. 3281.42 Lacs from Rs. 5108.88 Lacs i.e. reduction of 35.77% in the total revenue of the Company as compared to previous year and due to fall in total revenue the Net Profit for the year under review decreased from Rs. **75.73** Lacs to Rs. **53.16** Lacs resulting in decrease of about 29.80% of Net Profit of the Company. But overall Performance of the Company was satisfactory as compared to the peers of the Company.

Further, the Company continues with its efforts to maintain growth even during the economic downturn and face new challenges.

### **Outlook:**

Outlook on the Lingerie industry in India. The Loungewear & lingerie industry in India is expected to grow at a CAGR of 10-12 % over the period 2009-2020. This growth would be led by the super-premium, premium and mid-market segment. A strong brand image, presence in retail infrastructure and diversifying into new retail formats positions the Company as integrated player in the growing domestic consumption story. With robust economic growth, high disposable income with the end-consumer and the rapid construction of organized retail infrastructure, the Company is confident that it is well placed to take advantage to the growth opportunities in the coming years.

### **Risk & Concerns:**

Your Company outsources the manufacturing of some portion of its products and is therefore dependent on third parties for production of its few products. Our Company depends partly on third party fabricators for performance of the stitching operations although the final assembling and labeling of products so carried out at our manufacturing units. Any delay or failure on the part of these fabricators to deliver the products in a timely manner or to meet our quality standards or fabricators to deliver the products in a timely manner or to meet our quality standards or unilateral termination of relationship by them may cause a material adverse affect on our business.

### **Adequacy of Internal Control System:**

The Company has adequate internal control systems for the business processes in respect of all operations, financial reporting, compliance with laws and regulations etc. The management information system forms an effective and sound tool for monitoring and controlling all operating parameters. Regular internal audits ensure that responsibilities are executed effectively. The Audit Committee reviews the adequacy of internal controls on regular basis.

### **Human Resource Development:**

The Company recognizes that its human resource is its strength in realizing its goals and objectives.

### **Cautionary Statement:**

The Statement in this Management Discussion and Analysis report, describing the Company's outlook, projections, estimates, expectations or predictions may be "Forward looking Statements" within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied.

## REPORT ON CORPORATE GOVERNANCE

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company adheres to good practices in Corporate Governance in its true spirit and benchmarks it with high standards. Corporate Governance is set of systems and practices to ensure that the operations of the Company are being managed in a way which ensures fairness, integrity, transparency and accountability in its dealings with its customers, stakeholders, dealers, lenders, government and employees. Company has guiding principles laid out through its Code of business conduct, duly adopted by directors and senior management personnel which have been posted on website of Company (<http://womensnext.in/directors-code-of-conduct/>).

#### 1. ETHICS/GOVERNANCE POLICIES:

At **Women's Next Lingerie Limited**, we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

- Code of Conduct
- Vigil Mechanism
- Policy on Related Party Transactions
- Policy for Determination of Materiality of any Event or Information
- Familiarization of Independent Directors
- Policy for preservation of document
- Terms and condition for appointment of Independent Director

#### 2. BOARD OF DIRECTORS:

##### ❖ Composition of the Board of Directors

The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors Pursuant Regulation 17 of SEBI (LODR) Regulations, 2015. The composition of the Board and category of Directors are as follows

- Mr. Bhavesh Tulsidas Bhanushali : Chairman & Managing Director
- Mr. Anand Khimjibhai Bhanushali : Executive Director
- Mrs. Premila Bhavesh Bhanushali : Additional Director
- Mr. Naveen Shankar Jain : Independent Director
- Mr. Vimal prakash Dubey : Independent Director

❖ **Number of Board Meetings and Attendance of Directors:**

During the financial year 2015-16, 6 (Six) Board Meetings were held on 28/05/2015, 05/09/2015, 20/10/2015, 14/11/2015, 31/12/2015 and 12/02/2016.

Board meeting dates are finalized in consultation with all the directors and agenda papers with detailed notes and other background information, which are essential for the Board to effectively and reasonably perform their duties and functions, are circulated well in advance before the meeting thereby enabling the Board to take informed decisions.

The composition of Directors and the attendance at the Board Meeting during the year 2015-2016 and last Annual General Meeting are as under:

Name of Director	Category	No. of other Director ships	Membership of Board Committees		No. of Board Meetings Attended	Attendance at last AGM
			Chairman	Member		
Mr. Bhavesh T. Bhanushali	Chairman & Managing Director	Nil	Nil	3	6	Yes
Mr. Anand Bhanushali	Executive Director	Nil	Nil	Nil	6	Yes
Mrs. Premila Bhanushali	Additional Director	Nil	Nil	Nil	5	Yes
Mr. Naveen Shankar Jain (Appointment w.e.f. 14 <sup>th</sup> November, 2015.)	Independent Director	Nil	3	3	2	N.A.
Mr. Vimal prakash Dubey (Appointment w.e.f. 14 <sup>th</sup> November, 2015.)	Independent Director	Nil	Nil	3	2	N.A.
Mr. Ashish Varma(Resign w.e.f. 23 <sup>rd</sup> December,2015)	Independent Director	Nil	Nil	Nil	4	No
Mr. Mahipal Budheliya(Resign w.e.f. 7 <sup>th</sup> October,2015)	Independent Director	Nil	Nil	Nil	2	No

#### **a) Separate Meeting of Independent Directors:**

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, a separate meeting of the Independent Directors of the Company was held on March 29, 2016 to review the performance of Non-independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties. The Independent Directors found the performance of Non-Independent Directors (including Chairman) and the Board as well as flow of information between the Management and the Board to be satisfactory. All independent directors were present in the meeting.

#### **b) Induction & Training of Board Members (Familiarisation programme for Independent Directors)**

Letter of Appointment(s) are issued to Independent Directors setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Director is taken through a Formal induction program including the presentation from the Chairman cum Managing Director on the Company's manufacturing, marketing, finance and other important aspects. The web link for the Familiarization Programmes for Independent Directors is:

[http://womensnext.in/wp-content/uploads/2016/08/FAMILIARISATION\\_PROG\\_FOR\\_I\\_D\\_POLICY.pdf](http://womensnext.in/wp-content/uploads/2016/08/FAMILIARISATION_PROG_FOR_I_D_POLICY.pdf)

#### **c) Evaluation of the Board's Performance:**

The Board has a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board based on the criteria laid down by Nomination and Remuneration Committee which included attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest, adherence to Code of Conduct and Business ethics, monitoring of regulatory compliance and review of Internal Control Systems etc.

### **3. ANNUAL GENERAL MEETING :**

The Annual General Meeting for the financial year ended on 31<sup>st</sup> March, 2015 was held on 30<sup>th</sup> September, 2015 at Gala No.101-105, Building No.28, 1stFloor, Indian Corporation, Dapode Village, Near Mankoli Naka, Bhiwandi-421302.

