

AMBER FABRICS LIMITED

**37th
ANNUAL REPORT
2015-2016**

AMBER FABRICS LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

- | | |
|----------------------------|--------------------------------------------------|
| 1. Mr. Ajay Kumar Sinha | - Whole Time Director cum CFO
(DIN: 06956495) |
| 2. Mr. Kartika Behera | - Independent Director (DIN: 06982406) |
| 3. Ms. Thara Puttalingaiah | - Independent Director (DIN: 07028073) |

REGISTERED OFFICE

R/O, # 45, M-701- H M Tambourine Jarganhall,
6th Phase, J P Nagar, Opp Metro Pillar no 82,
Bengaluru Karnataka 560078

CORPORATE IDENTITY NUMBER

L65993KA1978PLC087279

AUDITORS

Raju. S. Narayanan & Associates
Chartered Accountants,
Delhi

BANKERS

Axis Bank

Begumpet Branch
Hyderabad

AUDIT COMMITTEE:

- | | |
|-------------------------|------------|
| Ms. Thara Puttalingaiah | - Chairman |
| Mr. Ajay Kumar Sinha | - Member |
| Mr. Kartika Behera | - Member |

NOMINATION & REMUNERATION COMMITTEE:

- | | |
|-------------------------|------------|
| Mr. Kartika Behera | - Chairman |
| Mr. Ajay Kumar Sinha | - Member |
| Ms. Thara Puttalingaiah | - Member |

STAKEHOLDER RELATIONSHIP COMMITTEE:

- | | |
|-------------------------|------------|
| Mr. Kartika Behera | - Chairman |
| Mr. Ajay Kumar Sinha | - Member |
| Ms. Thara Puttalingaiah | - Member |

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INDEPENDENT DIRECTORS COMMITTEE:

Mr. Kartika Behera - Chairman
Ms. Thara Puttalingaiah - Member

RISK MANAGEMENT COMMITTEE:

Mr. Ajay Kumar Sinha - Chairman
Ms. Thara Puttalingaiah - Member
Mr. Kartika Behera - Member

REGISTRAR & SHARE TRANSFER AGENTS

M/s. Bigshare Services Pvt Ltd
306, 3rd Floor, Right Wing, Amrutha Ville
Opp. Yashoda Hospital, Raj Bhavan Road,
Somajiguda, Hyderabad - 500 082

LISTED AT :

BSE Limited
Ahmedabad Stock Exchange Limited

ISIN : **INE777E01017**

WEBSITE : **www.btil.co.in**

INVESTOR E-MAIL ID : **csboston123@gmail.com**

AMBER FABRICS LIMITED

NOTICE

Notice is hereby given that the Thirty Seventh Annual General Meeting of the Shareholders of M/s. Amber Fabrics Limited will be held on Thursday, 29th day of September, 2016 at 10:30 a.m. at the Registered Office of the Company at R/O, # 45, M-701- H M Tambourine Jargan hall, 6th Phase, J P Nagar, Opp Metro Pillar no 82, Bengaluru 56007 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. Ajay Kumar Sinha (DIN 06956495) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the re-appointment of Statutory Auditors:

“RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Raju. S. Narayanan & Associates, Chartered Accountants bearing ICAI Registration No. 022592N, as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2018-19 on such remuneration as may be determined by the Board of Directors.”

**For and on Behalf of the Board
Amber Fabrics Limited**

**Place: Bangalore
Date: 10.08.2016**

**Sd/-
Ajay Kumar Sinha
Whole- Time Director
(DIN: 06956495)**

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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the registered Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2016 to 29.09.2016 (Both days Inclusive).
3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
5. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have

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demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s.Bigshare Services Private Limited)

8. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
9. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. Bigshare Services Private Ltd., Share Transfer Agents of the Company for their doing the needful.
10. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
11. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
12. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
13. Electronic copy of the Annual Report for 2015-2016 is being sent to all the members whose Email-IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-2016 is being sent in the permitted mode.
14. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2015-2016 will also be available on the Company's website www.btil.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form,

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upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: csboston123@gmail.com

15. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 23.09.2016, are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 09.00 a.m. on 26.09.2016 and will end at 05.00 p.m. on 28.09.2016.

The Company has appointed Mr. S. Sarveswar Reddy, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

The instructions for shareholders voting electronically are as under:

- (I) The voting period begins on 26.09.2016 at 09: 00 a.m. and ends on 28.09.2016 at 05: 00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - (i) For CDSL: 16 digits beneficiary ID,
 - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

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(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

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

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

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- (xi) Click on the EVSN for the relevant “Amber Fabrics Limited.”
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
16. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
17. Relevant documents referred to in the accompanying Annual Report is open for inspection at the Registered Office of the Company, during the office hours, on all working days between 10.00 A.M. to 5.00 P.M. up to the date of Annual General Meeting.
18. The Ministry of Corporate Affairs (vide circular nos. 17/2011 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a ‘Green Initiative in Corporate Governance’ and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company’s Registrar and Share Transfer Agents.

**For and on Behalf of the Board
Amber Fabrics Limited**

**Sd/-
Ajay Kumar Sinha
Whole- Time Director
(DIN: 06956495)**

**Place: Bangalore
Date: 10.08.2016**

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BOARD'S REPORT

To the Members,
Amber Fabrics Limited

The Directors have pleasure in presenting before you the Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2016.

1. FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

The performance during the period ended 31st March, 2016 has been as under:

Rs. In Lakhs

Particulars	2015-2016	2014-2015
Total Income	314.49	186.14
Total Expenditure	320.29	185.59
Profit Before Tax	(5.80)	0.55
Provision for Tax	-	(1.41)
Profit after Tax	(5.80)	1.96

2. DISCLOSURES UNDER SECTION 134(3) (I) OF THE COMPANIES ACT, 2013:

There were no material changes and commitments affecting financial position of the company between 31st March and the date of Board's Report. (i.e. 10/08/2016)

The Company has changed its registered office from Plot.no.16, 1st floor, Srila Realty Layout, Madinaguda, Miyapur, Serilingampally Mandal, Hyderabad 500049 to R/O, #45, M-701- H M Tambourine Jargan hall, 6th Phase, J P Nagar, Opp Metro Pillar no 82, Bengaluru 56007 w.e.f. 28.04.2016.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the period under review there was no change in the nature of Business.

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4. PUBLIC DEPOSITS:

The Company has not accepted any deposits falling within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2014, during the financial year under review.

5. TRANSFER TO RESERVES:

Directors have decided not to transfer any amount to reserves for the year.

