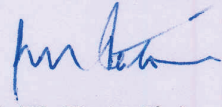
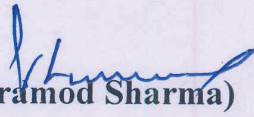
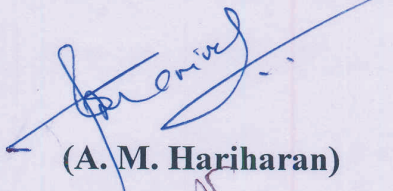
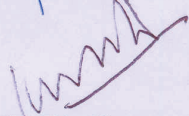


# EUROTEX INDUSTRIES AND EXPORTS LIMITED

Administrative Office: Raheja Chambers, 12<sup>th</sup> Floor, 213, Nariman Point, Mumbai – 400 021 (INDIA)  
Phone : (022) 6630 1400 E-Mail : [eurotex@eurotexgroup.com](mailto:eurotex@eurotexgroup.com) Website : [www.eurotexgroup.com](http://www.eurotexgroup.com)

ANNEXURE

## FORM A

1.	Name of the Company	Eurotex Industries and Exports Limited
2.	Annual Financial Statements for the year ended	31 <sup>st</sup> March, 2013
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N/A
5.	To be signed by: <ul style="list-style-type: none"><li>• CEO/Managing Director</li><li>• CFO</li><li>• Auditor of the Company (Lodha &amp; Company)</li><li>• Audit Committee Chairman</li></ul>	 (K. K. Patodia)  (Pramod Sharma)  (A. M. Hariharan)  (V. K. Gupta)



**27<sup>TH</sup>**  

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**ANNUAL REPORT**  
**2012 - 2013**



**EUROTEX INDUSTRIES AND  
EXPORTS LIMITED**



## **EUROTEX INDUSTRIES AND EXPORTS LIMITED**

**An ISO 9001 and Oko-Tex Standard 100 Certificate Holder**

**SA 8000 Certified Company**

### **BOARD OF DIRECTORS**

**Shri Krishan Kumar Patodia**

*Chairman and Managing Director*

**Shri Hariprasad Siotia**

**Shri Gopal Patodia**

**Shri Narayan Patodia**

*Managing Director*

**Shri Rajiv Patodia**

*Executive Director*

**Shri V. K. Gupta**

**Shri Dharam Paul**

**Shri D. K. Patel**

**Shri M. L. Bagaria**

**Shri P. P. Dundh**

**Shri A. R. Garde**

**COMPANY SECRETARY**

**Shri Rahul Rawat**

**BANKERS**

**STATE BANK OF INDIA  
BANK OF INDIA  
IDBI LIMITED  
STATE BANK OF PATIALA  
PUNJAB NATIONAL BANK  
EXPORT IMPORT BANK OF INDIA**

**AUDITORS**

**LODHA & COMPANY**  
Chartered Accountants  
Mumbai.

**REGISTERED AND HEAD OFFICE**

809, Raheja Chambers, 8th Floor,  
213, Nariman Point, Mumbai - 400 021.

**MILLS**

E-23 & E-1, MIDC, Gokul Shirgaon,  
Kolhapur - 416 234,  
Maharashtra.

**SHARE TRANSFER AGENTS**

**DATAMATICS FINANCIAL SERVICES LIMITED**  
Plot No.B-5, Part B, Cross Lane, MIDC,  
Marol, Andheri (East), Mumbai - 400 093.  
Tel.: 022-66712156 E-mail: [investorsqry@dfssl.com](mailto:investorsqry@dfssl.com)



## EUROTEX INDUSTRIES AND EXPORTS LIMITED

**Registered Office:** 809, Raheja Chambers, 8th Floor,  
213, Nariman Point, Mumbai - 400 021.

### NOTICE CONVENING ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 27th Annual General Meeting of the Shareholders of EUROTEX INDUSTRIES AND EXPORTS LIMITED will be held at "The Residence", An Apartment Hotel, Saki Vihar Road, before Nitie, Powai, Mumbai 400 087 on Saturday, the 7th September, 2013 at 9.30 A.M. to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report, Auditors' Report, Audited Balance Sheet and Profit and Loss Account for the year ended 31st March, 2013.
2. To appoint a Director in place of Shri H. P. Siotia who retires from office by rotation and, being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri V. K. Gupta who retires from office by rotation and, being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri D. K. Patel who retires from office by rotation and, being eligible, offers himself for reappointment.
5. To appoint Auditors of the Company for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

By Order of the Board

Place: Mumbai  
Date : 25th May, 2013

**Rahul Rawat**  
Company Secretary

**EUROTEX  
INDUSTRIES AND EXPORTS  
LIMITED**

**NOTES**

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER
- THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- Members holding more than one Share Certificate in the same name under different ledger folios are requested to apply for the consolidation of such folios and send the relevant Share Certificates to the Registrars, M/s. Datamatics Financial Services Ltd., Plot No. B-5, Part B, Cross Lane, MIDC, Marol, Andheri (East), Mumbai 400 093.
- Members are requested to notify immediately any change in their address to the Registrars at the address as mentioned above.
- The Register of Members and Transfer Books of Equity shares will be closed from 26th August, 2013 to 7th September, 2013 (Both Days inclusive).
- Pursuant to Section 205A of the Companies Act, 1956, all Unclaimed Dividends upto Financial Year ended 31st March, 1999 have been transferred to the General Revenue Account of the Central Government.
- The Unclaimed Dividends for the financial years ended 31st March, 2000, 2001, 2003, 2004 and 2005 have been transferred to Investor Education and Protection Fund. It may also be noted that once the unclaimed dividend is transferred to the Government, as above, no claims shall lie in respect of such amount against the Company.

Details of Unclaimed Dividend with it's due date of transfer to Investors Education and Protection Fund are as below:

Sr. No.	Year Ended	Date of Declaration	Due date of transfer to IEPF
1.	31.03.2006	30.09.2006	29.10.2013

- As per the provisions of the Companies Act, 1956, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form 2B prescribed by the Government can be obtained from the Registrars and Transfer Agents.
- Details of the Directors retiring by rotation and seeking re-appointment (in pursuance of Clause 49 of the Listing Agreement):

Name of Director	Shri H. P. Siotia	Shri V. K. Gupta	Shri D. K. Patel
Date of Birth	03.05.1934	14.02.1943	20.10.1947
Date of Appointment	16.02.1987	29.07.2003	29.07.2003
Qualification	B. Com	B. Text and TEP from Darden University of Virginia.	B. E. Chemical, Engineering from IIT, Kanpur.

Expertise in specific functional area.	More than five decades of rich experience in the field of cotton & yarn trading and manufacturing activities of cotton spinning.	47 Years association with various Textile and Synthetic Fibre Industries at Senior level positions.	He was General Manager SICOM Limited and now is Financial Advisor to various Companies.
List of Other Directorship held.	PBM Polytex Ltd. Patodia Syntex Ltd. Eurospin Industries Ltd. Shree Janardana Mills Ltd. Mercury Gems Pvt. Ltd. Patodia Company Pvt. Ltd.	Nil	Malladi Drugs and Pharmaceuticals Ltd. Godavari Drugs Ltd. Celestial Biologicals Ltd. Incube Advisors Pvt. Ltd. Minex Metallurgical Company Ltd. Polyset Plastics Pvt. Ltd. Solar Industries Ltd.
Chairman/Member of the Committees of the Board of Directors of the Company.	Remuneration Committee-Chairman. Shareholders/Investors' Grievance Committee-Chairman. Audit Committee - Member.	Audit Committee - Member	Nil
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	Share Holders/Investors Grievance Committee Member of PBM Polytex Ltd.	Nil	Malladi Drugs and Pharmaceuticals Ltd.: Audit Committee-Member, Remuneration Committee - Member. Godavari Drugs Ltd.: Audit Committee-Chairman, Shareholders/Investors Grievance Committee - Member. Celestial Biologicals Ltd.: Audit Committee - Member. Minex Metallurgical Company Ltd. Audit Committee-Member. Solar Industries Ltd.: Audit Committee-Member.
Shareholding in the Company	42,218	Nil	Nil

**SHAREHOLDERS' INFORMATION**

The Company's securities are listed at the following Stock Exchanges :

- Bombay Stock Exchange Ltd.  
1st Floor, New Trading Ring,  
Rotunda Building,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai 400 001.
- National Stock Exchange of India Ltd.  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G-Block,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai 400 051.

The Company has paid Annual Listing fees to each of the above Stock Exchanges for the Financial Year 2013-14.

By Order of the Board

Mumbai  
Date : 25th May, 2013

**Rahul Rawat**  
Company Secretary

**Registered Office :**  
809, Raheja Chambers, 8th Floor,  
213, Nariman Point, Mumbai - 400 021.





## DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present their 27th Annual Report on the affairs of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2013.

	<b>2012-13</b>	2011-12
	<b>(Rs. in lacs)</b>	(Rs. in lacs)
<b>FINANCIAL RESULTS</b>		
Profit before Finance Cost, Depreciation, Tax (excluding profit on sale of Assets at Calicut)	<b>1994.90</b>	775.28
Less: Finance Costs	<b>1049.16</b>	1211.22
Profit/(Loss) before Depreciation	<b>945.74</b>	(435.94)
Less: Depreciation	<b>987.50</b>	1002.51
	<b>(41.76)</b>	(1438.45)
Add: Profit on Sale of Assets at Calicut	-	2179.27
	<b>(41.76)</b>	740.82
Less: Provision for Income Tax	<b>176.50</b>	154.85
Less: Prior Years' Tax Adjustments (Net)	<b>201.49</b>	-
Add: Deferred Tax Assets	<b>240.13</b>	220.56
Add: MAT Credit Entitlement	-	27.13
Profit/(Loss) for the year	<b>(179.62)</b>	833.66
Balance brought forward from previous year	<b>1337.92</b>	504.26
Balance of Profit/(Loss) Carried to Balance Sheet	<b>1158.30</b>	1337.92

### OPERATIONS

During the year the turnover of the Company was Rs.272.83 Crores as compared to Rs.245.39 Crores in the previous year.