### **4. BOARD COMMITTEES :**

As per the requirement of the Companies Act, 2013 read with Rules and Regulations of SEBI (LODR) Regulations, 2015, various Board committees have been formed for better governance and accountability viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee.

The terms of reference of each committee are determined by the Board as per the requirement of law and their relevance is reviewed from time to time.

#### **A. AUDIT COMMITTEE :**

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the board's responsibilities, an Audit Committee had been constituted by the Board. The terms of reference of this committee covers matters specified in Regulation read with Part C of Schedule II of SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013 and other matters referred by the Board



from time to time. Committee lays emphasis on adequate disclosures and compliance with all relevant statutes. Main areas are deliberated as under.

- a) To provide an open avenue of communication between the independent auditors, internal auditors and the Board of Directors (BOD).
- b) To oversee the work of the independent auditors for the purpose of preparing or issuing an audit report or related work.
- c) Relying on the review and discussions with the management and the independent auditor, the Audit Committee believes that the Company's financial statements are fairly presented in conformity with Generally Accepted Accounting Principles in all material aspects.
- d) To consider and review the adequacy of internal control including computerized information system controls an periodically to the Board of Directors on significant activities.

The Constitution of the committee and the attendance of each member of the committee are given below:

The Committee comprises of Three Directors: Mr. Bhavesh Bhanushali , Mr. Naveen Shankar Jain (Appointment w.e.f. 14<sup>th</sup> November, 2015), Mr. Vimal prakash Dubey(Appointment w.e.f. 14<sup>th</sup> November, 2015) but Mr. Ratan thakur(Resign w.e.f. 28<sup>th</sup> April,2015), Mr. Ashish Varma(Resign w.e.f. 23<sup>rd</sup> December,2015), Mr. Mahipal Budheliya(Resign w.e.f. 7<sup>th</sup> October,2015).All members of the Audit Committee are financially literate.

In the financial year 2015-16, five meetings were held on 28.05.2015, 05.09.2015, 14.11.2015, 31.12.2015, 12.02.2016.

Composition of committee as on 31<sup>st</sup> March, 2016 and member's attendance at the meetings during the year are as under:

Committee Members	Designation	Meetings Held	Meeting Attended
Mr. Naveen Shankar Jain	Chairman	2	2
Mr. Bhavesh Bhanushali	Member	5	5
Mr. Vimal prakash Dubey	Member	2	2

#### **B. NOMINATION AND REMUNERATION COMMITTEE:**

Terms of reference of the committee comprise various matters provided under Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 as well as section 178 of the Companies Act, 2013, and other matters referred by the Board from time to time. The Committee comprises of Three Directors. In the financial year 2015-16, five meeting of the Committee were held on 28.05.2015, 05.09.2015, 14.11.2015, 31.12.2015, 12.02.2016.

The Constitution of the committee and the attendance of each member of the committee are given below

Committee Members	Designation	Meetings Held	Meeting Attended
Mr. Naveen Shankar Jain	Chairman	2	2
Mr. Bhavesh Bhanushali	Member	5	5
Mr. Vimal Prakash Dubey	Member	2	2

#### **PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS:**

Based on the criteria laid down in the Policy for evaluation of Board and Independent Directors, the Board carried out the annual performance evaluation of Board Committees and the Independent Directors, whereas at a separate meeting, Independent Directors evaluated the performance of Executive Directors, Board as a whole and of the Chairman.

Nomination and Remuneration Committee also evaluated individual directors' performance.

I. As per the said Policy, evaluation criteria for evaluation Board inter alia covers: Composition in light of business complexities and statutory requirements; establishment of vision, mission, objectives and values for the Company; laying down strategic road map for the Company and annual plans; growth attained by the Company; providing leadership and directions to the Company and employees; effectiveness in ensuring statutory compliances and discharging its duties / responsibilities towards all stakeholders; identification, monitoring and mitigation of significant corporate risks; composition of various committees, laying down terms of reference and reviewing committee's working etc.

II. Performance evaluation criteria for Executive Directors inter alia include: level of skill, knowledge and core competence; performance and achievement vis-à-vis budget and operating plans; effectiveness towards ensuring statutory compliances; discharging duties/responsibilities towards all stakeholders; reviewing/monitoring executive management performance, adherence to ethical standards of integrity; employment of strategic perception and business acumen in critical matters etc.

III. Performance of Independent Directors is evaluated based on objectivity and constructiveness while exercising duties; providing independent judgment on strategy, performance, risk management and Board's deliberations; devotion of sufficient time for informed decision making; exercising duties in bona fide manner; safeguarding interests of all stakeholders, particularly minority shareholders; updating knowledge of the Company and its external environment.

IV. Evaluation criteria for performance evaluation of Chairman are: providing guidance and counsel in strategic matters; providing overall direction to Board towards achieving Company's objectives; effectiveness towards ensuring statutory compliances; maintaining critical balance between the views of different Board Members; ensuring maximum participation and contribution by each Board member;

monitoring effectiveness of Company's governance practices; conducting Board and Shareholders' meetings in effective and orderly manner

V. Committees of the Board are evaluated for their performance based on: effectiveness in discharging duties and functions conferred; setting up and implementation of various policies, procedures and plans, effective use of Committee's powers as per terms of reference, periodicity of meetings, attendance and participation of committee members; providing strategic guidance to the Board on various matters coming under committee's purview etc.

[Rs. in Lacs]

Name	Salary and Perquisites	Commission	Shares issued under ESOP	Details of service contracts : notice period and severance fees
Bhavesh Bhanushali	6.00	Nil	Nil	- -
Premila B Bhanushali	3.60	Nil	Nil	
Anand Bhanushali	2.52	Nil	Nil	

### C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Stakeholders' Relationship Committee performs various functions provided under the Listing Regulations and section 178 of the Companies Act, 2013. The Committee comprises of three Directors. It is headed by Mr. Naveen Shankar Jain, an Independent Director

Committee Members	Designation	Meetings Held	Meeting Attended
Mr. Naveen Shankar Jain	Chairman	2	2
Mr. Bhavesh Bhanushali	Member	5	5
Mr. Vimal Prakash Dubey	Member	2	2

The Stakeholders' Relationship Committee has been constituted to administer the following activities:

- Transfer of shares
- Transmission of shares
- Issue of Duplicate Share Certificates
- Change of Status
- Change of Name
- Transposition of Shares

- g) Sub-Division of Share Certificates
- h) Consolidation of folios
- i) Shareholders' requests for Dematerialization of shares
- j) Shareholders' requests for Rematerialization of shares

The Committee meets from time to time and approves the transfer and transmission of shares, deletion of names, issue of duplicate share certificates etc. The Committee facilitates prompt and effective redressal of investors' complaints and the reporting of the same to the Board of Directors.

The Board has delegated the power of Share Transfer to Registrar and Share Transfer Agent, M/s. LINK INTIME INDIA PVT. LTD., who processes the transfers.

- No. of shareholders' complaints received -- NIL.
- No. of complaints not solved to the satisfaction of shareholders -- NIL.
- No. of pending share transfers -- NIL.
- As at 31<sup>st</sup> March, 2016 no equity Shares were pending for transfer.