6. DIVIDEND:

Keeping the Company's expansion and growth plans in mind, your Directors have decided not to recommend dividend for the year.

7. REVISION OF FINANCIAL STATEMENTS:

There was no revision of the financial statements for the year under review

8. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been noticed for inefficiency or inadequacy of such controls. The Company maintains appropriate system of internal control, including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances, and are meant to ensure that all transactions are authorized, recorded and reported correctly.

9. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

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10. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

The details of transactions/contracts/arrangements entered into by the Company with related party(ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review, are furnished in detail somewhere else in the report (if applicable) and forms part of this Report.

11. BOARD MEETINGS DURING THE YEAR:

The Board of Directors duly met 4 (four) times on 30.05.2015, 14.08.2015, 14.11.2015 and 13.02.2016 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

12. CORPORATE GOVERNANCE:

Corporate Governance and management discussion analysis is not applicable to the company since the paid up capital and networth of the company is less than Rs.10.00 crores and Rs.25.00 crores respectively.

13. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report – **Annexure I**

14. RETIREMENTS AND RESIGNATIONS:

During the year Mr. Gopal Krishna Dandu has resigned from the Board w.e.f. 30.05.2016.

The Board places its sincere appreciation for the services rendered by Mr. Gopal Krishna Dandu during his tenure as a director of the Company.

15. APPOINTMENT / RE- APPOINTMENT OF DIRECTORS/CEO/CFO AND KEY MANAGERIAL PERSONNEL:

During the year, there is no change in the Board of the Company.

Mr. Ajay Kumar Sinha retires by rotation and being eligible offers himself for re-appointment.

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Particulars	Name of the Director
Name	Ajay Kumar Sinha
DIN	06956495
Date of Birth	26.01.1968
Date of Appointment	30.09.2014
Qualifications	B.Com
No. of Shares held in the Company	100000
Directorships held in other companies (excluding private limited and foreign companies)	–
Positions held in mandatory committees of other companies	–
Relationship with other directors of the Company	–

16. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received declarations from Mr. Kartika Behera and Ms. Thara Puttalingaiah Independent directors of the company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.-Annexure-II

17. DIRECTOR'S RESPONSIBILITY STATEMENT:

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

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

18. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES:

The Company does not have any Subsidiary. During the year neither any company became a subsidiary nor ceased as a subsidiary.

19. STATUTORY AUDITORS:

Mr. Raju. S. Narayanan, Chartered Accountants, Statutory Auditors of the Company retire at the ensuing Annual General Meeting and being eligible, have expressed their willingness for reappointment. Your directors propose the appointment of Mr. Raju. S. Narayanan., Chartered Accountants, as statutory auditors to hold office until the conclusion of the next Annual General Meeting of the company.

The Board recommends the re-appointment of Mr. Raju. S. Narayanan., Chartered Accountants as the statutory auditors of the Company from the conclusion of this Annual General meeting till the conclusion of the next Annual General Meeting.

20. INTERNAL AUDITORS:

There is no internal Auditor of the Company

21. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 134(3) (f) & Section 204 of the Companies Act, 2013, Secretarial audit report as provided by M/s. S. S. Reddy & Associates, Practicing Company Secretaries is annexed to this Report as annexure.

22. AUDIT REPORTS:

(a) Statutory Auditors Report:

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2016 and has noted that the same does not have any reservation, qualification or adverse remarks. However, the Board decided to further strengthen the existing system and procedures to meet all kinds of challenges that may occur in the industry.

(b) Secretarial Audit Report:

The Board has duly reviewed the Secretarial Audit Report on the Compliances according to the provisions of section 204 of the Companies Act 2013 and does not have any qualifications, reservations or adverse remarks except that the Company does not have a Company Secretary, CFO and internal auditors.

The Board is looking for a suitable candidate for the posts above said and the vacancy will be filled soon.

23. CORPORATE SOCIAL RESPONSIBILITY (CSR):

Since the company does not has the net worth of Rs. 500 Crores or more, or turnover of Rs. 1000 Crores or more, a net profit of Rs. 5 Crore or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

24. COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has signed uniform

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listing agreement with BSE Limited and ASE Limited and framed the following policies which are available on Company's website i.e. www.btil.co.in

- Board Diversity Policy
- Policy on preservation of Documents
- Risk Management Policy
- Whistle Blower Policy
- Familiarisation programme for Independent Directors
- Anti Sexual Harrassment Policy
- Related Party Policy
- Code of Conduct

25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

The required information as per Sec.134 of the Companies Act 2013 is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

1. Research and Development (R&D) : NIL
2. Technology absorption, adoption and innovation : NIL

C. Foreign Exchange Earnings and Out Go:

Foreign Exchange Earnings : NIL
Foreign Exchange Outgo : NIL

26. INSURANCE:

The assets of your Company are adequately insured.

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27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given loans or Guarantees during the year under review.

28. CREDIT & GUARANTEE FACILITIES:

The Company has not been availing any Credit and Guarantee Facilities.

29. DISCLOSURE ABOUT COST AUDIT:

Cost Audit is not applicable to the Company.

30. RATIO OF REMUNERATION TO EACH DIRECTOR:

No remuneration is being paid to any of the Directors of the Company.

31. NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES:

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

32. CEO/ CFO CERTIFICATION:

The Managing Director and CEO/ CFO certification of the financial statements for the year 2015-16 is provided elsewhere in this Annual Report.

33. INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY:

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

34. SECRETARIAL STANDARDS:

The company is in compliance with SS 1 & SS 2.

35. EVENT BASED DISCLOSURES:

During the year under review, the Company has not taken up any of the following activities:

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1. **Issue of sweat equity share:** The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014.
2. **Issue of shares with differential rights:** The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014.
3. **Issue of shares under employee's stock option scheme:** The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014
4. **Non- Exercising of voting rights :** During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.
5. **Disclosure on purchase by company or giving of loans by it for purchase of its shares:** The Company did not purchase or give any loans for purchase of its shares.
6. **Buy back shares:** The Company did not buy-back any shares during the period under review.
7. **Disclosure about revision:** Since the company did not undergo any revision, this clause is Not Applicable to the company for the period under review.
8. **Preferential Allotment of Shares:** The Company did not allot any shares on preferential basis during the period under review.

36. EMPLOYEE RELATIONS AND REMUNERATION:

Your Directors are pleased to record their sincere appreciation of the contribution by the staff at all levels in the improved performance of the Company.