### REPORT ON CORPORATE GOVERNANCE, MANAGEMENT DISCUSSION AND ANALYSIS.

The Audit Committee constituted by the Board has been functioning over the last twelve years. The Committee renders valuable services to the Board on several issues particularly on Internal Controls, Accounting Policies and Corporate Governance norms. The Board of Directors appointed Shri Dharam Paul as Chairman of the Audit Committee.

Similarly, the Shareholders' / Investors' Grievance Committee met regularly throughout the year and overviewed the operations of the Share Transfer Registrars, response to Investors Grievances, progress of dematerialisation and other matters.

The Company has complied with clause 49 of the Listing Agreement pursuant to SEBI guidelines. Accordingly, reports on Corporate Governance and Management Discussion and Analysis are enclosed and form part of this Report.

### INDUSTRIAL RELATIONS

The Company continued its endeavor in maintaining peace and harmony across all levels of employment in the Organisation in the year under review.

### PARTICULARS OF EMPLOYEES, CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under Section 217 (1) (e) of the Companies Act, 1956, is set out in the separate statement attached to this Report and forms part of it.

The particulars of employees, as required under Section 217(2A) of the Companies Act, 1956, are given in a separate statement attached to this report and form part of it.

### DIRECTORS

In terms of the provisions of the Companies Act, 1956 and article 104 of the Articles of Association of the Company, Shri H. P. Siotia, Shri V. K. Gupta and Shri D. K. Patel retire from office by rotation and, being eligible, offer themselves for re-appointment.

Appropriate resolutions for the re-appointment of the aforesaid Directors are being moved at the ensuing Annual General Meeting which the Board recommends for your approval.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956 the Directors confirm that:

1. in the preparation of Annual Accounts, the applicable accounting standards have been followed;
2. appropriate accounting policies have been selected and applied consistently, and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company as at March 31, 2013 and of the Net Profit of the Company for the period from April 1, 2012 to March 31, 2013;
3. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the annual accounts have been prepared on a going concern basis.

**AUDITORS**

M/s. Lodha & Co., the Statutory Auditors of the company, will retire at the forthcoming Annual General Meeting of the company and, being eligible, offer themselves for re-appointment.

Your Directors request the Shareholders to appoint Statutory Auditors of the Company for the Current Year.

**COST AUDITORS**

Pursuant to a directive of the Central Government, the Company is required to subject its Cost Records to Cost Audit in respect of its manufacturing operations every year. Accordingly, M/S A. G. Anikhindi & Co., qualified Cost Auditors have been appointed to carry out audit of the cost accounts maintained by the Company for the year ended 31st March, 2013.

The details of the Cost Auditors are as under:

Name : M/s. A. G. Anikhindi & Co.

Address : 1730, Raja Ram Puri,  
6th Lane, Kolhapur,  
Maharashtra-416008.

Actual date of filing  
Cost Audit Report in  
XBRL Format for  
F. Y. ended 31.03.2012 : 25/12/2012

**INSURANCE**

The Company has taken comprehensive risk cover to insure all the properties of the Company.

**ACKNOWLEDGEMENT**

Your Directors wish to place on record their appreciation and thankful acknowledgement for valuable assistance the Company received from all Lending Bankers.

On behalf of the Board

**K. K. PATODIA**

Chairman

and Managing Director

Place : Mumbai  
Date : 25th May, 2013

**ANNEXURE "A" TO THE DIRECTORS' REPORT**

**ADDITIONAL INFORMATION AS REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.**

**(A) CONSERVATION OF ENERGY :**

**(a) Energy Conservation Measures Taken:**

The Company has been taking continuous steps to conserve the energy and minimize energy cost at all levels. The Company is installing latest energy efficient equipment and motors in place of old ones to reduce energy consumption. The Company has taken the assistance of an expert team of SITRA (South India Textile Research Association), Coimbatore for Energy Conservation.

**(b) Additional Investments and Proposal, if any, being implemented for reduction of consumption of energy:**

The Company as a policy takes necessary steps for investment in energy saving devices wherever applicable.

**(c) Impact of measures as (a) and (b) for reduction of energy consumption and consequent impact on the cost of production of goods:**

With the above measures taken, the Company has derived significant reduction in energy consumption.

**(d) Total energy consumption and consumption per unit of production in the prescribed Form "A" attached.**

**(B) TECHNOLOGY ABSORPTION:**

**Efforts made in Technology Absorption :**

Details are provided in Form "B" annexed hereto.

**(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:**

**(a) 1) Activity relating to Exports:**

The Company is engaged in Raw cotton, Yarn and Fabric Exports.

**2) Initiative taken to increase Exports:**

The Company regularly explores possibility of developing new qualities to help increase its exports and find new buyers and new market for its high quality products.

**3) Development of new export markets for products and services:**

The Company keeps a close association with its traditional and new buyers and explores continuously the possibility of penetration into finding new export markets.

**4) Export Plan:**

The order books of the Company are sufficiently full at present.

**(b) Total Foreign Exchange used and earned:**

(Rs. in Lacs)

i) CIF Value of Imports	<b>2108.27</b>
ii) Expenditure in Foreign Currency	<b>372.32</b>
iii) Foreign Exchange Earned	<b>17456.29</b>

On behalf of the Board

**K. K. PATODIA**

Chairman

and Managing Director

Place : Mumbai  
Date : 25th May, 2013





## ANNEXURE "A" TO THE DIRECTORS' REPORT (Contd.)

### REPORT ON CONSERVATION OF ENERGY ETC., Forming part of the Directors' Report

FORM A		
Form for Disclosure of Particulars with respect to Conservation of Energy		
	Current Year	Previous Year
<b>A) POWER AND FUEL CONSUMPTION</b>		
<b>1) Electricity</b>		
a) Purchased Units	4,39,45,645	4,36,82,790
Total Amount (Rs.)	31,74,76,545	26,79,54,659
Rate/Unit (Rs.)	7.22	6.13
b) Own Generation		
i) Through Diesel Generator Units	3,45,500	3,63,650
Units per LTR. of Diesel/Furnace Oil	3.48	3.65
Cost/Unit (Rs.)	54.27	47.54
ii) Through Steam Turbine/Generator Units	-	-
Units per LTR. of Fuel Oil/Gas	-	-
Cost/Unit (Rs.)	-	-
<b>2) Coal</b>		
Quantity (in tonnes)	-	-
Total Cost	-	-
Average Rate (Rs.)	-	-
<b>3) Furnace Oil/L.S.H.S.</b>		
Quantity (in K. Ltrs.)	-	-
Total Amount	-	-
Average Rate	-	-
<b>4) Others/Internal</b>		
Generation	-	-
Quantity	-	-
Total Cost	-	-
Rate/Unit	-	-
<b>B) CONSUMPTION PER UNIT OF PRODUCTION</b>		
Per Kg.		
<b>1) Electricity (KWH)</b>		
Yarn	5.88	6.26
<b>2) Furnace Oil/L.S.H.S.</b>		
<b>3) Coal (M.T.)</b>		
<b>4) Others</b>		
On behalf of the Board		
Place : Mumbai	<b>K. K. PATODIA</b>	
Date : 25th May, 2013	Chairman	

FORM B	
Form for Disclosure of Particulars with respect to Technology Absorption	
<b>RESEARCH AND DEVELOPMENT (R &amp; D)</b>	
<b>1) Specific areas in which R &amp; D carried out by the Company:</b>	
R & D activities are carried out continuously to produce good quality of Yarns and Fabrics for exports.	
<b>2) Benefits derived as a result of the above R &amp; D:</b>	
With the result of the R & D activities carried out, the Company has been able to produce quality Yarns and Fabrics to international standards.	
<b>3) Future Plan of Action:</b>	
The Company continues its efforts to maximise its productivity and at the same time enhance quality of its products.	
<b>4) Expenditure on R &amp; D:</b>	
N.A.	
<b>TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION</b>	
<b>1) Efforts, in brief, made towards technology absorption and innovation:</b>	
The Company has not utilised any imported technology.	
<b>2) Benefit derived as a result of the above efforts:</b>	
N.A.	
<b>3) Details about import of technology during the last 5 years:</b>	
N.A.	
On behalf of the Board	
Place : Mumbai	<b>K. K. PATODIA</b>
Date : 25th May, 2013	Chairman

## ANNEXURE "B" TO THE DIRECTORS' REPORT

### PARTICULARS OF EMPLOYEES - THE INFORMATION REQUIRED UNDER SECTION 217 (2A) OF THE COMPANIES ACT, 1956 OF THE EMPLOYEES OF THE COMPANY IS AS UNDER:

Sr. No.	Name	Designation/ Nature of Duties	Age (Years)	Remuneration Received (Rs.)	Qualification	Experience (Years)	Date of Joining	Previous Service before this and Designation
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**A) Employees who worked throughout the accounting year and whose Remuneration aggregating Rs.60 Lacs or more per year:** NIL

**B) Employees who worked during the part of the year and whose Remuneration is not less than Rs. 5 Lacs or more per month:** NIL

On behalf of the Board

Place : Mumbai  
Date : 25th May, 2013

**K. K. PATODIA**  
Chairman  
and Managing Director

**Declaration regarding Compliance with the Code of Conduct and Ethics Policy of the Company by Board members and Senior Management Personnel**

This is to confirm that the Company has adopted Code of Conduct and Ethics Policy for the Board of Directors and Associates of the Company, which is available at our website - www.eurotexgroup.com

I declare that the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of

Conduct and Ethics policy of the Company.