#### 5. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for fair disclosure and prevention of Insider Trading in order to regulate, monitor and control trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The web link for Prevention of Insider Trading is: [http://womensnext.in/wp-content/uploads/2016/01/Code of conduct of insider trading.pdf](http://womensnext.in/wp-content/uploads/2016/01/Code_of_conduct_of_insider_trading.pdf)

#### 6. SUBSIDIARY COMPANY:

As on 31st March, 2016, the company is not having any Subsidiary company.

#### 7. POSTAL BALLOT :

During the year, the Company had not sought approval from the shareholders through Postal Ballot

#### 8. ANNUAL GENERAL MEETINGS

Details of last three AGMs held

FINANCIAL YEAR	DAY	DATE	TIME	VENUE	No. Of Special resolution passed
2014-2015	Wednesday	30-09-2015	1.00 P.M	Gala No.101-105, Building No.28,1 <sup>st</sup> Floor, Indian Corporation , Dapode Village, Near Mankoli Naka, Bhiwandi-421302.	6
2013-2014	Monday	29-09-2014	3.30 PM	Gala No.108,109,Building No.D-5,1 <sup>st</sup> Floor,Harihar Compound,Dapode Village,Near Mankoli Naka,Bhiwandi-421302	2
2012-2013	Saturday	29-09-2013	11.00A.M	Flat No. C-9/1;1, Plot No. 5, Sector No. 7, Sanpada, Navi Mumbai , 400705, Maharashtra	-

No Resolutions were put through postal ballot.

## 9. DEMAT / REMAT OF SHARES

All the Shares of Company's paid-up Equity Share Capital has been dematerialized up to March 31, 2016.

## 10. DISCLOSURES:

### A. Disclosure on materially significant related party transactions that may have potential conflict with the interests of the Company at large:

There were no transactions of material nature with its related parties that may have the potential conflict with the interest of the Company at large.

### B. CEO and CFO certification:

The Chairman & Managing Director and the Chief Financial Officer of the Company has certified to the Board with regard to the compliance made by them in terms of Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the certificate forms part of Annual Report.

### C. Accounting treatment

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Act.

### D. Details of non-compliance by the Company, penalties, and strictures imposed on the company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years:

There has been no instance of non-compliance by the Company on any matter related to capital markets during last three years, and hence, no penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any other statutory authority.

## 11. MEANS OF COMMUNICATION:

**Half Yearly Quarterly results:** The Company's half yearly quarterly results are displayed on its website ([www.womensnext.in](http://www.womensnext.in)).

**Website:** The Company's website ([www.womensnext.in](http://www.womensnext.in)) contains a separate dedicated section 'Investor Relations' where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

**Annual Report:** The Annual Report containing, inter alia, Audited Annual Accounts, Directors' Report, Auditors' Report and other important information displayed on Company's website ([www.womensnext.in](http://www.womensnext.in)).

**BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):** BSE's Listing Centre is a web-based application designed for corporate. All periodical compliance filings like shareholding pattern, financial result and investor grievance report are also filed electronically on the Listing Centre.

**SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

## VIII. ADDITIONAL INFORMATION TO SHAREHOLDERS

### a) Annual General Meeting :

- Date: 29<sup>th</sup> September, 2016
- Day: Thursday
- Time: 11.30 a.m.
- Address: Gala no. 101-105, Building no. 28,  
1st Floor, India Corporation, Dapode Village,  
Near Mankoli Naka, Bhiwandi-421329.
- Financial Year: 1st April, 2015 to 31st March, 2016

### b) Date of Book Closure

From 22<sup>nd</sup> September, 2016 to 29<sup>th</sup> September, 2016 (both days inclusive) for Annual General Meeting .

### c) Regd. Office

Gala no. 101-105, Building no. 28, 1st Floor, India Corporation, Dapode Village,  
Near Mankoli Naka, Bhiwandi-421329.

### d) Equity shares of the Company are listed on SME Platform of BSE Limited

e) Scrip Code: 538128 (BSE), Scrip ID: WOMENSNEXT, ISIN: INE174Q01011.

### f) Shareholding pattern as on 31-03-2016 is as given below :

Sr. No.	Category	Total No. of shares	Total Shareholding as a % of Total No. of Shares
1	Promoter	14,98,500	59.94
2	Body Corporate, Indian Public and others	10,01,500	40.06
<b>TOTAL</b>		<b>25,00,000</b>	<b>100.00</b>

Month	The Bombay Stock Exchange Ltd.	
	Month's High	Month's Low
April, 2015	70.00	60.00
May, 2015	64.00	55.25
June, 2015	65.00	56.15
July, 2015	68.00	55.70
August, 2015	59.00	48.00
September, 2015	48.00	46.00
October, 2015	47.20	40.10
November, 2015	52.00	42.80
December, 2015	53.50	47.00
January, 2016	80.00	48.80
February, 2016	76.80	61.70
March, 2016	66.00	57.10

**g) Distribution of Shareholding as on 31-03-2016 is as under :**

<b>Slab of Share Holding</b>	<b>No. of Shareholders</b>	<b>% of Shareholders</b>	<b>No. of Shares</b>	<b>Amount (Rs)</b>	<b>% of Capital</b>
1 to 500	7	3.72	1603	16030	0.06
501 to 1,000	4	2.13	4000	40000	0.16
1,001 to 2,000	117	62.23	2,34,000	23,40,000	9.36
3,001 to 4,000	27	14.36	1,08,000	10,80,000	4.32
5,001 to 10,000	16	8.52	1,35,900	13,59,000	5.44
10,001 and above	17	9.04	20,16,497	2,01,64,970	80.66
<b>Tota</b>	<b>188</b>	<b>100</b>	<b>25,00,000</b>	<b>2,50,00,000</b>	<b>100.00</b>

**h) Outstanding GDRs / ADRs / Warrants or Conversion instruments, Conversion date and like impact on equity- Not applicable**

i) **Plant Location :** Gala no. 101-105, Building no. 28,  
1st Floor, India Corporation, Dapode Village,  
Near Mankoli Naka, Bhiwandi-421329.

**j) Investors' correspondence :**

For transfer / dematerialization of shares, Change of Address, Change in Status of investors, payment of dividend on shares and other query relating to the shares of the Company:

Link intime india private limited  
C-13, Pannalal Silk Mills Compund, L.B.S Marg,  
Bhandup (West), Mumbai-400078  
Tel: +91 22 259678787  
Fax: + 91 22 25960329  
Email: [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in), Website: [www.linkintime.co.in](http://www.linkintime.co.in)

**k) Compliance Officer of the Company: CS Divyarajsinh M. Zala**

**For and on behalf of the Board**

-Sd/-

Place : Mumbai

Date : 9<sup>TH</sup> August,2016

**Bhavesh T. Bhanushali**

*Chairman & Managing Director*  
DIN : 03324077

## DECLARATION

Pursuant to the Schedule V (Part D) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, I hereby confirm that the Company has received affirmations on compliance with the Code of Conduct for the financial year ended March 31, 2016 from all the Board Members and Senior Management Personnel.