None of the employees is drawing Rs. 8,50,000/- and above per month or Rs.1,02,00,000/- and above in aggregate per annum, the limits

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prescribed under Section 197(12) of Companies Act 2013 read with Rule 5 of Companies (Appointment & Remuneration Of Managerial Personnel) Rules, 2014.

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

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

- No. of complaints received: Nil
- No. of complaints disposed off: Nil

38. ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation of the contribution made by the employees at all levels, to the continued growth and prosperity of your Company.

Your Directors also wish to place on record their appreciation of business constituents, banks and other financial institutions, other statutory authorities like SEBI, ROC, Stock Exchanges, NSDL, CDSL, etc and shareholders of the Company for their continued support for the growth of the Company.

**For and on Behalf of the Board
Amber Fabrics Limited**

**Place: Bangalore
Date: 10.08.2016**

**Sd/-
Ajay Kumar Sinha
Whole- Time Director
(DIN: 06956495)**

**Sd/-
Kartika Behera
Director
(DIN:06982406)**

AMBER FABRICS LIMITED

Code of Conduct

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the Company.

Certificate of Code of Conduct for the year 2015-16 as per Regulation 17(5) read with Regulation 34(3) Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Amber Fabrics Limited is committed for conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The Company has adopted a "Code of Ethics and Business Conduct" which is applicable to all director, officers and employees.

I hereby certify that all the Board Members and Senior Management have affirmed the compliance with the Code of Ethics and Business Conduct, under a certificate of Code of Conduct for the year 2015-16.

**For and on Behalf of the Board
Amber Fabrics Limited**

**Place: Bangalore
Date: 10.08.2016**

**Sd/-
Ajay Kumar Sinha
Whole- Time Director
(DIN: 06956495)**

AMBER FABRICS LIMITED

CERTIFICATE BY THE WHOLE-TIME DIRECTOR OF THE COMPANY

To
The Board of Directors
Amber Fabrics Limited

Dear Sirs,

As required under Regulation 17(8) read with Part B, Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we state that:

1. I have reviewed the financial statements and the cash flow statement for the year ended 31st March 2016 and to the best of my knowledge and belief;
 - a. These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
 - b. These statements present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct.
3. I accept responsibility for establishing and maintaining internal controls, I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which I Was aware and the steps that we have taken or propose to take and rectify the identified deficiencies and,
4. That I have informed the auditors and the audit committee of:
 - a) Significant changes in the internal control during the year;
 - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware and the involvement of any employee having a significant role in the company's internal control system.

**For and on Behalf of the Board
Amber Fabrics Limited**

Sd/-

**Ajay Kumar Sinha
Whole- Time Director
(DIN: 06956495)**

**Place: Bangalore
Date: 10.08.2016**

AMBER FABRICS LIMITED

FORM MR-3
SECRETARIAL AUDIT REPORT

(Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel)
Rules, 2014

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

To
The Members
M/s. Amber Fabrics Limited

We have conducted the audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Amber Fabrics Limited (hereinafter called "the Company"). Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year commencing from 1st April, 2015 and ended 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st of March, 2016 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made there under for specified sections notified and came into effect from 12th September, 2013 and sections and Rules notified and came into effect from 1st April, 2014;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

AMBER FABRICS LIMITED

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment and External Commercial Borrowings;
- (v) The Securities and Exchange Board of India Act, 1992 ('SEBI Act')
2. Compliance status in respect of the provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT') is furnished hereunder for the financial year 2015-16:-
- i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **All the required disclosures from time to time and as and when applicable were complied with.**
 - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable**
 - iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable**
 - iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**
 - v. The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client; **Not Applicable**
 - vi. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
 - vii. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable**
 - viii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Insider Trading regulations; **The Company has framed code of conduct for regulating & reporting trading by Insiders and for Fair Disclosure, 2015 and all required disclosures from time to time as and when applicable are complied with.**
 - ix. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were complied with to the extent applicable except few non-compliances.

AMBER FABRICS LIMITED

- The Company has signed Uniform listing agreement with BSE Limited;
 - The company has framed the policies as mentioned below and displayed the same on the company's website i.e www.btil.co.in.
 - Board Diversity Policy
 - Policy on Preservation of Documents •Risk Management Policy
 - Whistle Blower Policy
 - Related party transaction policy
 - Familiarisation programme for independent directors
 - Anti Sexual harassment policy
 - Code of conduct
3. During the year the company has conducted 4 Board meetings, 4 Stakeholders Relationship Committee meetings, 4 Audit committee meetings and 1 Nomination & Remuneration Committee meeting. We 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 Stock Exchange(s).
4. During the financial year under report, the Company has complied with the provisions of the New Companies Act, 2013, Old Companies Act, 1956 to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc., mentioned above subject to the following observations;

We further report that:

- (i) The Company has appointed Mr. Ajay Kumar Sinha as CFO. However, the company has not appointed Company Secretary and Internal Auditor.
- (ii) The Company has belatedly filed few of the e-forms required to be filed the company under Act and certain e-forms required to be filed are still pending for filing. The process for the same has been initiated.

AMBER FABRICS LIMITED

5. The Company has identified the following laws applicable specifically to the Company:
 - a. Water (Prevention and control of Pollution) Act, 1974 and the rules made thereunder;
 - b. Air (Prevention and control of Pollution) Act, 1981 and the rules made thereunder;
 - c. Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008;
 - d. The Environment Protection Act, 1986;

OBSERVATIONS:

- (a) As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we report that
 - (i) The provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:
 - External Commercial Borrowings were not attracted to the Company under the financial year under report;
 - Foreign Direct Investment (FDI) was not attracted to the company under the financial year under report;
 - Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the company under the financial year under report.
 - (ii) As per the information and explanations provided by the company, its officers, agents and authorized representatives during the conduct of Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.

AMBER FABRICS LIMITED

We further report that:-

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice of board meeting is given to all the directors along with agenda 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 meaningful participation at the meeting.
As per the minutes of the meeting duly recorded and signed by the
- Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.
- We, further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- We further report that during the year under report, the Company has not undertaken event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For S.S. Reddy & Associates

S. Sarveswar Reddy

Proprietor

C.P.No: 7478, M.No. 12611

Place: Hyderabad.