**K. K. PATODIA**

*Chairman  
and Managing Director*

Place : Mumbai  
Date : 25th May, 2013

**CHIEF EXECUTIVE OFFICER'S CERTIFICATION**

To,  
The Board of Directors  
Eurotex Industries And Exports Limited

I, the undersigned, in my capacity as Chief Executive Officer of Eurotex Industries and Exports Limited ("the Company"), to the best of my knowledge and belief certify that:

- (a) I have reviewed financial statements and cash flow statement for the year ended 31st March, 2013 and to the best of my knowledge and belief, state that:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
  - (ii) 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.
- (b) I further state that, to the best of my knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct as adopted by the Company.
- (c) I am responsible for establishing and maintaining internal controls for financial reporting and I have

evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.

- (d) I have indicated, based on my most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
  - (i) significant changes, if any, in the internal control over financial reporting during the year;
  - (ii) significant changes, if any, in the accounting policies made during the year and that the same have been disclosed in the notes to the financial statements, and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**K. K. PATODIA**

*Chairman  
and Managing Director*

Place : Mumbai  
Date : 25th May, 2013

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**a) Industry Structure and Development:**

The Company is having cotton spinning and knitted fabrics manufacturing unit. Textile is the oldest and most important industry with a high employment potential. The textile industry provides jobs for semi-skilled and unskilled labourers, women in particular, on a large scale in the country.

Eurotex has a state of art modern spinning mills manufacturing and exporting cotton yarn all over the world.

**b) Opportunities and Threats:**

In the post quota regime, the Indian textile exporters have got very good opportunity for increasing their export of cotton yarn and value added products. Due to very good demand from domestic export oriented garment manufacturers, the cotton yarn manufacturers have got good opportunities in local markets also.

At the same time the Indian textile industry is facing threat from other textile exporting countries due to high power cost, cost of raw materials and rigid labour laws of our country.

**c) Segment or Productwise Performance:**

The Company operates primarily in one business segment viz cotton yarn and knitted fabric and has its production facilities and assets located in India. Hence segment-wise or product-wise performance is not given.

**d) Outlook, Risks and Concern:**

The Company has invested substantially in modernization and upgradation of its production facilities and the Company is poised to take maximum advantage of demand in quality goods in post quota regime.

The exchange rate fluctuations, power cost increase due to increase in oil prices and state grid power rates are the risks and the matters of concern and may adversely affect its profitability.

**e) Internal Control Systems and their Adequacy:**

The Company has got adequate internal control systems commensurate with its size of all departments.

**f) Financial Performance with respect to Operational Performance:**

The financial and operational performance are already elaborated in the Directors' Report.

**g) Development in Human Resources / Industrial Relations Front:**

The Company continued its endeavour in maintaining peace and harmony at all levels of employment in the organization in the year under review.

**h) Cautionary Statement:**

The statements in the report may be forward looking within the meaning of applicable laws or regulations. These statements are made on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors.

The Company and its Directors assume no responsibility in respect of the forward looking statements herein which may undergo changes in the future on the basis of subsequent developments, information or events.

**K. K. PATODIA**

*Chairman  
and Managing Director*

Place : Mumbai  
Date : 25th May, 2013



## CORPORATE GOVERNANCE REPORT

### 1. PHILOSOPHY OF THE COMPANY ON THE CODE OF CORPORATE GOVERNANCE

The Company believes in highest standards of Corporate Governance and has put in place the systems to comply with all the rules, regulations and requirements mentioned in clause 49 of Listing Agreement. For us effective Corporate Governance is about commitment to values and ethical business conduct which alone can guarantee business success in the long run.

We understand that Corporate Governance is a continuous journey and not a destination. The Company endeavors to achieve transparency, accountability, integrity and responsibility and continues to focus on good Corporate Governance.

#### Corporate Ethics:

The Company adheres to highest standards of business ethics, compliance with statutory and legal requirements and commitment to transparency in business dealings.

#### a. Code of Conduct for Board Members and Senior Management:

The Board of Directors has adopted the Code of Conduct for its members and Senior Management. The Board highlights Corporate Governance as the cornerstone for the sustained Management Performance, for serving all the stakeholders and for instilling pride in its business dealings.

The Code is applicable to all the Directors and specified Senior Management Executives. The Code impresses upon the Directors and Senior Management Executives to uphold the interest of the Company and its Stakeholders and endeavors to fulfill the fiduciary obligation towards them. The Code also mandates that Directors and Senior Management Executives would uphold highest standards of integrity, honesty and ethical conduct and fairness in their dealings and shall exercise utmost good faith, due care and integrity in performing their duties. The Code of Conduct is posted at the Company's website at [www.eurotexgroup.com](http://www.eurotexgroup.com)

#### b. Code of Conduct for prevention of Insider Trading:

The Company has adopted a Code of Conduct for prevention of insider trading for its Directors and Senior Management Personnel. The Code lays down the guidelines and procedures to be followed, disclosures to be made while dealing with the Shares of the Company. The Company Secretary has been appointed as the Compliance Officer and is responsible for adherence to the Code.

### 2. BOARD OF DIRECTORS

The business of the Company is managed by the Board of Directors. The Board formulates the strategy, regularly reviews the performance of the Company and ensures that the previously agreed objectives are met on a consistent basis. The Managing Directors and Executive Director manage the day to day operations of the Company.

The Board of Directors comprises of three Executive Directors and Eight Non-Executive Directors. Six of the Directors are Independent Directors.

Name of the Director	Position
<b>Executive</b>	
Shri Krishan Kumar Patodia	Chairman and Managing Director
Shri Narayan Patodia	Managing Director
Shri Rajiv Patodia	Executive Director
<b>Non Executive</b>	
Shri H. P. Siotia	
Shri Gopal Patodia	
<b>Non-Executive &amp; Independent</b>	
Shri Dharam Paul	
Shri D. K. Patel	
Shri V. K. Gupta	
Shri P. P. Dundh	
Shri M. L. Bagaria	
Shri A. R. Garde	

**Total No. of Directors = 11**

### A. Board Procedure

Board members are given appropriate documents and information in advance of each Board and Committee Meeting to enable the Board to discharge its responsibilities effectively by taking well informed decisions. To enable the Board to discharge its responsibilities effectively, the Managing Director reviews Company's overall performance. The functions performed by the Board includes, in addition to the legal matters compulsorily required to be performed by it, review of:

- Strategy and Business plans
- Annual operating and capital expenditure budgets
- Investment and exposure limits
- Compliance with statutory/regulatory requirements and review of major legal issues
- Approval of quarterly/annual results
- Review of the minutes of the Audit Committee, Shareholders and Investors Grievance Committee and Board Committees
- Matters relating to Foreign Exchange Exposure.

### B. Board Meetings and Attendance

During the Financial Year 2012-13 Four Board Meetings were held on 26th May, 2012; 11th August, 2012; 3rd November, 2012 & 2nd February, 2013. Details of attendance at the Board Meetings, Directorship in other Companies and Membership in Committees thereof of each Director are as follows:

Name of Director	Attendance at the Board Meeting	Attendance at last AGM	Directorship of other Companies	Committee Memberships *Mem-Char-ber	Chairman
Shri K. K. Patodia Chairman & Managing Director	4	No	10	1	-
Shri H. P. Siotia	4	Yes	6	2	-
Shri Gopal Patodia	-	No	7	1	-
Shri Narayan Patodia Managing Director	2	No	5	-	-
Shri Rajiv Patodia Executive Director	3	Yes	4	-	-
Shri A. R. Garde	-	No	-	-	-
Shri Dharam Paul	4	No	1	1	-
Shri P. P. Dundh	4	No	2	-	-
Shri D. K. Patel	4	Yes	7	6	1
Shri V. K. Gupta	3	No	-	-	-
Shri M. L. Bagaria	4	Yes	2	-	-

### 3. AUDIT COMMITTEE

Board of Directors has formed an Audit Committee which has the following powers:

- a. To investigate into any matter referred to it by the Board and for that purpose to have full access to the information contained in the records of the Company and external professional advice, if necessary.
- b. To investigate any activity within its terms of reference.
- c. To oversee the Company's Financial Reporting process and the disclosure of its financial statement to ensure that the financial statement is correct, sufficient and credible.
- d. To recommend the appointment and removal of external auditor, fixation of audit fees and also approval for payment of any other services.
- e. Reviewing with the Management the annual financial statements before submission to the Board.
- f. Reviewing with the Management, external and internal auditors, the adequacy of internal control systems.

- g. Reviewing the Company's Financial and Risk Management policies.
- h. To look into the reasons for substantial defaults in the payment to the Depositors, Debenture holders, Shareholders (in case of non-payment of declared dividends) and Creditors.
- i. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussions to ascertain any areas of concern.

MEMBERS: Shri Dharam Paul, Shri H. P. Siotia and Shri V. K. Gupta

CHAIRMAN: Shri Dharam Paul

The Company Secretary acts as the Secretary to the Committee. The Statutory Auditors, Internal Auditors and Cost Auditors attend the Audit Committee Meeting by invitation.

Amongst the Board of Directors, two independent Directors are members of Audit Committee meeting. The Committee has members with sound knowledge of finance, accounting and law. The Committee deals with all matters of financial reporting, internal controls, risk management etc. The power and role of the Audit committee is as per guidelines set out in the Listing Agreement. It meets at least four times in a year and reviews the quarterly and annual financial statements before they are submitted to the Board. The Committee monitors any proposed changes in accounting policy, accounting implications of major transactions, etc. The Committee also closely reviews the adequacy of internal controls, formulates and monitors the annual audit plan.