**For and on behalf of the Board**

-Sd/-

Place : Mumbai  
Date : 9<sup>TH</sup> August,2016

**Bhavesh T. Bhanushali**  
*Chairman & Managing Director*  
DIN : 03324077



## CEO/CFO CERTIFICATION

To,  
The Board of Directors,  
**WOMEN'S NEXT LOUNGIERIES LIMITED**  
Mumbai.

I hereby certify that:

- i. I have reviewed the financial statements and the cash flow statement of the Financial Year 2015-16 and that to the best of our knowledge and belief.
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
  - c) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violated of the Company's code of conduct.
- ii. I accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we hereby disclose to the Auditors and the Audit Committee that there have been no efficiencies in the design or operation of internal controls, prevailing in the company.
- iii. I hereby certify that :
  - a) There have been no significant changes in internal control during the year.
  - b) There have been no significant changes in accounting policies during the year and
  - c) No instances of fraud were observed in the Company by the management or an employee having a significant role in the company's internal control system

**For and on behalf of the Board**

-Sd/-

-Sd/-

Place : Mumbai  
Date : 9<sup>TH</sup> August,2016

**Bhavesh T. Bhanushali**  
**(Managing Director)**  
**DIN:03324077**

**Anil H. Sinha**  
**(CFO)**  
**PAN: BJRPS2091E**

## CORPORATE GOVERNANCE CERTIFICATE

To the Members of the **WOMEN'S NEXT LOUNGIERIES LIMITED**

We have examined the compliance of conditions of Corporate Governance by Women's Next Loungeries Limited ('the Company') for the year ended on 31st March, 2016, as stipulated in Clause 49 of Listing Agreement of the said Company with the Bombay Stock Exchange Limited for the period 1<sup>st</sup> April, 2015 to 30<sup>th</sup> November, 2015 and as per Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as referred in the Listing Regulations for the period 1<sup>st</sup> December, 2015 to 31<sup>st</sup> March, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with the Bombay Stock Exchange Limited and Clause 49 of the Listing Agreement.

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

FOR JAIPRAKASH R SINGH & ASSOCIATES

Sd/-

Place : Mumbai

Date : 9<sup>TH</sup> August,2016

**Jaiprakash R Singh**  
Company Secretaries  
*Proprietor*  
C.P. No. 4412  
Membership No. 7391

## INDEPENDENT AUDITOR'S REPORT

**To the Members of  
Women's Next Lingerie Limited**

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

1. We have audited the accompanying financial statements of Women's Next Lingerie 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 significant accounting policies and other explanatory information.

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

2. The company's Board of directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of 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; design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of 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 statements.

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

## Opinion

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

## Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure –A", a statement on the matters Specified in paragraphs 3 and 4 of the Order.
8. As required by section 143(3) of the Act, we further report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of 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 Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
  - e) On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act ;
  - 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 the other matters to be included in the Auditor's report in accordance with rule 11 of the companies (Audit and Auditors) Rule, 2014, In our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact in its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the investor education and protection fund by the company.

For and on behalf of  
For SANTOSH GUPTA & CO  
Chartered Accountants  
Firm Registration No 009713N

MANOJ KUMAR  
Partner  
M No: 108603  
Place: Mumbai  
Date: 27/05/2016

## **“Annexure A” to the Independent Auditor’s Report**

**Referred to in paragraph 1 under the heading “Report on other Legal & Regulatory Requirement” of our report of even date to the financial statements of the company for the year ended March 31, 2016:**

- i. (a). The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets ;
  - (b). As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification;
  - (C). According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deed of immovable properties are held in the name of company.
- ii. In respect of its inventory
  - (a). The Management has conducted the physical verification of inventory at reasonable intervals.
  - (b). The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- iii. The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of clause (iii) ( a) to (c) of the order are not applicable to the company and hence not commented upon.
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 & 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
- v. The Company has not accepted any deposits from the public.
- vi. As informed to us, the maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the book of accounts, and records, the company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income-tax, Sales-tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
  - (b) According to the information and explanations given to us, there are no dues of Income Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty, Value Added Tax outstanding on account of any dispute.

- viii. According to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or banks etc. further company has not issued any debentures during the year.
- ix. In our opinion, and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer (including debt instruments and term loans) Hence provision of clause (ix) of the Order is not applicable.
- x. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the company or on the company by its officers or employee has been noticed or reported during the year.
- xi. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approval mandated by the provision of section 197 read with schedule V to the companies act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company; hence the provision of clause (xii) of the order is not applicable.
- xiii. In our opinion, all transactions with the related parties are in compliance with the Sections 177 and 188 of the companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standard.\
- xiv. According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year; hence the provision of clause (xiv) of the order is not applicable.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him, hence the provision of clause (xv) of the order is not applicable
- xvi. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of the India Act, 1934, hence the provision of clause (xvi) of the order is not applicable

For and on behalf of  
For SANTOSH GUPTA & CO  
Chartered Accountants  
Firm Registration No 009713N

MANOJ KUMAR  
Partner  
M No: 108603  
Place: Mumbai  
Date: 27/05/2016

## **“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of Women’s Next Loungeries Limited**

### **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 Women’s Next Loungeries Limited (“the Company”) as at March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

#### **Auditors’ Responsibility**

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

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

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



## **Meaning of Internal Financial Controls over Financial Reporting**

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

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

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

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 and on behalf of  
For SANTOSH GUPTA & CO  
Chartered Accountants  
Firm Registration No 009713N

MANOJ KUMAR  
Partner  
M No: 108603  
Place: Mumbai  
Date: 27/05/2016

**Women's Next Loungeries Limited**  
Balance Sheet as at 31 March, 2016

(Amount in Rupees)

Particulars		Note No.	As at 31 March, 2016	As at 31 March, 2015
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders' funds</b>			
	(a) Share Capital	2	25,000,000	25,000,000
	(b) Reserve & Surplus	3	74,357,014	69,040,791
	<b>TOTAL (I)</b>		<b>99,357,014</b>	<b>94,040,791</b>
<b>2</b>	<b>Share Application Money Pending Allotment</b>		-	-
<b>3</b>	<b>Non-current liabilities</b>			
	(a) Long-term borrowings	4	-	7,089,174
	(b) Deferred Tax Liabilities (Assets)	21	(855,385)	-320,469
	<b>TOTAL (II)</b>		<b>-855,385</b>	<b>6,768,704</b>
<b>4</b>	<b>Current liabilities</b>			
	(a) Short-term borrowings	5	126,425,033	90,849,671
	(b) Trade payables	6	122,523,358	144,859,818
	(c) Other current liabilities	7	1,680,001	3,826,162
	(d) Short-term provisions	8	3,929,794	4,929,676
	<b>TOTAL (III)</b>		<b>254,558,186</b>	<b>244,465,326</b>
	<b>TOTAL (I+II+III)</b>		<b>353,059,814</b>	<b>345,274,821</b>
<b>B</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
	(a) Fixed assets			
	(i) Tangible assets	9	15,684,055	17,306,799
	<b>TOTAL (I)</b>		<b>15,684,055</b>	<b>17,306,799</b>
	(b) Other non-current assets	10	3,233,135	4,299,046
	<b>TOTAL (II)</b>		<b>3,233,135</b>	<b>4,299,046</b>
<b>2</b>	<b>Current assets</b>			
	(a) Inventories		173,757,070	154,691,247
	(b) Trade receivables	11	155,169,109	162,833,441
	(c) Cash and cash equivalents	12	850,160	103,974
	(f) Short-term loans and advances	13	4,366,285	6,040,314
	<b>TOTAL (III)</b>		<b>334,142,624</b>	<b>323,668,976</b>
	<b>TOTAL (I+II+III)</b>	-	<b>353,059,814</b>	<b>345,274,821</b>
	<b>See accompanying notes forming part of the financial statements</b>	1		