Date: 10.08.2016

AMBER FABRICS LIMITED

Annexure A

To

The Members of

M/s. Amber Fabrics Limited

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

1. Maintenance of secretarial records 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 secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have relied on the reports given by the concerned professionals in verifying the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For S.S. Reddy & Associates

Place: Hyderabad.
Date: 10.08.2016

S. Sarveswar Reddy
Proprietor
C.P.No: 7478, M.No. 12611

AMBER FABRICS LIMITED

MGT 9

Extract of Annual Return

As on the Financial Year 31.03.2016

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

I. REGISTRATION AND OTHER DETAILS:			
i.	CIN	L65993TG1978PLC002366	
ii.	Registration Date	28.10.1978	
iii.	Name of the Company	Amber Fabrics Limited	
iv.	Category / Sub-Category of the Company	Company limited by shares/Indian Non-government Company	
v.	Address of the Registered office and contact details	Plot No.16, 1st floor, Srila Reality Layout, Madinaguda, Miyapur, Serilingampally Mandal, Hyderabad - 500 049, Telangana.	
vi.	Whether listed company Yes / No	Yes	
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Bigshare Services Pvt Ltd 306, 3rd Floor, Right Wing, Amrutha Ville Opp. Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082	
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:-			
Sl. No.	Name and Description of main products /services	NIC Code of the Product / service	% to total turnover of the company
1	Manufacture of textiles	1311	100

AMBER FABRICS LIMITED

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-										
S.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>i) Category-wise Share Holding:-</i>										
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		
A. Promoters										
(1) Indian										
Individual/ HUF	909100	0	909100	17.35	100000	0	100000	1.91	(15.44)	
Central Govt.	--	--	--	--	--	--	--	--	--	
State Govt (s)	--	--	--	--	--	--	--	--	--	
Bodies Corp.	--	--	--	--	--	--	--	--	--	
Banks / FI	--	--	--	--	--	--	--	--	--	
Any Other....	--	--	--	--	--	--	--	--	--	
Sub-total (A) (1) :-	909100	0	909100	17.35	100000	0	100000	1.91	(15.44)	
(2) Foreign										
a) NRIs - Individuals	--	--	--	--	--	--	--	--	--	
b) Other – Individuals	--	--	--	--	--	--	--	--	--	
c) Bodies Corp.	--	--	--	--	--	--	--	--	--	

AMBER FABRICS LIMITED

d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Other....	--	--	--	--	--	--	--	--	--
Sub-total (A) (2):-	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	909100	0	909100	17.35	100000	0	100000	1.91	15.44
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Fund	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
2. Non Institutions									
a) Bodies Corp.									
i) Indian	784287	0	0784287	14.97	1693549	0	1693549	32.31	17.34
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals	--	--	--	--	--	--	--	--	--

AMBER FABRICS LIMITED

i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	76783	17038	93821	1.79	76783	16538	93321	1.78	(0.01)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3355947	77239	3433186	65.51	3276090	77239	3353329	63.99	(1.52)
c) Others (specify)	20106	0	20106	0.38	301	0	301	0.01	0.37
Sub-total (B)(2):- Total Public Shareholding (B)=(B)(1)+(B)(2)	4237123	94277	4331400	82.65	5046723	93777	5140500	98.09	15.44
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	5146223	94277	5240500	100	5146723	93777	5240500	100.00	--

AMBER FABRICS LIMITED

(ii) Shareholding of Promoters										
Sl. No.	Shareholder's Name	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	
1.	A. K. Bhangadia	500000	Nil	500000	9.54	Nil	0	Nil	Nil	100
2.	U Satish Kumar	250000	0	250000	4.77	Nil	0	Nil	Nil	100
3.	V K Bhangadia	59100	0	59100	1.13	Nil	0	Nil	Nil	100
4.	Ajay kumar Sinha	100000	0	100000	1.91	100000	0	100000	1.91	100

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Share holding 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	A. K. Bhangadia	500000	9.54	Nil	Nil
2.	U Satish Kumar	250000	4.77	Nil	Nil
3.	V K Bhangadia	59100	1.13	Nil	Nil

AMBER FABRICS LIMITED

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

Sl. No	Shareholder Name	Shareholding at the beginning of the year		Share holding 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	SAURABH JAIN	788381	15.04	788169	15.04
2.	JINDAL ALUMINIUM LIMITED	500000	9.54	- -	
3.	ARUN KUMAR BHANGDIA	500000	9.54	-	-
4.	UPADRASTA SATISH KUMAR	250000	4.77	-	-
5.	SHREE AERAN MARKETING PRIVATE LIMITED	196900	3.76	-	-
6.	NAVIN KUMAR GUPTA	180000	3.43	- -	
7.	SANIVARAPU JHANSI	108060	2.06	-	-
8	KRISHAN KUMAR GUPTA	-	-	195000	3.72
9	TAPAS KARMAKAR	-	-	184000	3.51
10	REKHA AGARWAL	100000	1.91	100000	1.91
11	VINOD KUMAR AGARWAL	100000	1.91	100000	1.91
12	KUSHAL AGARWAL	100000	1.91	100000	1.91
13	SHILPA AGARWAL	100000	1.91	100000	1.91
14	SURBHI GARG	100000	1.91	100000	1.91
15	PRATEEK AGARWAL	99000	1.89	99000	1.89

AMBER FABRICS LIMITED

16	MURTAZA NAJMUDDIN BAWAHIR	-	-	76800	1.47
(v) Shareholding of Directors and Key Managerial Personnel:					
Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Ajay Kumar Sinha				
	At the beginning of the year	100000	1.91		
	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): Nil				
	At the End of the year	100000	1.91		
2.	Mr. Kartika Behera				
	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):				
	At the End of the year	-	-		
3.	Ms. Thara Puttalingaiah				
	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):				
	At the End of the year	-	-		
4.	Mr. Gopal Krishna Dandu				
	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):				
	At the End of the year	-	-		

AMBER FABRICS LIMITED

V. INDEBTEDNESS				
Indebtedness of the Company including interest outstanding/accrued but not due for payment				
Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Principal Amount	--	xxxxxxx	--	--
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	--	xxxxxxx	--	--
Change in Indebtedness during the financial year	--	--	--	--
Addition				
Reduction				
Net Change	--	--	--	--
Indebtedness at the end of the financial year	--	xxxxxxx	--	--
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)		xxxxxxx		
VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL				
<i>A. Remuneration to Managing Director, Whole-time Directors and/or Manager:</i>				
Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager:	Total Amount	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	NIL	NIL	
2.	Stock Option		--	--
3.	Sweat Equity		--	--
4.	Commission - as % of profit - Others, specify...		--	--
5.	Others, please specify		--	--
6.	Total (A)		--	--