Four Audit Committee meetings were held during the financial year 2012-13. These meetings were held on 26th May, 2012, 11th August, 2012, 3rd November, 2012 and 2nd February, 2013.

The attendance at the meeting is as under:

Name of the Member	No. of Meetings Attended
Shri Dharam Paul	4
Shri H. P. Siotia	4
Shri V. K. Gupta	3

#### 4. REMUNERATION COMMITTEE

MEMBERS : Shri H P Siotia, Shri Dharam Paul, Shri Rajiv Patodia, Shri P. P. Dundh and Shri M. L. Bagaria.

CHAIRMAN : Shri H. P. Siotia

The Company Secretary acts as the Secretary to the Committee.

Name of the Member	No. of Meetings Attended
Shri Dharam Paul	1
Shri H. P. Siotia	1
Shri Rajiv Patodia	1
Shri P. P. Dundh	1
Shri M. L. Bagaria	1

#### (a) Remuneration Policy :

The Remuneration Committee is responsible for devising policy for compensation and benefits of Executive Directors. The remuneration of Managing Directors and Executive Director has been approved under Section 269 read with Schedule XIII of the Companies Act, 1956. The remuneration paid to the Managing Directors and Executive Director are in line with the standards of Textile Industry.

The Executive Directors are paid remuneration in terms of resolution passed by the members at the General Meeting.

#### (b) Remuneration paid to Non-Executive Directors for the year ended 31st March, 2013.

The Non-Executive Directors have been paid sitting fees for attending Board/Committee Meetings, at the rate of Rs.5000/- per meeting. No sitting fee is paid for attending Shareholders'/ Investors' Grievance Committee Meeting.

The details of fees paid for attending Board Meeting, Audit Committee Meeting and Remuneration Committee Meeting for the year ended 31st March, 2013 to the Directors are as follows:  
(Amount in Rs.)

Sr. No.	Name of the Director	Board Meeting	Audit Committee	Remuneration Committee
1	Shri H. P. Siotia	20,000/-	20,000/-	5,000/-
2	Shri Dharam Paul	20,000/-	20,000/-	5,000/-
3	Shri D. K. Patel	20,000/-	-	-
4	Shri V. K. Gupta	15,000/-	15,000/-	-
5	Shri P. P. Dundh	20,000/-	-	5,000/-
6	Shri M. L. Bagaria	20,000/-	-	5,000/-

#### (c) Remuneration paid to Executive Directors for the year ended 31st March, 2013;

Name	Shri K. K. Patodia Chairman and Managing Director	Shri Narayan Patodia Managing Director	Shri Rajiv Patodia Executive Director
Salary (Rs.)	21,00,000	15,00,000	9,00,000
Others	25,58,745	12,04,960	13,21,206
Appointment valid upto	30/09/2015	31/12/2015	30/09/2015
Stock Option Details	NIL	NIL	NIL

#### 5. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

Members : Shri K. K. Patodia, Shri H. P. Siotia, Shri Narayan Patodia and Shri Rajiv Patodia.

Chairman: Shri H. P. Siotia.

The Company Secretary acts as the Secretary to the Committee.

The functions of the Committee include redressal of investors' grievance pertaining to:

- Transfer/transmission of shares.
- Issue of duplicate share certificates.
- Review of shares dematerialised.
- Dividend
- All other matters relating to shareholders

During the year 2012- 13, four meetings were held. Total number of service requests, enquiries, queries received during the year was thirtyseven and all of them were resolved. Total number of investor complaints received during the year was four and all of them have been resolved.

SEBI by its circular has mandated all the listed Companies to get their SCORES Registration done. Accordingly, the Company obtained SCORES Registration.

Total number of meetings attended by members:

Name of the Member	No. of Meetings Attended
Shri K. K. Patodia	4
Shri H. P. Siotia	4
Shri Narayan Patodia	Nil
Shri Rajiv Patodia	4





## 6. GENERAL BODY MEETINGS :

Details of Annual General Meetings held during the last three years:

Year	AGM/EGM	Location	Date	Time
2012	AGM	"The Residence" An Apartment Hotel Saki Vihar Road Before Nitie, Powai, Mumbai-400 087	15.09.12	9.30 AM
2011	AGM	"The Shalimar Hotel" August Kranti Marg, Mumbai-400 036	10.09.11	9.30 AM
2010	AGM	"The Residence" An Apartment Hotel Saki Vihar Road Before Nitie, Powai, Mumbai-400 087	04.09.10	9.30 AM

Whether Special Resolutions :

- |   |       |
|---|-------|
| (a) Were put through postal ballot last year -          | No    |
| (b) Details of voting pattern -                         | N. A. |
| (c) Person who conducted the postal ballot exercise-    | N. A. |
| (d) Are proposed to be conducted through postal ballot- | No    |
| (e) Procedure for postal ballot -                       | N. A. |

## 7. DISCLOSURES

There are no materially significant related party transactions i.e., transactions material in nature, with its promoters, the Directors or the Management having potential conflict with the interests of Company at large.

There has not been any non-compliance by the Company and no penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, or any matter related to Capital Markets, during the last three years.

*Compliance with Clause 49 of the Listing Agreement:*

Pursuant to sub-clause VII of clause 49, the Company confirms that it has complied with all mandatory requirements prescribed in Clause 49 of the Listing Agreement. As regards non mandatory requirement the Company has complied with the requirement of Remuneration Committee.

## 8. MEANS OF COMMUNICATION:

The Company generally publishes the quarterly, half-yearly, nine months and annual audited financial results in *Free Press Journal (National)* and *Nava Shakti (Regional Marathi) News Papers*.

All material information about the Company is promptly sent through facsimile to the Stock Exchanges where the Company's shares are listed and released to the press

As required by sub-clause IV(F) of clause 49 of the Listing Agreement, Management Discussion and Analysis Report is provided elsewhere in the Annual Report.

## 9. SHAREHOLDERS' INFORMATION

### 1. Annual General Meeting:

- Day, Date and Time : Saturday, 7th September, 2013 at 9.30 a.m.
- Venue : 'The Residence',  
An Apartment Hotel,  
Saki Vihar Road, Before Nitie,  
Powai, Mumbai - 400 087.

### 2. Financial Calendar (tentative)

Annual General Meeting:	7th September, 2013
Results for quarter ending 30th June, 2013:	First week of August, 2013
Results for quarter ending 30th September, 2013:	First week of November, 2013
Results for quarter ending 31st December, 2013:	First week of February, 2014
Results for year ending 31st March, 2014:	Last week of May, 2014

### 3. Book closure Date : 26th August, 2013 to 7th September, 2013 (Both days inclusive)

### 4. Registered Office : **EUROTEX INDUSTRIES AND EXPORTS LTD.** 809, Raheja Chambers, 8th Floor 213, Nariman Point, Mumbai-400 021.

### 5. Listing Details of Equity Shares :

- |  |  |
|--|--|
| a) Bombay Stock Exchange Ltd.            | Phiroze Jeejeebhoy Towers,<br>Dalal Street, Mumbai-400 001.  |
| b) National Stock Exchange of India Ltd. | Exchange Plaza, 5th Floor,<br>Plot No. C/1, G Block, Bandra<br>Kurla Complex, Bandra (E),<br>Mumbai-400 051. |

Listing fees for the Financial Year 2013-14 has been paid to the Stock Exchanges where the shares of the Company are listed

- |               |   |
|---------------|---|
| 6. Stock Code | 1) 521014 at Bombay Stock Exchange Ltd.<br>2) EUROTEXIND at National Stock Exchange of India Ltd. |
|---------------|---|

### 7. Depositories for Equity Shares :

National Securities Depository Ltd.	: ISIN
Central Depository Services (India) Ltd.:	INE022C01012

### 8. Stock Performance

Stock price Data:

Bombay Stock Exchange Ltd. (BSE)		(In Rs.)
Year	High	Low
April 2012	24.00	20.05
May 2012	25.00	17.10
June 2012	21.95	16.50
July 2012	22.80	18.00
August 2012	22.00	17.70
September 2012	19.55	15.75
October 2012	19.50	16.05
November 2012	19.55	17.35
December 2012	21.95	16.40
January 2013	24.00	18.15
February 2013	21.85	16.00
March 2013	18.70	14.00
National Stock Exchange of India Ltd. (NSE)		(In Rs.)
Year	High	Low
April 2012	24.60	20.05
May 2012	21.85	18.00
June 2012	21.15	17.60
July 2012	22.85	18.00
August 2012	22.95	17.15
September 2012	19.60	15.90
October 2012	19.90	16.00
November 2012	19.50	17.30
December 2012	22.60	16.10
January 2013	22.35	19.00
February 2013	21.50	15.80
March 2013	19.30	12.55



**EUROTEX  
INDUSTRIES AND EXPORTS  
LIMITED**

9. Comparison of share prices with broad based index like BSE SENSEX: Since the company is in the Textile Industry which does not have proper representation in the BSE SENSEX, the comparison of share prices with BSE SENSEX movement is not given.

10. Registrars & Transfer Agents: Datamatics Financial Services Ltd.  
Plot No.B-5, Part B, Crosslane, MIDC, Marol, Andheri (E) Mumbai-400 093  
Phone No.: 022 - 66712156  
Fax No.: 022 - 66712161

11. Share Transfer System:

Shares sent for transfer in physical form are registered by the Registrars and Share Transfer Agents within 15 days of receipt of the documents, if found in order. Shares under objection are returned within two weeks. All requests for dematerialisation of shares are processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) within 15 days.