In terms of our report attached of even date.

**For M/s Santosh Gupta & Co**

Chartered Accountants

(Firm Regn. No: 009713 N)

**For and on behalf of the Board of Directors****Manoj Kumar**

Partner

(Membership No. 108603)

**(Bhavesh Bhanushali)**

Managing Director

DIN:03324077

**(Anand Bhanushali)**

Director

DIN: 06733252

Place : Bhiwandi

Date : 27/05/2016

**(Anil Sinha)**

C.F.O.

PAN: BJRPS2091E

**(Divyarajsinh Zala )**

Company Secretary

PAN: ABEPZ1921C

<b>Women's Next Loungeries Limited</b>			
<b>Statement of Profit and Loss for the year ended 31 March, 2016</b>			
<b>(Amount in Rupees)</b>			
Particulars	Note No.	For the year ended 31 March, 2016	For the year ended 31 March, 2015
<b>A CONTINUING OPERATIONS</b>			
1 Revenue from operations (gross)	14	328,111,044	510,797,834
Less: Excise duty		-	-
Revenue from operations (net)		<b>328,111,044</b>	<b>510,797,834</b>
2 Other income	15	30,652	90,032
<b>3 Total revenue (1+2)</b>		<b>328,141,696</b>	<b>510,887,866</b>
<b>4 Expenses</b>			
Cost of Raw Material Consumed	16	291,592,854	497,189,865
Changes in inventories of finished goods, work-in-progress and stock-in-trade	17	(8,700,055)	(34,115,211)
Employee benefits expense	18	3,140,562	4,947,483
Finance costs	19	16,151,105	9,531,395
Depreciation and amortisation expense	9	2,817,100	2,002,994
Preliminary expenses W/off		1,065,911	912,911
Other expenses	20	13,363,119	17,964,107
<b>Total expenses</b>		<b>319,430,595</b>	<b>498,433,545</b>
<b>5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)</b>		8,711,101	12,454,321
6 Extraordinary items / Exceptional Item		-	-
<b>7 Profit / (Loss) before tax (5+ 6)</b>		<b>8,711,101</b>	<b>12,454,321</b>
<b>8 Income Tax Expense:</b>			
Provision for Current Tax	,	3,929,794	4,929,676
Current tax pertaining to earlier years		-	331,485
Deferred tax	21	(534,916)	(379,449)
		<b>3,394,878</b>	<b>4,881,712</b>
<b>9 Profit After Tax (7-8)</b>		5,316,223	7,572,609
<b>10 Earning Per Share (Face Value of Rs.10 each)</b>			
Basic (In Rupees)		2.13	3.03
Diluted (In Rupees)		2.13	3.03
<b>See accompanying notes forming part of the financial statements</b>	1		

In terms of our report attached on even date.

**For M/s SANTOSH GUPTA & Co**

Chartered Accountants  
(Firm Regn. No: 009713N)

**MANOJ KUMAR**

Partner  
(Membership No.108603)

Place : Bhiwandi  
Date : 27/05/2016

**For and on behalf of the Board of Directors**

**(Bhavesh Bhanushali)**

Managing Director  
DIN:03324077

**(Anil Sinha)**

C.F.O  
PAN: BJRPS2091E

**(Anand Bhanushali)**

Director  
DIN: 06733252

**(Divyarajsinh Zala )**

Company Secretary  
PAN: ABEPZ1921C

<b>Women's Next Loungeries Limited</b>		
<b>Cash Flow Statement for the year ended 31 March, 2016</b>		
<b>Particulars</b>	<b>As at 31 March 2016</b>	<b>As at 31 March 2015</b>
<b>Cash flow from operating activities:</b>		
<b>Net Profit before tax as per Profit And Loss A/c</b>	<b>8,711,101</b>	<b>12,454,321</b>
<b>Adjusted for:</b>		
Depreciation & Amortisation	3,883,011	2,915,905
Interest & Finance Cost	16,151,105	9,531,395
<b>Operating Profit Before Working Capital Changes</b>	<b>28,745,217</b>	<b>24,901,621</b>
Adjusted for (Increase)/ Decrease:		
Inventories	(19,065,823)	(58,645,339)
Trade Receivables	7,664,332	(98,705,565)
Short Term Loans & Advances	1,674,029	(2,004,708)
Other non-current assets	-	(4,368,557)
Liabilities & Provisions	(24,482,621)	106,180,616
<b>Cash Generated From Operations</b>	<b>(5,464,867)</b>	<b>(32,641,933)</b>
Direct Tax Paid	(4,929,676)	(3,895,245)
<b>Net Cash Flow from/(used in) Operating Activities:</b>	<b>(10,394,543)</b>	<b>(36,537,178)</b>
<b>Cash Flow From Investing Activities:</b>		
Purchase of Fixed Assets	(1,194,355)	(7,947,196)
<b>Net Cash flow from /(Used in) Investing Activities</b>	<b>(1,194,355)</b>	<b>(7,947,196)</b>
<b>Cash Flow from Financing Activities:</b>		
Proceeds from Long Term Borrowing (Net)	(7,089,174)	6,281,556
Interim Dividend Paid(Including CDT)	-	(584,975)
Increase in Share Capital	-	10,000,000
Securities Premium on Share Capital	-	55,000,000
Proceeds from Short-term borrowings	35,575,362	(17,008,220)
Interest & Financial Charges	(16,151,105)	(9,531,395)
<b>Net Cash Flow from/(used in) Financing Activities</b>	<b>12,335,084</b>	<b>44,156,965</b>
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	746,186	(327,408)
Cash & Cash Equivalents As At Beginning of the Year	103,974	431,382
Cash & Cash Equivalents As At End of the Year	850,160	103,974
In terms of our report attached.		
<b>For M/s SANTOSH GUPTA &amp; Co</b>	<b>For and on behalf of the Board of Directors</b>	
Chartered Accountants (Firm Regn. No: 009713N)		
<b>MANOJ KUMAR</b> Partner (Membership No.108603)	<b>(Bhavesh Bhanushali)</b> Managing Director DIN:03324077	<b>(Anand Bhanushali)</b> Director DIN: 06733252
Place : Bhiwandi Date : 27/05/2016	<b>(Anil Sinha)</b> C.F.O PAN: BJRPS2091E	<b>(Divyarajsinh Zala )</b> Company Secretary PAN: ABEPZ1921C

**Note: 1**

**Notes to Accounts and Significant Accounting Policies:**

**Accounting Policies:**

**A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013, The financial statements are prepared on accrual basis under the historical cost convention.