AMBER FABRICS LIMITED

7.	Ceiling as per the Act			--			--
B. Remuneration to other directors:							
Sl. no.	Particulars of Remuneration	Name of Director				Total Amount	
	3. Independent Directors · Fee for attending board / committee meetings · Commission · Others, please specify	--	--	--	--	--	
	Total (1)	--	--	--	--	--	
	4. Other Non-Executive Directors · Fee for attending board / committee meetings · commission · Others, please specify	--	--	--	--	--	
	Total (2)	--	--	--	--	--	
	Total (B)=(1+2)	--	--	--	--	--	
	Total Managerial Remuneration	--	--	--	--	--	
	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					
		CEO	Company Secretary	CFO	Total		
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	-	-	-		
2.	Stock Option						
3.	Sweat Equity						
4.	Commission - as % of profit - others, specify...						
5.	Others, please Specify						
6.	Total	--					

AMBER FABRICS LIMITED

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
B. DIRECTORS					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
C. OTHER OFFICERS IN DEFAULT					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

AMBER FABRICS LIMITED

ANNEXURE II DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

To
The Board of Directors
M/s Amber Fabrics Limited

Dear Sir,

I undertake to comply with the conditions laid down in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.
Yours Faithfully

Place: Bangalore
Date: 10.08.2016

Sd/-
T. Puttalingaiah
(Independent director)

AMBER FABRICS LIMITED

ANNEXURE II DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

To
The Board of Directors
M/s Amber Fabrics Limited

Dear Sir,

I undertake to comply with the conditions laid down in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.
Yours Faithfully

Place: Bangalore
Date: 10.08.2016

Sd/-
Kartika Bahera
(Independent director)

AMBER FABRICS LIMITED

INDEPENDENT AUDITORS' REPORT

To,
The Members,

Amber Fabrics Limited
Hyderabad

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Amber Fabrics Limited ("the Company") which comprise the Balance sheet as at 31 March 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone 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; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

AMBER FABRICS LIMITED

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

- i. In the case of the Balance sheet, of the state of affairs of the Company as at March 31, 2016;
- ii. In the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- iii. In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

AMBER FABRICS LIMITED

- (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, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For M/s Raju S Narayan & Associates
Chartered Accountants
(FRN : 022592N)**

**Date : 30/05/2016
Place : Hyderabad**

**Raju S Narayan
Partner
Membership No.: 512105**

AMBER FABRICS LIMITED

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the members of Amber Fabrics Limited ("the Company") on the standalone financial statements for the year ended on 31st March 2016, we report that:

1. In respect of Fixed Assets:

- a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
- b. As per the information and explanation given to us, all the fixed assets have been physically verified by the management at reasonable intervals during the year. No material discrepancies were noticed on such physical verification.

2. In respect of Inventories:

- a. As per the information and explanation given to us, the inventories have been physical verified by the management at reasonable intervals during the year.
- b. In our opinion and as per the information and explanation given to us, procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- c. The Company has maintained proper records of inventories. The discrepancies noticed on verification between the physical stocks and books records were not material.

3. In respect of Loans and Advances granted during the year:

As per information and explanation given to us, the Company has not granted loans to parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act') and therefore, the clauses (iii) (a) and (b) of the Companies (Auditor's Report) Order, 2015 are not applicable.

4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods. During the course of audit, no major weakness has been noticed in the internal controls.
5. During the year, the company has not accepted any deposits and hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable to the company.

AMBER FABRICS LIMITED

6. As per the information and explanation provided to us the company is not required to maintain the cost records as per the provisions of Companies (Cost Records and Audit) Rules 2014, hence Clause (vi) of the Companies (Auditor's Report) order, 2015 are not applicable.
7. In respect of Statutory Dues:
 - a. According to the records of the Company, the Company is by and large regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities applicable to it.
 - b. During the year no amount is required to be transferred to the Investor Education and Protection Fund and hence clause (c) of clause (vii) of the Companies (Auditor's Report) Order, 2015 is not applicable.
8. The company has not incurred any cash losses during the financial year under review or in the immediately preceding financial year.
9. Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks and debenture holders.
10. As per the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
11. To the best of our knowledge and belief and according to the information and explanation given to us, no fresh term loans availed by the company during the year under audit.
12. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

For M/s Raju S Narayan & Associates
Chartered Accountants
(FRN : 022592N)

Date : 30/05/2016
Place : Hyderabad

Raju S Narayan
Partner
Membership No.: 512105

AMBER FABRICS LIMITED

Balance Sheet

(All amounts in Indian Rupees except for share data or otherwise stated)

		2015-16	2014-15
	Note No's	As at Mar' 31, 2016	As at Mar' 31, 2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	52,405,000	52,405,000
Share Application Money			-
Reserves and Surplus	3	(20,189,398)	(19,701,466)
	A	32,215,602	32,703,534
Non - current liabilities			
Long - term borrowings	4	603,775	603,775
Deferred tax liabilities (Net)	5	(267,420)	(162,529)
Long term provisions		-	-
	B	336,355	441,246
Current liabilities			
Short - term borrowings		-	-
Trade Payables	6	66,774,637	35,564,797
Short - term provisions	7	588,339	716,838
	C	67,362,976	36,281,635
Total	(A+B+C)	99,914,933	69,426,416
ASSETS			
Non-current assets			
Fixed assets			
(i) Tangible Assets	8	156,467	646,845
(ii) Intangible Assets		-	-
(iii) Capital Work in Progress		-	-
Deferred tax assets (Net)		-	-
Long - term loans and advances	-	-	-
Non-current investments	9	5,666,900	5,666,900
Other Non- Current Assets	10	614,742	768,428
	A	6,438,109	7,082,173
Current assets			
Inventories		1,499,429	1,499,429
Trade receivables	11	70,753,721	39,304,724
Cash and cash equivalents	12	56,736	123,152
Short - term loans and advances	13	20,491,752	20,741,752
Other current assets	14	675,186	675,186
	B	93,476,824	62,344,243
Total	(A+B)	99,914,933	69,426,416

The Notes to accounts form an integral part of the Balance Sheet
This is the Balance sheet referred to in our report of even date.