12. Distribution of shareholding as on March 31, 2013:

No. of Equity Shares	No. of Shareholders	No. of Shares held	% of Share holding
Upto 500	6,917	9,44,107	10.79
501 to 1000	355	2,87,835	3.29
1001 to 2000	146	2,17,564	2.48
2001 to 3000	69	1,73,409	1.98
3001 to 4000	29	1,01,447	1.16
4001 to 5000	24	1,09,829	1.26
5001 to 10,000	25	1,82,653	2.09
10,001 to 50,000	25	4,67,078	5.34
50,001 and above	6	62,65,943	71.61
<b>Total</b>	<b>7,596</b>	<b>87,49,865</b>	<b>100.00</b>

13. Categories of shareholding as on March 31, 2013:

Category	No. of Shares held	% of Shareholding
Promoters	61,24,087	69.99
Indian Financial Institutions, Banks, Mutual Funds	53,880	00.62
NRIs/OCBs	62,655	00.72
Others	25,09,243	28.67
<b>Total</b>	<b>87,49,865</b>	<b>100.00</b>

14. Dematerialisation of shares and liquidity:

94.75% of total Equity Capital is held in dematerialised form with NSDL and CDSL as on 31st March, 2013. Trading in Equity Shares of the Company is permitted only in dematerialised form w.e.f. April 28, 2001 as per notification issued by Securities and Exchange Board of India (SEBI)

15. The Company promotes ethical behaviour in all business activities and has put in place Whistle Blower Policy.

16. The CEO and the CFO of the Company give certification on financial reporting and internal controls to the Board in terms of Clause 49.

17. Plant Locations : Plot E-23 and Plot E-1, MIDC, Gokulshirgaon, Taluka - Karveer, Kolhapur-416 234, Maharashtra.

18. Address for correspondence : Eurotex Industries And Exports Ltd.  
809, Raheja Chambers, 8th Floor  
213, Nariman Point,  
Mumbai-400 021  
Phone : 022-22041408  
Fax : 022-22044139  
Email: eurotex@bom3.vsnl.net.in

19. Compliance Officer : Rahul Rawat  
Company Secretary  
809, Raheja Chambers, 8th Floor  
213, Nariman Point,  
Mumbai-400 021  
Phone : 022-22041408  
Fax : 022-22044139

For and on behalf of the Board of Directors

**K. K. Patodia**

Chairman

and Managing Director

Place : Mumbai

Date : 25th May, 2013

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE  
CERTIFICATE**

To The Members of

**M/s. Eurotex Industries And Exports Ltd.**

We have examined the compliance of the conditions of Corporate Governance by **M/s. Eurotex Industries And Exports Limited ("The Company")**, for the year ended 31st March 2013, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of 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 and based on the representation given by the management of the Company, we certify that the Company has materially complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

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

**For LODHA & CO**  
Chartered Accountants

**A. M. HARIHARAN**  
Partner

(M. No. 38323)

Firm Regn. No. 301051E

Place : Mumbai

Date : 25th May, 2013



## INDEPENDENT AUDITORS' REPORT

TO  
THE MEMBERS OF  
EUROTEX INDUSTRIES AND EXPORTS LIMITED

### Report on the Financial Statements

We have audited the accompanying financial statements of **EUROTEX INDUSTRIES & EXPORTS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, 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.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required

and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date, and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
  - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For **LODHA & COMPANY**  
Chartered Accountants

(A. M. HARIHARAN)  
Partner

(M. No. 38323)

Firm Regn. No. 301051E

Place: Mumbai  
Date : 25th May, 2013

**ANNEXURE REFERRED TO IN PARAGRAPH 1  
UNDER THE HEADING “REPORT ON OTHER  
LEGAL AND REGULATORY REQUIREMENTS”  
OF OUR REPORT OF EVEN DATE TO THE  
MEMBERS OF THE EUROTEX INDUSTRIES  
AND EXPORTS LIMITED**

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we state that:

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Company has carried out physical verification of all its fixed assets during the year. In our opinion, the frequency of verification is reasonable considering the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- c) No Substantial part of the fixed assets has been disposed off during the year.
2. a) The inventory has been physically verified by the management at reasonable intervals during the year. Inventory lying with third parties and in-transit have been verified by the management with reference to the confirmations received from them and/or subsequent receipt of goods.
- b) The procedures for physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and book records were not material considering the operations of the Company and have been properly dealt with in the books of account.
3. During the year, the Company has not granted / taken any loans, secured or unsecured to / from companies, firms or other parties covered in the register maintained under Section 301 of the Act.
4. In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the items purchased and sold are of the special nature and suitable alternative source does not exist for obtaining comparable quotations, there are adequate internal control procedures commensurate with the size of the Company and nature of its business for purchase of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in the internal control system.
5. There are no contracts or arrangements that need to be entered in the register maintained under Section 301 of the Act.
6. No deposits within the meaning of directives issued by RBI (Reserve Bank of India) and Sections 58A and 58AA or any other relevant provisions of the Act and Rules framed there under have been accepted by the company.
7. In our opinion, the Company has an adequate internal audit system commensurate with the size of the Company and nature of its business.
8. On the basis of records produced, we are of the opinion that prima facie, the cost records and accounts prescribed by the Central Government under Section 209(1) (d) of the Act have been maintained. However, we are not required to and thus have not carried out any detailed examination of such accounts and records, with a view to ascertain whether these are accurate and complete.
9. (a) The Company is regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employee’s State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to the Company with the appropriate authorities. No undisputed amount payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.



- (b) According to the records of the Company, there are no dues of Income Tax, Sales Tax, Service Tax, Custom Duty, Wealth Tax, Excise Duty, Cess which have not been deposited on account of any dispute except the following:

Name of the Statute	Nature of Dues	Forum where the dispute is pending	Financial Year	Amount in Rs.
The Custom Act, 1962	Cenvat Duty & Penalty	Custom, Excise and Service Tax Appellate Tribunal (CESTAT), Mumbai.	2001-02	
			2003-04	1,74,367
			2005-06	3,56,890
			2006-07	1,31,07,968
The Central Excise Act, 1944	Excise Duty & Penalty	Custom, Excise and Service Tax Appellate Tribunal (CESTAT), Mumbai.	1999-00	19,45,565
			2001-02	31,75,351
		Supreme Court of India	2001-02	2,00,827
The Income Tax Act, 1961	Income Tax & Penalty Interest	CIT (Appeals), Mumbai	2007-08	35,58,123
The Bombay Sales Tax Act, 1959 / Central Sales Tax Act, 1956	Sales Tax	Deputy Commissioner of Sales Tax (Appeal), Kolhapur	2001-02	51,22,933
			2002-03	12,66,706
		Joint Commissioner of Sales Tax (Appeal) Kolhapur	2003-04	1,69,26,071
			2004-05	2,12,94,303
			2009-10	69,50,594

10. The Company has no accumulated losses as at 31st March, 2013 and it has not incurred any cash losses in the financial year ended on that date and in the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks.
12. During the year, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

13. The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund / societies are not applicable to the Company.
14. The Company is not a dealer or trader in shares, securities, debentures and other investments.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.
16. Based on the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
17. According to the information and explanations given to us and on an overall examination of the cash flow statements and balance sheet of the Company, in our opinion, the funds raised on short-term basis have, prima facie, not been used for long term investment.
18. During the year, the Company has not made any preferential allotment of shares to parties and companies covered and recorded in the Register maintained under section 301 of the Act.
19. The Company has not raised any money by way of issue of debentures.
20. The Company has not raised any money by way of public issue.
21. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing standards in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For **LODHA & COMPANY**  
*Chartered Accountants*

**(A. M. HARIHARAN)**  
*Partner*

Place: Mumbai  
Date : 25th May, 2013.

*(M. No. 38323)*  
*Firm Regn. No. 301051E*

## BALANCE SHEET

As at 31st March, 2013

	Note No.	As at 31st March, 2013 Amount in ₹	As at 31st March, 2012 Amount in ₹
<b>I EQUITY AND LIABILITIES</b>			
<b>1 SHAREHOLDERS' FUNDS</b>			
(a) Share Capital	1	8,74,01,835	8,74,01,835
(b) Reserves and Surplus	2	55,58,02,992	57,44,74,162
		<b>64,32,04,827</b>	66,18,75,997
<b>2 NON-CURRENT LIABILITIES</b>			
(a) Long Term Borrowings	3	17,78,00,271	23,30,76,726
(b) Deferred Tax Liabilities (Net)		13,57,10,379	15,97,24,013
<b>3 CURRENT LIABILITIES</b>			
(a) Short-Term Borrowings	4	53,75,12,176	42,33,36,913
(b) Trade payables		28,24,12,630	33,07,70,570
(c) Other Current Liabilities	5	11,91,06,223	7,80,95,061
(d) Short-Term Provisions	6	2,60,26,605	1,45,04,678
<b>TOTAL</b>		<b>1,92,17,73,111</b>	1,90,13,83,958
<b>II ASSETS</b>			
<b>1 NON-CURRENT ASSETS</b>			
(a) Fixed Assets	7		
(i) Tangible Assets		78,40,64,411	85,60,75,456
(ii) Capital Work-in-Progress		1,37,045	42,55,262
(b) Non-Current Investments	8	3,18,26,600	3,18,26,600
(c) Long-Term Loans and Advances	9	43,02,964	1,62,56,096
(d) Other Non-Current Assets	10	5,91,78,064	6,83,36,834
<b>2 CURRENT ASSETS</b>			
(a) Inventories	11	76,28,71,114	60,08,95,262
(b) Trade Receivables	12	15,82,69,040	19,81,96,295
(c) Cash and Bank Balances	13	1,80,05,913	3,93,01,894
(d) Short-Term Loans and Advances	14	86,95,884	2,05,82,939
(e) Other Current Assets	15	9,44,22,076	6,56,57,320
<b>TOTAL</b>		<b>1,92,17,73,111</b>	1,90,13,83,958

SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES TO FINANCIAL STATEMENTS

Notes referred to above form an integral part of the Financial Statements

As per our attached report of even date

**For LODHA & COMPANY**

Chartered Accountants

**(A. M. HARIHARAN)**

Partner

(M. No. 38323)

(Firm No. 301051E)

Mumbai, 25th May, 2013

**RAHUL RAWAT**

Company Secretary

**K. K. PATODIA**

**NARAYAN PATODIA**

**RAJIV PATODIA**

**H. P. SIOTIA**

**V. K. GUPTA**

**P. P. DUNDH**

**D. K. PATEL**

**M. L. BAGARIA**

**A. R. GARDE**

Chairman and Managing Director (CEO)

Managing Director

Executive Director

Director

Director

Director

Director

Director

Mumbai, 25th May, 2013





## PROFIT AND LOSS ACCOUNT

For the year ended 31st March, 2013

	Note No.	For the Year ended 31st March, 2013 Amount in ₹	For the Year ended 31st March, 2012 Amount in ₹
<b>I REVENUE FROM OPERATIONS</b>	16	<b>2,83,04,36,720</b>	2,57,54,89,220
<b>II OTHER INCOME</b>	17	<b>51,90,600</b>	22,76,09,387
<b>III TOTAL REVENUE (I + II)</b>		<b><u>2,83,56,27,320</u></b>	<u>2,80,30,98,607</u>
<b>IV EXPENSES :</b>			
Cost of Materials Consumed	18	<b>1,13,53,59,937</b>	1,28,51,09,991
Purchase of Stock-in-Trade	19	<b>60,35,18,012</b>	43,65,14,061
Manufacturing and Operating Costs	20	<b>47,82,42,497</b>	42,35,82,661
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	21	<b>12,42,46,754</b>	9,75,55,871
Employee Benefits Expense	22	<b>19,52,36,394</b>	17,17,23,849
Finance Costs	23	<b>10,49,16,902</b>	12,11,21,514
Depreciation and Amortisation Expense		<b>9,94,58,515</b>	10,30,04,828
Amount Withdrawn from Revaluation Reserve		<b>(7,09,389)</b>	(27,52,932)
Other Expenses	24	<b>9,95,34,131</b>	9,31,56,258
<b>TOTAL EXPENSES</b>		<b><u>2,83,98,03,753</u></b>	<u>2,72,90,16,101</u>
<b>V PROFIT / (LOSS) FOR THE YEAR</b>		<b>(41,76,433)</b>	7,40,82,506
<b>VI PROFIT / (LOSS) FOR THE YEAR BEFORE TAX</b>			
<b>Tax Expenses</b>			
Provision for Taxation		<b>1,76,50,000</b>	1,54,85,000
Deferred Tax Asset		<b>(2,40,13,634)</b>	(2,20,56,005)
MAT Credit Entitlement		-	(27,13,000)
Prior Years' Tax Adjustment		<b>2,01,48,982</b>	-
<b>Net Tax Expenses</b>		<b><u>1,37,85,348</u></b>	<u>(92,84,005)</u>
<b>VII PROFIT / (LOSS) FOR THE YEAR AFTER TAX</b>		<b>(1,79,61,781)</b>	8,33,66,511
<b>VIII Earnings per Share (of the face value of Rs.10 per equity share)</b>			
<b>Basic and Diluted earnings per share</b>		<b>(2.05)</b>	9.53

SIGNIFICANT ACCOUNTING POLICIES AND  
OTHER NOTES TO FINANCIAL STATEMENTS

25 & 26

Notes referred to above form an integral  
part of the Financial Statements

As per our attached report of even date

**For LODHA & COMPANY**

Chartered Accountants

**(A. M. HARIHARAN)**

Partner

(M. No. 38323)

(Firm No. 301051E)

Mumbai, 25th May, 2013

**RAHUL RAWAT**

Company Secretary

**K. K. PATODIA**

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Mumbai, 25th May, 2013

## CASH FLOW STATEMENT

For the year ended 31st March, 2013

Amount in ₹

	For the Year ended 31st March, 2013	For the Year ended 31st March, 2012
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit / (Loss) before Tax	(41,76,433)	7,40,82,506
<b>Adjustments for:</b>		
- Depreciation	9,87,49,126	10,02,51,897
- Interest & Finance Charges paid	10,49,16,902	12,11,21,514
- (Profit)/Loss on Sale of Fixed Assets	32,345	(21,90,07,541)
- Dividend earned	(23,89,600)	(16,41,307)
- Provision for wealth-tax	1,80,700	1,88,856
<b>Operating Profit before working capital changes</b>	<b>19,73,13,040</b>	<b>7,49,95,925</b>
<b>Adjustments for:</b>		
- Decrease/(Increase) in Trade and other receivables	3,88,59,809	(13,75,43,824)
- Decrease/(Increase) in Inventories	(16,19,75,852)	16,85,93,251
- Increase/(Decrease) in Trade and other payables	1,11,37,329	9,14,52,210
Cash generated from operations	8,53,34,326	19,74,97,562
Direct Taxes paid	(1,29,42,803)	(70,27,606)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>7,23,91,523</b>	<b>19,04,69,956</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	(2,33,89,418)	(2,46,69,657)
Sale of Fixed Assets	27,820	26,65,15,254
Dividend received	23,89,600	16,41,307
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(2,09,71,998)</b>	<b>24,34,86,904</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
- (Repayment) of Long-Term Borrowings (Net)	(6,44,21,383)	(25,86,00,040)
- (Repayment) / Proceeds of Short-Term Borrowings (Net)	11,41,75,263	(5,19,80,545)
- Interest and Finance Charges	(10,49,16,902)	(12,11,21,514)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>(5,51,63,022)</b>	<b>(43,17,02,099)</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(37,43,497)</b>	<b>22,54,761</b>
Cash and cash equivalents (Opening)	50,26,606	27,71,845
Cash and cash equivalents (Closing)	12,83,109	50,26,606

Note:

- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on "Cash Flow Statement" issued by the Institute of Chartered Accountants of India.
- Previous year's figures have been regrouped / rearranged wherever necessary.

SIGNIFICANT ACCOUNTING POLICIES AND  
OTHER NOTES TO FINANCIAL STATEMENTS 25 & 26

Notes referred to above form an integral  
part of the Financial Statements

As per our attached report of even date

**For LODHA & COMPANY**

Chartered Accountants

**(A. M. HARIHARAN)**

Partner

(M. No. 38323)

(Firm No. 301051E)

Mumbai, 25th May, 2013

**RAHUL RAWAT**

Company Secretary

**K. K. PATODIA**

**NARAYAN PATODIA**

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Chairman and Managing Director (CEO)

Managing Director

Executive Director

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Director

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Director

Mumbai, 25th May, 2013



**NOTES TO FINANCIAL STATEMENTS**  
Forming Part of the Balance Sheet as at 31st March, 2013

<b>As at</b>	As at
<b>31st March, 2013</b>	31st March, 2012
<b>Amount in ₹</b>	Amount in ₹

**SHAREHOLDERS' FUND**

**NOTE - 1**

**SHARE CAPITAL**

<b>Share Capital</b>	<b>As at 31st March, 2013</b>		As at 31st March, 2012	
	<b>Number</b>	<b>Rs.</b>	Number	Rs.
<b>Authorised :</b>				
Equity Shares of Rs.10 each	<b>1,00,00,000</b>	<b>10,00,00,000</b>	1,00,00,000	10,00,00,000
Preference Shares of Rs.10 each	<b>3,00,00,000</b>	<b>30,00,00,000</b>	3,00,00,000	30,00,00,000
	<b>4,00,00,000</b>	<b>40,00,00,000</b>	4,00,00,000	40,00,00,000
<b>Issued, Subscribed and Paid-up :</b>				
Equity Shares of Rs. 10 each	<b>87,49,865</b>	<b>8,74,98,650</b>	87,49,865	8,74,98,650
Less : Allotment money receivable (Other than from directors)	-	<b>96,815</b>	-	96,815
	<b>87,49,865</b>	<b>8,74,01,835</b>	87,49,865	8,74,01,835

**Right of Equity Shareholders:**

Company has only one class of equity shares of par value Rs.10. The holder of this equity share is entitled to one vote per share. In the event of liquidation of the company the holder of equity share will be entitled to receive any of the remaining assets of the company after distribution of the preferential payments. However, no such preferential amounts exist currently. The distribution will be in proportion to the nos. of equity shares held by the shareholders.