**B. USE OF ESTIMATES**

The preparation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized

**C. FIXED ASSETS**

**Tangible Assets**

Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation, less accumulated depreciation and impairment loss, if any. The cost of Tangible Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets if any

**D. DEPRECIATION, AMORTISATION AND DEPLETION**

**Tangible Assets**

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method, Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

**E. IMPAIRMENT**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Statement in the year in which an asset is identified as impaired if any.

**F. FOREIGN CURRENCY TRANSACTIONS**

- a. Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction, if any

- b. Monetary items denominated in foreign currencies at the year end are restated at year end rates if any. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract if any
- c. Non-monetary foreign currency items are carried at cost if any
- d. In respect of integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction. Monetary assets and liabilities are restated at the year end rates if any
- e. Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss Statement, if any

#### **G. INVESTMENTS**

Current investments are carried at lower of cost and quoted/fair value, computed category-wise if any and Non Current investments are stated at cost. Provision for diminution in the value of Non Current investments is made only if such a decline is other than temporary.

#### **H. INVENTORIES**

Items of inventories are measured at lower of cost and net realizable value

#### **I. REVENUE RECOGNITION**

Revenue is recognized only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sale of goods, services, service tax, excise duty and sales during trial run period, adjusted for discounts (net), and gain/loss on corresponding hedge contract etc if any

Dividend income is recognized when the right to receive payment is established.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

#### **J. BORROWING COSTS**

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Profit and Loss Statement in the period in which they are incurred.

## K. INCOME TAXES

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognized only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognized if there is virtual certainty that sufficient future taxable income will be available to realize the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

## L. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provision is recognized in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote, Contingent assets are neither recognized nor disclosed in the financial statements.

### Notes to Accounts:

A.	Payment to Auditor as: Statutory Audit Fees & Tax Audit (Inclusive of Service Tax)	2015-2016 2, 00, 375.00	2014-2015 168,540.00
B.	CIF Value of Imports Provided during the year is for Rs.NIL (Previous Year NIL)		
C.	Expenditure in foreign currency incurred during the year is Rs.NIL (Previous Year NIL)		
D.	Earning per share (EPS)	2015-2016	2014-2015
	Net Profit After Tax Attributable to Equity Shareholders	53,16,223	75,72,609
	Weighted Average No of Equity Shares	25, 00,000	25, 00,000
	Basic and Diluted EPS	2.13	3.03
	Face Value Per Equity Share	10.00	10.00

**E.** Related Party Disclosures:

Name of the Party	Nature of Transaction	2015-2016	2014-2015
Bhavesb Bhanushali	Director Remuneration	6, 00, 000	6, 00,000
Premila B Bhanushali	Director Remuneration	3,60,000	3,60,000
Anand Bhanushali	Director Remuneration	2, 52, 000	1, 92,000

**F.** As per Accounting Standard (AS) 17 on “Segmental Reporting” Segment Information is not applicable to the company since company is not dealing in various segments

**G.** Amount Payable to Micro, Small and Medium Enterprises and outstanding more than 30 days is Rs.NIL (P.Y. Rs.NIL)



**Women's Next Loungeries Limited**

Notes forming part of the financial statements for the Financial Year 2015-16

**Note 2: Share capital**

Particulars	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares	Amount in Rupees	Number of shares	Amount in Rupees
(a) Authorised Equity shares of Rs10 each with voting rights	4,000,000	40,000,000	4,000,000	40,000,000
(b) Issued Equity shares of Rs.10 each with voting rights	2,500,000	25,000,000	2,500,000	25,000,000
	2,500,000	25,000,000	2,500,000	25,000,000
(c) Subscribed and fully paid up Equity shares of Rs.10 each with voting rights	2,500,000	25,000,000	2,500,000	25,000,000
	2,500,000	25,000,000	2,500,000	25,000,000
<b>Total</b>	<b>2,500,000</b>	<b>25,000,000</b>	<b>2,500,000</b>	<b>25,000,000</b>

**Notes:**

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	As at 31 March, 2016 (Nos)	As at 31 March, 2015 (Nos)
<b>Opening</b>	<b>2,500,000</b>	<b>1,500,000</b>
Add: Issued During the year	-	1,000,000
<b>Closing</b>	<b>2,500,000</b>	<b>2,500,000</b>

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of Shares/ Name of Shareholder	As at 31st March 2016		As at 31st March 2015	
	Number of shares held	% of holding in that class of shares	Number of shares held	% of holding in that class of shares
<b>Equity shares with voting right</b>				
Bhavesh Bhanushali	1,483,497	59.34%	1,483,497	59.34%
Choice Equity Broking Pvt. Ltd	-	-	130,000	5.20%
Dharmendra Parmar	-	-	152,000	6.08%
Nikhil Vora	172,000	6.88%	-	-
			-	-

**Note 3: Reserves and Surplus**

Particulars	As at 31 March, 2016	As at 31 March, 2015
	Amount in Rupees	Amount in Rupees
<b>(a) Securities premium account</b>		
Opening balance	69,040,791	-
Add : Premium on shares issued during the year	-	55,000,000
Closing balance	<b>69,040,791</b>	<b>55,000,000</b>
<b>(a) Surplus / (Deficit) in Statement of Profit and Loss</b>		
Opening balance	-	7,053,157
Less: Bonus Issue	-	-
Add: Profit / (Loss) for the year	5,316,223	7,572,609
Less: Interim Dividend Paid during the year	-	(584,975)
Closing balance	<b>5,316,223</b>	<b>14,040,791</b>
<b>Total (a+b)</b>	<b>74,357,014</b>	<b>69,040,791</b>

**NOTE : 4 Long Term Borrowing**

PARTICULARS	As at 31 March, 2016	As at 31 March, 2015
<b>SECURED</b>		
From Banks (Term Loan)	-	7,089,174
	(A)	<b>7,089,174</b>
<b>UNSECURED</b>		
Inter-Corporate Deposits	-	-
	(B)	-
	(A) + (B)	<b>7,089,174</b>

**Women's Next Loungeries Limited**

Notes forming part of the financial statements for the Financial Year 2015-16

**NOTE 5: Short Term Borrowings**

PARTICULARS	As at 31 March, 2016	As at 31 March, 2015
<b>SECURED</b>		
Bank Of Baroda - CC Account	126,425,033	-
Corporation Bank - Cash Credit Account	-	90,849,671
<b>Total</b>	<b>126,425,033</b>	<b>90,849,671</b>

Notes: Cash Credit Limits are availed with Bank of Baroda , Reclamation Branch, Mumbai

**Primary Security:**

1st Hypothecation charges on the entire current assets, present in future, including entire stocks, book debts, loan and Advances etc. lying in the premises of the company or with job worker anywhere in the countries.