For RAJU S. NARAYANAN &
ASSOCIATES.,
Firm Registration Number : 022592N
Chartered Accountants

Raju S. Narayanan
Partner
Membership No. 512105

Place : Delhi
Date : 30-05-2016

For and on behalf of the Board of Directors of
AMBER FABRICS LIMITED

Sd/-
Ajay Kumar Sinha
Director

Sd/-
Kartika Behera
Director

AMBER FABRICS LIMITED

Profit and Loss Account for the year ended

(All amounts in Indian Rupees except for share data or otherwise stated)

		2015-16	2014-15
	Note No's	Year Ended Mar' 31, 2016	Year Ended Mar' 31, 2015
INCOME			
Turnover (Gross)			
Revenue from operations	15	31,448,998	18,614,450
Other Income			-
Increase/Decrease of Stock	16		-
Total Revenue		31,448,998	18,614,450
EXPENDITURE			
Operating Expenses	17	30,896,427	17,234,250
Personnel Cost	18	-	317,849
Administration expenses	19	641,852	459,915
Interest & Finance charges	20	113	11,537
Depreciation/amortization	8	490,378	535,630
Total		32,028,770	18,559,181
Profit / (Loss) before tax		(579,772)	55,269
Provision for taxation			
- Current Year Tax		-	128,499
- Deferred tax		(104,891)	(269,011)
Total tax expense		(104,891)	(140,512)
Profit/(Loss) from continuing operations		(474,882)	195,781
Balance brought forward from previous year		(19,981,116)	(20,176,897)
Balance carried to Balance Sheet		(20,455,998)	(19,981,116)
Earnings per share			
Basic		-	0.04
Weighted Average Number of Shares		5,240,500	5,240,500
Nominal value		10	10

The Notes to accounts form an integral part of the Profit and Loss Account
This is the Profit and Loss Account referred to in our report of even date.

For RAJU S. NARAYANAN &
ASSOCIATES.,
Firm Registration Number : 022592N
Chartered Accountants

Raju S. Narayanan
Partner
Membership No. 512105

Place : Delhi
Date : 30-05-2016

For and on behalf of the Board of Directors of
AMBER FABRICS LIMITED

Sd/-
Ajay Kumar Sinha
Director

Sd/-
Kartika Behera
Director

AMBER FABRICS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2016 (All amounts in Indian Rupees except for share data or otherwise stated)

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / Loss before tax and extraordinary item	(579,772)	55,269
Adjustments for:		
Depreciation	490,378	535,630
Interest paid		
Other Income		
Misc Exp. Written off	153,686	153,686
Operating Profit before Working Capital Changes	64,292	744,585
Adjustments for:		
Inventories	-	-
Sundry Debtors	(31,448,997)	(2,408,133)
Loans & Advances	250,000	(3,595,009)
Other Current Assets	-	-
Current Liabilities	31,209,840	259,860
Cash Generated From Operations:	10,843	(5,743,282)
Taxes Paid	141550	-
Net cash flow/(used) from operating activities (A)	(66,415)	(4,998,697)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-	5,100,000
Purchase of Investments		
Sale of Investments		-
Net cash flow/(used) from investing activities (B)	-	5,100,000
C CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Share Capital		-
Secured Loans		-
Dividend & Dividend tax Paid		
Net cash flow/(used) from financing activities (C)	-	-
"Net Increase / Decrease in Cash and Cash equivalents (A+B+C)"	(66,415)	101,303
Cash and cash equivalents as at beginning of the year	123,152	21,849
Cash and cash equivalents as at end of the year	56,737	123,152

As per our report of even date attached

For RAJU S. NARAYANAN &
ASSOCIATES.,
Firm Registration Number : 022592N
Chartered Accountants

Raju S. Narayanan
Partner
Membership No. 512105

Place : Delhi
Date : 30-05-2016

For and on behalf of the Board of Directors of
AMBER FABRICS LIMITED

Sd/-
Ajay Kumar Sinha
Director

Sd/-
Kartika Behera
Director

Notes to Financial Statements

1. Significant Accounting Policies

a. Basis of preparation of Financial Statements

The accompanying financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention, on the basis of a going concern basis, while revenue, expenses, assets and Liabilities accounted/recognized on accrual basis. GAAP comprises mandatory accounting as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI) Accounting policies are consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis.

b. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the required amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

c. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and revenue can be reliably measured.

d. Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation. Cost comprises the purchase price, freight, duties, taxes and any attributable cost of bringing the asset to its working condition for its intended use.

e. Depreciation

Depreciation on fixed assets has been provided on straight-line method based on useful life of asset specified in Schedule II of the Companies Act, 2013 on pro-rata basis.

AMBER FABRICS LIMITED

f. Borrowing costs:

Borrowing costs that are directly attributable to the acquisition or the construction of a qualifying asset is capitalized for the period until the asset is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time i.e more than 12 months to get ready for intended use. All other borrowing costs are charged to revenues

g. Inventories

Materials are valued at the lower of cost and estimated net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, reduced by the estimated costs of completion and costs to effect the sale.

h. Income Tax

i. Current tax :

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961.

ii. Deferred tax :

Deferred income taxes is recognized, subject to the consideration of prudence on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Where the Company has carry forward of unabsorbed depreciation or tax losses deferred tax assets are recognized only if it is virtually certain backed by convincing evidence that such deferred tax assets can be realized against future taxable profits

i. Earnings per share

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

j. Provisions

A Provision is recognized when the Company has a present obligation as a result of past event i.e it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

k. Cash Flow Statement

Cash Flow Statement has been prepared under indirect method as per the Accounting Standard-3 "Cash Flow Statement"

l. Cash and cash equivalents

Cash and cash equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

AMBER FABRICS LIMITED

Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

Particulars	As at 31.03.2016	As at 31.03.2015
Note 2 : Share Capital		
Authorised:		
57,50,000 Equity Shares of Rs.10/- each	57,500,000	57,500,000
Issues, Subscribed and Paid up		
5240500 equity shares of Rs.10 each	52,405,000	52,405,000
Calls in Arrears		-
	52,405,000	52,405,000
Note 3 : Reserves and Surplus		
General Reserve		
Balance as per last account	279,650	279,650
Profit & Loss A/c Surplus		
Balance in the statement of profit & loss	(19,994,166)	(20,176,897)
Additions during the year	(474,882)	195,781
	(20,189,398)	(19,701,466)
Note 4 : Long - term borrowings		
Loans and advances from banks		
Term loans		
From banks		-
From others		-
Unsecured Loans	603,775	603,775
	603,775	603,775

AMBER FABRICS LIMITED

Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

Particulars	As at 31.03.2016	As at 31.03.2015
Note 5 : Deferred tax liabilities (Net)		
Opening Balance	(162,529)	106,482
Add/Less: Current year Provision	(104,891)	(269,011)
	(267,420)	(162,529)
Note 6 : Trade Payables		
Sundry Creditors	65,597,695	34,524,152
Outstanding Liabilities	1,176,942	1,040,645
	66,774,637	35,564,797
Note 7 : Short - term provisions		
Provision for Income tax	473,101	601,600
vat payable	110,238	110,238
TDS Payable	5,000	5,000
	588,339	716,838