**Reconciliation of Shares outstanding at the beginning and at the end of the year**

<b>Particulars</b>	<b>As at 31st March, 2013</b>		As at 31st March, 2012	
	<b>Number</b>	<b>Rs.</b>	Number	Rs.
Shares outstanding at the beginning of the year	87,49,865	8,74,98,650	87,49,865	8,74,98,650
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	87,49,865	8,74,98,650	87,49,865	8,74,98,650

Shareholders holding more than 5% Shareholding

<b>Name of Shareholder</b>	<b>As at 31st March, 2013</b>		As at 31st March, 2012	
	<b>No. of Shares held</b>	<b>% of Holding</b>	No. of Shares held	% of Holding
Patodia Syntex Limited	37,07,272	42.37	37,07,272	42.37
PBM Polytex Limited	22,31,980	25.51	17,94,490	20.51

**Note:**

**During previous five years, the company has not issued bonus shares/bought back shares/issued shares for consideration other than cash**

**NOTES TO FINANCIAL STATEMENTS**  
Forming Part of the Balance Sheet as at 31st March, 2013

	<b>As at 31st March, 2013</b>	<b>As at 31st March, 2012</b>
	<b>Amount in ₹</b>	<b>Amount in ₹</b>
<b>NOTE - 2</b>		
<b>RESERVES AND SURPLUS</b>		
a) Capital Reserve (Special Capital Incentive) As per last Balance Sheet	<b>40,00,000</b>	40,00,000
b) Capital Redemption Reserve As per last Balance Sheet	<b>32,75,10,000</b>	32,75,10,000
c) Securities Premium Account As per last Balance Sheet	<b>10,05,06,675</b>	10,05,06,675
d) Revaluation Reserve As per last Balance Sheet	<b>86,65,042</b>	1,14,33,893
Less : Adjustment on account of revalued assets sold Transferred to Profit and Loss Statement on account of depreciation on revalued amount	-	15,919
	<b>7,09,389</b>	27,52,932
	<b>7,09,389</b>	27,68,851
	<b>79,55,653</b>	86,65,042
e) Surplus		
Opening Balance	<b>13,37,92,445</b>	5,04,25,934
Add: Profit/(Loss) for the year	<b>(1,79,61,781)</b>	8,33,66,511
Closing Balance	<b>11,58,30,664</b>	13,37,92,445
	<b>55,58,02,992</b>	57,44,74,162

**NOTE - 3**  
**LONG TERM BORROWINGS**

<b>a) Secured Loans:</b>		
i) Term Loan from Financial Institutions	<b>47,00,000</b>	40,00,000
ii) Term Loans from Banks	<b>17,28,00,271</b>	22,87,76,726
<b>b) Unsecured Loans:</b>		
Promoter's Contribution	<b>3,00,000</b>	3,00,000
	<b>17,78,00,271</b>	23,30,76,726

**Notes:**

1) Term Loans in (a) (i) and (ii) above are secured by way of first mortgage on immovable properties of the Company, both present and future and a first charge by way of hypothecation of all movable properties of the Company (save and except book debts), both present and future, ranking pari passu inter se, and second charge created on some immovable properties at Kolhapur, subject to prior charges created in respect of borrowings from banks.

**2) Maturity Profile and Rate of interest on Loans are Set out below:**

	<b>Maturity Profile</b>			
	<b>2012-13</b>	<b>2013-14</b>	<b>2014-15</b>	<b>2015-17</b>
<b>Term Loans - From Financial Institutions</b>				
Carrying interest rate @3.50% below BPLR	1,91,27,657	40,00,000	-	-
Carrying interest rate @2.70% above LTMLR	-	-	47,00,000	-
<b>Term Loans - From Banks</b>				
Interest Rate @ 1.50% below BPLR	2,20,00,000	2,39,90,652	2,80,00,000	1,95,00,000
Interest Rate @ 3.50% above Base rate	1,20,00,000	1,59,92,077	2,40,00,000	5,36,55,654
Interest Rate @ 0.75% below BPLR	1,60,00,000	1,60,00,000	1,60,00,000	3,16,44,617
Total	5,00,00,000	5,59,82,729	6,80,00,000	10,48,00,271
Grand Total	6,91,27,657	5,99,82,729	7,27,00,000	10,48,00,271



**NOTES TO FINANCIAL STATEMENTS**  
Forming Part of the Balance Sheet as at 31st March, 2013

	<b>As at 31st March, 2013</b>	<b>As at 31st March, 2012</b>
	<b>Amount in ₹</b>	<b>Amount in ₹</b>
<b>CURRENT LIABILITIES</b>		
<b>NOTE - 4</b>		
<b>SHORT TERM BORROWINGS</b>		
a) Working Capital Facilities from Banks	<b>53,75,12,176</b>	42,33,36,913
	<b>53,75,12,176</b>	42,33,36,913
 Note: Working Capital Facilities and non-fund limits of Rs.149.22 lacs (Previous Year Rs.144.22 lacs) are secured by way of hypothecation of, both present and future, inventories and book debts as well as by way of mortgage of some immovable properties at Kolhapur and second charge created on Company's immovable and other movable assets.		
 Note: The above Working Capital Facilities carries interest @ 9.70% to 14.25% (Previous Year 12% to 17.5%)		
<b>NOTE - 5</b>		
<b>OTHER CURRENT LIABILITIES</b>		
a) Current Maturities of Long-Term Debts	<b>5,99,82,729</b>	6,91,27,657
b) Unclaimed Dividend	<b>1,06,804</b>	2,52,288
c) Other Liabilities:		
i) Statutory Dues	<b>36,29,705</b>	24,71,050
ii) Others	<b>29,64,465</b>	31,67,441
d) Interest accrued but not due on loans	<b>1,27,098</b>	87,442
e) Deposits and Credit balance of customers	<b>5,10,12,529</b>	23,77,020
f) Creditors for Capital Goods	<b>12,82,893</b>	6,12,163
	<b>11,91,06,223</b>	7,80,95,061
 <b>NOTE - 6</b>		
<b>SHORT-TERM PROVISIONS</b>		
a) <b>Provision for Employees Benefits:</b>		
i) Leave Entitlement	<b>74,97,734</b>	58,89,531
ii) Gratuity Payable	<b>1,61,67,319</b>	84,36,342
b) <b>Others:</b>		
Provision for Wealth Tax (Net of Taxes paid Rs.3,57,913; Previous Year Rs.1,79,125)	<b>1,80,717</b>	1,78,805
Provision for Income Tax (Net of Advance Taxes and TDS Rs.4,12,09,277; Previous Year Nil)	<b>21,80,835</b>	-
	<b>2,60,26,605</b>	1,45,04,678



**NOTES TO FINANCIAL STATEMENTS**  
Forming Part of the Balance Sheet as at 31st March, 2013

As at  
**31st March, 2013**      As at  
31st March, 2012  
Amount in ₹      Amount in ₹

**NOTE - 7**

**FIXED ASSETS**

(Amount in ₹)

PARTICULARS	GROSS BLOCK (At Book Value)				DEPRECIATION/AMORTISATION				NET BLOCK	
	As at 1-4-2012	Add./Adj. during the year	Ded./Adj. during the year	As at 31-03-2013	Upto 01-04-2012	During the year	Ded./Adj. during the year	Upto 31-03-2013	As at 31-03-2013	As at 31-03-2012
1	2	3	4	5	6	7	8	9	10	11
<b>(1) Tangible Assets</b>										
Land : Freehold	1,23,63,237	-	-	1,23,63,237	-	-	-	-	1,23,63,237	1,23,63,237
Land : Leasehold	2,00,67,012	-	-	2,00,67,012	19,17,875	2,09,294	-	21,27,169	1,79,39,843	1,81,49,137
Buildings	37,94,06,213	2,53,59,540	-	40,47,65,753	15,66,24,951	1,03,83,893	-	16,70,08,844	23,77,56,909	22,27,81,262
Plant & Equipment	1,58,41,39,538	3,89,024	-	1,58,45,28,562	1,03,31,66,604	8,14,38,244	-	1,11,46,04,848	46,99,23,714	55,09,72,934
Furniture & Fittings	2,91,60,218	4,07,389	60,016	2,95,07,591	2,34,84,368	10,50,457	44,771	2,44,90,054	50,17,537	56,75,850
Electrical Installations	11,64,55,155	87,373	1,94,662	11,63,47,866	7,58,98,318	51,25,958	1,49,742	8,08,74,534	3,54,73,332	4,05,56,837
Office Equipment	1,74,29,303	7,92,939	-	1,82,22,242	1,40,69,346	7,06,546	-	1,47,75,892	34,46,350	33,59,957
Vehicles	93,41,569	4,71,370	3,05,293	95,07,646	71,25,327	5,44,123	3,05,293	73,64,157	21,43,489	22,16,242
<b>Total of Tangible Assets</b>	<b>2,16,83,62,245</b>	<b>2,75,07,635</b>	<b>5,59,971</b>	<b>2,19,53,09,909</b>	<b>1,31,22,86,789</b>	<b>9,94,58,515</b>	<b>4,99,806</b>	<b>1,41,12,45,498</b>	<b>78,40,64,411</b>	<b>85,60,75,456</b>
<b>(2) Capital Work-in-Progress for Tangible Assets</b>										
									<b>1,37,045</b>	<b>42,55,262</b>
Previous Year	2,20,74,05,273	2,07,91,268	5,98,34,296	2,16,83,62,245	1,22,15,92,623	10,30,04,828	1,23,10,662	1,31,22,86,789	85,60,75,456	98,58,12,650

Note:

a) Capital Work-in-Progress comprises:

i) Building Under Constructions	<b>1,37,045</b>	31,61,323
ii) Pre-operative Expenses	-	10,93,939
	<b>1,37,045</b>	<b>42,55,262</b>

b) Leases in respect of land acquired from time to time are for 95 Years commencing from the Year 1989 to Year 2006.

c) Leasehold Land and Buildings include Rs.6,77,766; Previous Year Rs.6,77,766 and Rs.11,08,380; Previous Year Rs.11,08,380, respectively being cost of premises in a Co-operative Society held in the name of Managing Director on behalf of the Company.

d) Buildings include Rs.500; Previous Year Rs.500 being the value of ten Shares in a Co-operative Society.