**Co-lateral Security:**

1 ) 1st EM on flat no. C-9/1:1, Gayatri co-operative Society Ltd, Building no. C-9, Sector-7, Sanpada Navi Mumbai- 400705.

2) 1st EM on Factory at Godown no. 101-105( Amalgamated) in Indian Complex, Building no. 28, GH no. 578/101 to 105, 1st Floor Dapode Village, Bhiwandi- 421329, Dist. Thane, Maharashtra , India

Personal Gurantee of Mr. Bhavesh Tulsidas Bhanushali, Ms Premila Bhanushali, Mr. Anand Khimji Bhanushali.

**Note 6: Trade Payables**

Particulars	As at 31 March, 2016	As at 31 March, 2015
<b>Trade Payables</b>		
Sundry Creditors For Goods	122,523,358	144,859,818
<b>Total</b>	<b>122,523,358</b>	<b>144,859,818</b>

**Note 7: Other current liabilities**

Particulars	As at 31 March, 2016	As at 31 March, 2015
<b>Other payables</b>		
Statutory remittances	199,877	321,421
Other payables	530,049	1,258,174
Deposits	375,075	2,065,830
Factory rent payable	575,000	-
<b>Advance from customer</b>	-	180,737
<b>Total</b>	<b>1,680,001</b>	<b>3,826,162</b>

**Note 8: Short Term Provision**

Particulars	As at 31 March, 2016	As at 31 March, 2015
Provision for Income Tax	3,929,794	4,929,676
<b>Total</b>	<b>3,929,794</b>	<b>4,929,676</b>

**Note 10: Other-Non Current Assets**

Particulars	As at 31 March, 2016	As at 31 March, 2015
Opening Balance	4,299,046	843,400
Add : Incurred During the year	-	4,368,557
Less : Written off During the year	(1,065,911)	(912,911)
<b>Total (a+b)</b>	<b>3,233,135</b>	<b>4,299,046</b>

**Note 11 Trade receivables**

Particulars	As at 31 March, 2016	As at 31 March, 2015
<b>Exceeding Six Month:</b>		
Secured, Considered good	-	-
Unsecured, Considered good	-	-
Doubtful	-	-
<b>Sub Total (a)</b>	<b>-</b>	<b>-</b>
<b>Other:</b>		
Secured, Considered good	-	-
Unsecured, Considered good	155,169,109	162,833,441
Doubtful	-	-
<b>Sub Total (b)</b>	<b>155,169,109</b>	<b>162,833,441</b>
<b>Total (a+b)</b>	<b>155,169,109</b>	<b>162,833,441</b>

**Note 12 Cash and Cash equivalents**

Particulars	As at 31 March, 2016	As at 31 March, 2015
Cash on hand and Bank Balances	850,160	103,974
<b>Total</b>	<b>850,160</b>	<b>103,974</b>

**Women's Next Loungeries Limited**

Notes forming part of the financial statements for the Financial Year 2015-16

**Note 13 Short-term loans and advances**

Particulars	As at 31 March, 2016	As at 31 March, 2015
<b>(a) Loans &amp; Advances to Related Parties</b>		
Secured, considered good	-	-
Unsecured, considered good	-	-
<b>Total (a)</b>	-	-
<b>(b) Balances With Government Authorities</b>		
Unsecured, Considered Good	105,980	153,241
<b>Total (b)</b>	105,980	153,241
<b>(c) Other Advances</b>		
Deposits (Others)	32,000	682,000
Others advances	4,228,304	5,205,073
<b>Total (c)</b>	4,260,305	5,887,073
<b>Total(a+b+c)</b>	<b>4,366,285</b>	<b>6,040,314</b>

**Note 14 Revenue from operations**

Particulars	As at 31 March, 2016	As at 31 March, 2015
<b>Sale of goods</b>		
Sales less Returns	328,111,044	510,797,834
<b>Total</b>	<b>328,111,044</b>	<b>510,797,834</b>

**Note 15 Other Income**

Particulars	As at 31 March, 2016	As at 31 March, 2015
Discount Received (Net)	30,652	3,751
Miscellaneous Income	-	86,281
<b>Total</b>	<b>30,652</b>	<b>90,032</b>

**Note 16 Cost of Raw Material Consumed**

Particulars	As at 31 March, 2016	As at 31 March, 2015
<b>Opening stock of raw materials</b>	<b>34,826,872</b>	<b>10,296,744</b>
Purchases during the year	301,958,622	521,719,993
Less: Closing stock of raw materials	(45,192,640)	(34,826,872)
<b>Total</b>	<b>291,592,854</b>	<b>497,189,865</b>

**Note 17 Change in Inventories of Finished goods, work in progress and stock in trade**

Particulars	As at 31 March, 2016	As at 31 March, 2015
<b>Inventories at the end of year:</b>		
Stock in trade	128,564,430	119,864,375
<b>Total</b>	<b>128,564,430</b>	<b>119,864,375</b>
<b>Inventories at the beginning of the year</b>		
Stock in trade	119,864,375	85,749,164
<b>Total</b>	<b>119,864,375</b>	<b>85,749,164</b>
<b>Net (increase) / decrease</b>	<b>(8,700,055)</b>	<b>(34,115,211)</b>

**Note 18 Employees Benefits Expenses**

Particulars	As at 31 March, 2016	As at 31 March, 2015
<b>(a) Salary &amp; Wages</b>		
Salary and Wages to Office Staff	1,570,983	3,646,983
Director Remuneration	1,212,000	1,152,000
<b>Total (a)</b>	<b>2,782,983</b>	<b>4,798,983</b>
<b>(b) Staff Welfare Expense</b>		
Other Staff Welfare Expenses	357,579	148,500
<b>Total (b)</b>	<b>357,579</b>	<b>148,500</b>
<b>Total (a+b)</b>	<b>3,140,562</b>	<b>4,947,483</b>