AMBER FABRICS LIMITED

Note 8 : Fixed Assets

Particulars	Gross Block			Depreciation /amortization			Net Block	
	As at	As at	As at	As at	As at	As at	As at	As at
	April 1, 2015	Mar 31, 2016	April 1, 2015	March 31, 2016	March 31, 2016	March 31, 2016	March 31, 2016	March 31, 2015
1. Computers	1,314,929	1,314,929	1,314,929	-	1,314,929	-	-	-
2. Office Equipmet	1,445,590	1,445,590	1,216,180	229,410	1,445,590	-	-	229,410
3. Furniture & Fixtures	2,177,073	2,177,073	1,908,657	206,822	2,115,479	61,594	61,594	268,416
4. Electrical Equipments	569,960	569,960	420,941	54,146	475,087	94,873	94,873	149,019
5. Vehicles	394,518	394,518	394,518	-	394,518	-	-	-
Total	5,902,070	5,902,070	5,255,226	490,378	5,745,604	156,467	156,467	646,845
6.Flat-CW/IP	-	-	-	-	-	-	-	-
Total	5,902,070	5,902,070	5,255,226	490,378	5,745,604	156,467	156,467	646,845
Previous year	5,902,070	5,902,070	4,719,596	535,630	5,255,226	646,845	646,845	6,282,475

AMBER FABRICS LIMITED

Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

Particulars	As at 31.03.2016	As at 31.03.2015
NOTE -9: Investments		
In Government Securities		
National Savings Certificate	500	500
In Equity Shares- Un Quoted		
Bhagya Lakshmi vegetable Products Limited	1,586,400	1,586,400
Dronachalam Lime & Minarals Private Limited	80,000	80,000
Haryana Metal & Re-rolling Mills Limited	30,000	30,000
Naag advertising & Marketing Limited	170,000	170,000
Raayalaseema Paper Mills Limited	785,000	785,000
Sree Raayalaseema Tissues Limited	100,000	100,000
Trezer Oil Agro Tech Limited	2,915,000	2,915,000
	5,666,900	5,666,900
Note 10 : Other Non- Current Assets		
MISCELLANEOUS EXPENDITURE		
MISCELLANEOUS EXPENDITURE	195,559	234,671
Priliminary Expenditure	572,869	687,443
Public Issue Expenditure	153,686	153,686
Less : Written off		
	614,742	768,428
Note 11 : Trade receivables		
(Unsecured, considered good, unless otherwise stated)		
Debts outstanding for a period exceeding six months	67,443,668	18,884,670
Considered good		-
Considered doubtful		
Other debts	3,310,053	20,420,054
Considered good	70,753,721	39,304,724
Less: Provision for doubtful debts		-
	70,753,721	39,304,724

AMBER FABRICS LIMITED

Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

Particulars	As at 31.03.2016	As at 31.03.2015
Note 12 : Cash and cash equivalents		
Cash on hand	32,933	1,592
Balances with scheduled banks		
On current accounts	9,788	107,545
On deposit accounts	14,015	14,015
	56,736	123,152
Note 13 : Short - term loans and advances		
Loans & advances	2,429,660	2,429,660
Less: Provisiona For Doubtful Debts	(1,657,644)	(1,657,644)
Staff Advances	87,220	87,220
Advances for Capital Goods & Others	1,785,461	1,785,461
Tax Deducted at Source	-	-
Other Advances	17,847,055	18,097,055
	20,491,752	20,741,752
Note 14 : Other current assets		
Advance Tax	502,164	502,164
Tds Receivable	173,022	173,022
Interest Receivable	-	-
	675,186	675,186
Note 15 : Revenue from operations		
Gross Receipts from sales	31448998	18,614,450
	31,448,998	18,614,450

AMBER FABRICS LIMITED

Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

Particulars	As at 31.03.2016	As at 31.03.2015
Note 19 : Administration expenses		
Auditors Remuneration	-	50,000
Listing Fees	365,816	146,068
Rates & Taxes, Filing Charges	24,691	-
Printing & Stationary	1,700	3,254
Communication expenses	4,200	5,325
Travelling Expenses	3,700	4,150
Rent	60,000	60,000
Office Maintenance	-	5,432
Consultancy Charges	25,000	26,540
Electricity Charges	3,060	5,460
Misc. expenses written off.	153,686	153,686
	641,852	459,915
Note 20 : Interest & Finance charges		
Interest amount paid on loans	-	-
Interest charges	-	-
Bank Charges	113	11,537
	113	11,537

AMBER FABRICS LIMITED

Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

Particulars	As at 31.03.2016	As at 31.03.2015
Note 16 : Increase/Decrease of Stock		
<u>a. Increase in inventories</u>		
Opening stock of inventories		
Work- in- progress	1,499,429	1,499,429
Finished goods		-
	1,499,429	1,499,429
Closing stock of inventories		
Work- in- progress	1,499,429	1,499,429
Finished goods		-
	1,499,429	1,499,429
	-	-
Note 17 : Operating Expenses		
Purchases (Including Sales Returns)	30,896,427	17,234,250
Freight Charges		-
	30,896,427	17,234,250
Note18: Personnel Cost		
Salaries	-	315,524
Staff Welfare	-	2,325
Director Remuneration	-	-
	-	317,849

AMBER FABRICS LIMITED

19. Contingent Liabilities and Commitments – NIL

20. Related Party Transactions

a) List of Related Parties

Subsidiary Companies	NIL
Associates Companies controlled by key management personnel / relatives who are substantially interested	NIL
Key managerial personnel	Ajay Kumar Sinha

b) Transactions with the Related Parties

Details	Associate Companies / Concerns	Key Management Personnel	Associate Companies / Concerns	Key Management Personnel
	2015-16 Rs.		2014-15 Rs.	
Remuneration	--	--	--	--
Sales	--	--	--	--
Purchases	--	--	--	--
Advance for Supplies	--	--	--	--

c) Balance as at 31st March, 2015

Details	Associate Companies / Concerns	Key Management Personnel	Associate Companies / Concerns	Key Management Personnel
	2015-16 Rs.		2014-15 Rs.	
Remuneration	--	--	--	--
Sales	--	--	--	--
Advance for Supplies	--	--	--	--

AMBER FABRICS LIMITED

21. Value of Imports and Exports - NIL

22. Auditors' Remuneration

Amount in Rs.

Particulars	Year ended 31st March 2016	Year ended 31st March 2015
Statutory Auditors	60,000	60,000

23. Earnings Per Share

Amount in Rs.