<b>Women's Next Loungeries Limited</b>		
<b>Notes forming part of the financial statements for the Financial Year 2015-16</b>		
<b>Note 19 Finance Costs</b>		
Particulars	As at 31 March, 2016	As at 31 March, 2015
<b>Interest Expense on Borrowings</b>		
Bank Interest	14,789,026	8,368,915
Bank Charges	1,350,696	1,119,440
Interest to Others	11,383	43,040
<b>Total</b>	<b>16,151,105</b>	<b>9,531,395</b>
<b>Note 20 Other expenses</b>		
Particulars	As at 31 March, 2016	As at 31 March, 2015
<b>Manufacturing Expenses:</b>		
Direct Manufacturing Expenses	7,202,592	8,907,149
	7,202,592	8,907,149
<b>Other Expenses:</b>		
<b>Auditors Remuneration</b>		
Statutory Audit Fees	171,750	168,540
Tax Audit Fees	28,625	28,090
Advertisement, Sales Promotion and Incentive	1,731,836	2,593,412
Bad Debts	129,997	60,061
Commission Expenses	5,273	379,995
Donations	50,000	50,000
Equipment hire charges	-	125,000
Insurance Charges	196,035	213,537
Interest & Late Filing Fees	43,932	16,506
Legal and professional	527,667	552,153
Miscellaneous Expenses	81,454	4,072
Motor Car Expenses	72,689	142,804
Printing and Stationary	354,864	733,320
Rates and taxes	297,755	50,682
Refreshment Expenses	191,914	284,548
Rent paid	56,400	484,200
Repairs and Maintenance	657,006	674,278
Royalty for trademark	-	500,000
Security Charges	204,000	159,873
Telephone Expenses	38,644	161,202
Transport Charges	1,072,334	1,236,624
Travelling & Conveyance	248,352	438,062
	6,160,527	9,056,958
<b>Total</b>	<b>13,363,119</b>	<b>17,964,107</b>
<b>Note 21 Deferred Tax</b>		
Particulars	As at 31 March, 2016	As at 31 March, 2015
WDV as per Income Tax	18,271,193	18,294,530
WDV as per Companies act	15,684,055	17,306,799
Other Items	-	-
Difference (DTA)	(2,587,138)	(987,730)
<b>Closing Deferred Tax (Asset) / Liabilities</b>	<b>855,385</b>	<b>(320,469)</b>
<b>Opening Balance DTL</b>	<b>(320,469)</b>	<b>(58,980)</b>
<b>Deferred tax (income)/ expense in P&amp;L</b>	<b>534,916</b>	<b>(379,449)</b>

## Women's Next Loungeries Limited

Notes forming part of the financial statements for the Financial Year 2015-16

### Note 9: Fixed Asset

Particulars	Gross Block				Depreciation				Net Block	
	As at April 1, 2015	Additions	Deductions/ Adjustments	As at March 31, 2016	As at April 1, 2015	For the year	Deductions / Adjustments	As at March 31, 2016	As at March 31, 2016	As at March 31, 2015
<b>(A) Tangible Assets</b>										
Air Conditioners	104,554	25,333	-	129,887	41,054	39,639		80,693	49,194	63,500
Furnitures & Fixtures	2,705,714	114,600	-	2,820,314	423,689	615,306	-	1,038,995	1,781,319	2,282,025
Plant & Machinery	4,976,024	751,796	-	5,727,820	1,280,342	726,949	-	2,007,291	3,720,529	3,695,681
Storage Crates	390,021	-	-	390,021	184,849	39,174	-	224,023	165,998	205,173
Computer & Printer	206,921	134,708	-	341,629	171,057	73,869	-	244,926	96,703	35,864
Electric Installation	1,718,218	45,802	-	1,764,020	278,328	384,534	-	662,862	1,101,158	1,439,890
Gala	10,475,607	122,116	-	10,597,723	890,940	937,629	-	1,828,569	8,769,154	9,584,667
<b>Total Tangible Assets</b>	<b>20,577,059</b>	<b>1,194,355</b>	<b>-</b>	<b>21,771,414</b>	<b>3,270,259</b>	<b>2,817,100</b>	<b>-</b>	<b>6,087,359</b>	<b>15,684,055</b>	<b>17,306,799</b>
<b>Total Intangible Assets</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (A+B)</b>	<b>20,577,059</b>	<b>1,194,355</b>	<b>-</b>	<b>21,771,414</b>	<b>3,270,259</b>	<b>2,817,100</b>	<b>-</b>	<b>6,087,359</b>	<b>15,684,055</b>	<b>17,306,799</b>
<b>Previous Year</b>	<b>12,629,863</b>	<b>7,947,196</b>	<b>-</b>	<b>20,577,059</b>	<b>1,267,265</b>	<b>2,002,994</b>	<b>-</b>	<b>3,270,259</b>	<b>17,306,799</b>	<b>11,362,598</b>

### Proxy Form

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



**WOMEN'S NEXT LOUNGIERIES LIMITED**

**CIN : L18204MH2010PLC211237**

Regd off: Gala no.. 101-105, Indian Complex, Building No. 28, 1<sup>st</sup> Floor Dapode Village, Bhiwandi-421329.

Phone: 02522-655630 E-mail : [info@womensnext.in](mailto:info@womensnext.in) Website : [www.womensnext.in](http://www.womensnext.in)

### 6th Annual General Meeting

**Thursday, 29th day of September, 2016**

Name of the member(s):

Registered address:

E-mail Id:

Folio No./ Client Id: DP ID:

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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.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th Annual General Meeting of the Company, to be held on Thursday, 29<sup>th</sup> September, 2016 at Gala no.. 101-105, Indian Complex, Building No. 28, 1<sup>st</sup> Floor Dapode Village, Bhiwandi-421329 at 11:30 a.m. IST.

\*\* I wish my above Proxy to vote in the manner as indicated in the box below :

Resolution No:	Resolution	For	Against
<b><u>Ordinary Business</u></b>			
1	Adoption of Financial Statements for the year ended 31 March, 2016.		
2	Re-appointment of Mr. Bhavesh Bhanushali, (DIN 03324077), who retires by rotation and being eligible, seeks reappointment		
3	Ratification of appointment of Auditors and to fix their remuneration		

<b><u>Special Business</u></b>			
4	Regularization of Additional Director, Mrs. Premila Bhanushali.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Signature of Shareholder

Signature of Proxy Holder(s)

Affix Re. 1/- Revenue Stamp
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- **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.**

Registered Office: 101-105, Indian Complex, Building No. 28,  
1<sup>st</sup> Floor Dapode Village, Bhiwandi-421329.

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall  
6th Annual General Meeting, 29th September, 2016)

I hereby record my presence at the SIXTH ANNUAL GENERAL MEETING of the Company at Gala no. 101-105, Indian Complex, Building No. 28,, 1<sup>st</sup> Floor Dapode Village, Bhiwandi-421329 at 11.30 a.m.

Full Name of the Member \_\_\_\_\_

(IN BLOCK LETTERS)

Regd. Folio No. : \_\_\_\_\_ No. of Shares held : \_\_\_\_\_

DP ID\* : \_\_\_\_\_ Client ID\* : \_\_\_\_\_

Full Name of the Proxy : \_\_\_\_\_

(IN BLOCK LETTERS)

Member's/Proxy's Signature : \_\_\_\_\_

\* Applicable to investors holding shares in electronic form.

Note : As a measure of economy, Members are requested to bring a copy of the Annual Report at the meeting hall.

- Route Map:





**BOOK-POST**

**To,**

*If undelivered, Please return to :*

**Women's Next Loungeries Limited**

Registered Office : 101-105, Indian Complex, Building No. 28, 1<sup>st</sup> Floor Dapode Village, Bhiwandi-421329.