S.No	Particulars	Year ended 31st March 2016	Year ended 31st March 2015
1.	Net Profit available for Equity Shareholders	--	--
2.	Weighted Average Number of Equity Shares (Nos)	--	--
3.	Earnings Per Share – Basic and Diluted	--	--

24. Balances under Trade Receivable, Trade Payables, are subjected to confirmation and reconciliation from respective parties.

25. Segment Reporting

There are no separate reportable segments (business and/or geographical) in accordance with the requirements of Accounting Standard 17 – 'Segment Reporting' issued by the Institute of Chartered Accountants of India.

26. Previous year figures have been regrouped wherever if thought necessary in conformity with the current year groupings. Paise have been rounded off to the nearest rupee. Notes on financial statements, Cash Flow Statement and statement on accounting policies form an integral part of the balance sheet and profit and loss statement.

For RAJU S. NARAYANAN &
ASSOCIATES.,
Firm Registration Number : 022592N
Chartered Accountants

Raju S. Narayanan
Partner
Membership No. 512105

Place : Delhi
Date : 30-05-2016

For and on behalf of the Board of Directors of
AMBER FABRICS LIMITED

Sd/-
Ajay Kumar Sinha
Director

Sd/-
Kartika Behera
Director

AMBER FABRICS LIMITED

Form No. MGT-11

Proxy form

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

CIN : L65993KA1978PLC087279
Name of the company : AMBER FABRICS LIMITED
Registered office : R/O, #45, M-701- H M Tambourine Jargan hall,
6th Phase, J P Nagar, Opp metro pillar no 82,
Bengaluru 56007

Name of the member(s):

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

I/We, being the member (s) of shares of 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:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on Thursday, 29th day of September, 2016 at 10.30 a.m. at R/O, #45, M-701- H M Tambourine Jargan hall, 6th Phase, J P Nagar, Opp metro pillar no 82, Bengaluru 56007 and at any adjourned meeting thereof in respect of such resolutions as are indicated below:

AMBER FABRICS LIMITED

Resolutions:

1. Approval of financial statements for the year ended 31.03.2016
2. Appointment of Mr. Ajay Kumar Sinha, who retires by rotation.
3. Ratification of Appointment of statutory auditors and fixation of their remuneration

Signed this day of..... 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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.

AMBER FABRICS LIMITED

R/O, #45, M-701- H M Tambourine Jargan hall, 6th Phase, J P Nagar,
Opp Metro Pillar no 82, Bengaluru 56007

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence for the 37th Annual General Meeting of the members to be held on Thursday, 29th day of September, 2016 at 10.30 a.m. at R/O, # 45, M-701- H M Tambourine Jargan hall, 6th Phase, J P Nagar, Opp Metro Pillar No 82, Bengaluru 56007 and at any adjourned meeting thereof.

Shareholders/Proxy's Signature _____

Shareholders/Proxy's full name _____
(In block letters)

Folio No./ Client ID _____

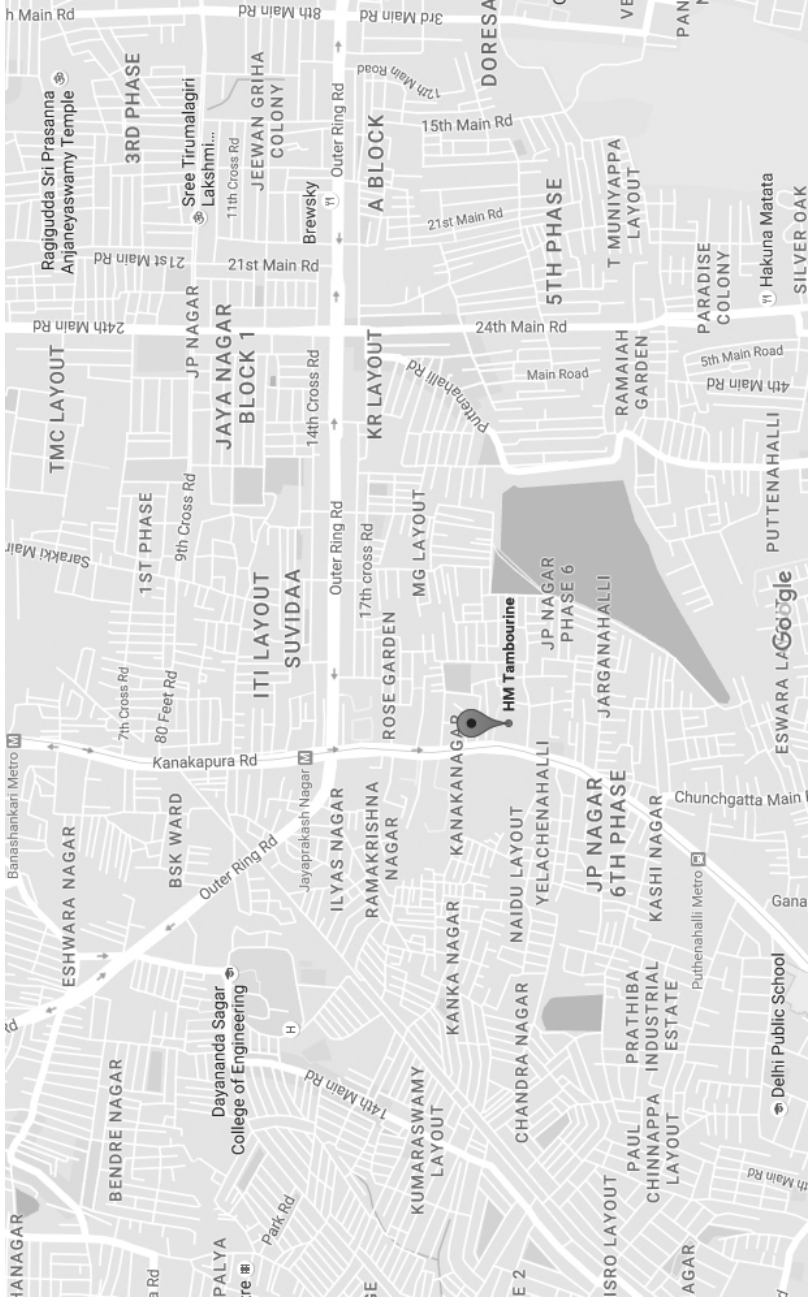
No. of shares held _____

Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

AMBER FABRICS LIMITED

ROUTE MAP FOR AGM VENUE



If undelivered please return to :
AMBER FABRICS LIMITED
R/O, # 45, M-701- H M Tambourine Jarganhall,
6th Phase, J P Nagar, Opp Metro Pillar no 82,
Bengaluru Karnataka 560078