**NOTE - 8**

**NON-CURRENT INVESTMENTS: INVESTMENTS (LONG TERM)**

a) <b>Trade: Quoted</b> 15,82,347 Equity Shares of Rs.10 each fully paid up in PBM Polytex Ltd. (At Cost)	<b>3,09,55,600</b>	3,09,55,600
b) <b>Non-Trade: Quoted</b> 10,720 Equity Shares of Rs.10 each fully paid up in IDBI Limited. (At Cost)	<b>8,71,000</b>	8,71,000
	<b>3,18,26,600</b>	<b>3,18,26,600</b>

Note: Aggregate Market value of quoted investments  
Rs.6,01,98,293 (Previous Year Rs.3,95,73,416)



**NOTES TO FINANCIAL STATEMENTS**  
Forming Part of the Balance Sheet as at 31st March, 2013

	<b>As at 31st March, 2013</b>	<b>As at 31st March, 2012</b>
	<b>Amount in ₹</b>	<b>Amount in ₹</b>
<b>NOTE - 9</b>		
<b>LONG-TERM LOANS AND ADVANCES</b>		
(Unsecured, Considered good) :		
a) Capital Advances	<b>23,52,964</b>	30,65,964
b) Advance Tax / Tax Deducted at Source [Net of Provisions for Taxation Rs.Nil (Previous Year Rs.5,85,02,495)]	-	1,11,40,132
c) Balance with Government Departments	<b>19,50,000</b>	20,50,000
	<b>43,02,964</b>	1,62,56,096
<b>NOTE - 10</b>		
<b>OTHER NON-CURRENT ASSETS</b>		
a) Security Deposits	<b>3,40,52,050</b>	3,14,96,820
b) Load Factor Incentives / Other Refund Receivable	<b>1,78,06,295</b>	1,78,06,295
c) MVAT Refund Receivable	<b>73,19,719</b>	73,19,719
d) MAT Credit Entitlement Receivable	-	1,17,14,000
	<b>5,91,78,064</b>	6,83,36,834
<b>CURRENT ASSETS</b>		
<b>NOTE - 11</b>		
<b>INVENTORIES*</b>		
(As taken, valued and certified by the management)		
a) Raw Materials	<b>54,12,12,214</b>	25,40,57,331
b) Stock-in-Process	<b>6,33,80,579</b>	7,69,26,542
c) Finished Goods (Including finished Goods-in-transit for exports Rs.48,92,756; Previous Year Rs.1,88,55,789)	<b>12,16,69,727</b>	22,35,31,122
d) Stores, Spares and Fuel	<b>2,23,37,710</b>	2,51,08,396
e) Packing Materials	<b>54,65,555</b>	36,27,146
f) Waste	<b>88,05,329</b>	1,76,44,725
	<b>76,28,71,114</b>	60,08,95,262

\* Valuation of Inventories : Refer Note 25(7) of Significant Accounting Policies

**NOTES TO FINANCIAL STATEMENTS**  
Forming Part of the Balance Sheet as at 31st March, 2013

	<b>As at</b>	<b>As at</b>
	<b>31st March, 2013</b>	<b>31st March, 2012</b>
	<b>Amount in ₹</b>	<b>Amount in ₹</b>
<b>NOTE - 12</b>		
<b>TRADE RECEIVABLES</b>		
(Secured, Considered Good)		
(i) Debts Outstanding for a period exceeding six months from the date they are due for payment	-	-
(ii) Others - Outstanding for the period less than six months from the date they are due for payment	<b>5,94,76,514</b>	11,04,09,923
(Unsecured, Considered Good)		
(i) Debts Outstanding for a period exceeding six months from the date they are due for payment	-	-
(ii) Others - Outstanding for the period less than six months from the date they are due for payment	<b>9,87,92,526</b>	8,77,86,372
	<b>15,82,69,040</b>	<b>19,81,96,295</b>
<b>NOTE - 13</b>		
<b>CASH AND BANK BALANCES</b>		
a) Cash and Cash Equivalents :		
i) Cash in hand	<b>3,15,740</b>	1,96,543
ii) Balances with Scheduled Banks in Current Account	<b>9,67,369</b>	48,30,063
b) Other Bank Balances :		
i) Unpaid Dividend Account	<b>1,06,804</b>	2,52,288
ii) Fixed Deposits with Banks	<b>1,66,16,000</b>	3,40,23,000
	<b>1,80,05,913</b>	3,93,01,894
Note: Fixed Deposit kept with banks as collateral security against their term loans		
<b>NOTE - 14</b>		
<b>SHORT-TERM LOANS AND ADVANCES</b>		
(Unsecured and Considered good unless otherwise stated)		
a) Advances to Suppliers	<b>86,54,322</b>	2,05,54,396
b) Balance with Government Authorities	<b>41,562</b>	28,543
	<b>86,95,884</b>	2,05,82,939
<b>NOTE - 15</b>		
<b>OTHER CURRENT ASSETS</b>		
a) Export Incentive Receivable	<b>3,63,83,086</b>	1,84,18,833
b) MVAT Refund Receivable	<b>2,80,99,887</b>	1,99,87,488
c) Interest Rebate Receivable	<b>1,20,58,087</b>	1,10,56,083
d) Interest and Other Income Receivable	<b>45,96,640</b>	44,83,553
e) Cenvat Credit Refund Receivable	<b>19,60,614</b>	44,84,245
f) Prepaid Expenses	<b>1,13,23,762</b>	72,27,118
	<b>9,44,22,076</b>	6,56,57,320



## NOTES TO FINANCIAL STATEMENTS

Forming Part of the Profit and Loss Account for the year ended 31st March, 2013

	For the year ended 31st March, 2013 Amount in ₹	For the year ended 31st March, 2012 Amount in ₹
<b>NOTE - 16</b>		
<b>REVENUE FROM OPERATION</b>		
<b>1. Sale of Products</b>		
a) Manufactured Goods	2,10,28,51,880	1,99,73,45,759
b) Traded Goods	62,65,95,353	44,38,44,001
<b>Total Sale</b>	<b>2,72,94,47,233</b>	<b>2,44,11,89,760</b>
<b>2. Other Operating Revenue</b>		
a) Export Incentives	7,82,92,232	9,65,94,037
b) Foreign Exchange Gain/(Loss) on Export Bills & Forward Contracts	(19,08,491)	1,26,62,001
c) Foreign Exchange Gain/(Loss) - (Others)	4,32,998	(32,38,674)
d) Job Work Processing Charges	2,22,58,555	2,56,85,506
e) Sale of Scrap	19,47,258	26,76,780
<b>Other Operating Revenue</b>	<b>10,10,22,552</b>	<b>13,43,79,650</b>
Less: Excise Duty on Scrap Sales	33,065	80,190
<b>Net Other Operating Revenue</b>	<b>10,09,89,487</b>	<b>13,42,99,460</b>
<b>Revenue from Operations</b>	<b>2,83,04,36,720</b>	<b>2,57,54,89,220</b>
<b>Manufactured Goods:</b>		
Yarn	1,87,57,46,342	1,76,54,87,739
Knitted Fabric	3,36,80,057	3,75,07,619
Cotton Waste	19,34,25,481	19,43,50,401
<b>Total Manufactured Goods</b>	<b>2,10,28,51,880</b>	<b>1,99,73,45,759</b>
<b>Traded Goods:</b>		
Yarn	61,70,75,998	36,25,15,686
Cotton	95,19,355	6,59,25,158
Cotton Waste	-	1,54,03,157
<b>Total Traded Goods</b>	<b>62,65,95,353</b>	<b>44,38,44,001</b>

## NOTE - 17

### OTHER INCOME

a) Dividend on Long Term Trade Investments	23,89,600	16,41,307
b) Profit on Sale of Fixed Assets	-	21,83,82,541
c) Lease Charges Received	18,13,500	21,51,000
d) Miscellaneous Income	9,87,500	54,34,539
	<b>51,90,600</b>	<b>22,76,09,387</b>

## NOTES TO FINANCIAL STATEMENTS

Forming Part of the Profit and Loss Account for the year ended 31st March, 2013

	<b>For the year ended 31st March, 2013</b>	<b>For the year ended 31st March, 2012</b>
	<b>Amount in ₹</b>	<b>Amount in ₹</b>
<b>NOTE - 18</b>		
<b>COST OF MATERIALS CONSUMED</b>		
Raw Materials Consumed		
Opening Stock	<b>25,40,57,331</b>	32,60,06,280
Add: Purchases	<b>1,42,99,26,783</b>	1,21,31,61,042
	<b>1,68,39,84,114</b>	1,53,91,67,322
Less: Sales	<b>74,11,963</b>	-
Less: Closing Stock	<b>54,12,12,214</b>	25,40,57,331
	<b>1,13,53,59,937</b>	1,28,51,09,991
<b>Raw Material:</b>		
a) Cotton	<b>1,08,77,42,824</b>	1,27,07,01,489
b) Yarn	<b>4,76,17,113</b>	1,44,08,502
	<b>1,13,53,59,937</b>	1,28,51,09,991
<b>NOTE - 19</b>		
<b>PURCHASE OF STOCK-IN-TRADE</b>		
a) Yarn	<b>59,46,48,264</b>	35,88,00,840
b) Cotton	<b>88,69,748</b>	6,41,54,589
c) Cotton Waste	-	1,35,58,632
	<b>60,35,18,012</b>	43,65,14,061
<b>NOTE - 20</b>		
<b>MANUFACTURING AND OPERATING COSTS</b>		
Stores and Spares Consumed	<b>4,01,34,791</b>	4,48,52,057
Packing Material Consumed	<b>3,13,66,776</b>	3,07,08,242
Power and Fuel	<b>32,17,81,658</b>	27,24,33,182
Freight and Forwarding	<b>7,75,99,155</b>	6,79,70,108
Repairs and Maintenance		
a) Plant and Machinery	<b>38,62,484</b>	41,96,493
b) Buildings	<b>34,97,633</b>	34,22,579
	<b>73,60,117</b>	76,19,072
	<b>47,82,42,497</b>	42,35,82,661
<b>NOTE - 21</b>		
<b>CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>		
Stock as at Close:		
a) Finished Goods	<b>12,16,69,727</b>	22,35,31,122
b) Stock-in-Process	<b>6,33,80,579</b>	7,69,26,542
c) Waste	<b>88,05,329</b>	1,76,44,725
	<b>19,38,55,635</b>	31,81,02,389
Less: Stock as at commencement:		
a) Finished Goods	<b>22,35,31,122</b>	32,89,17,048
b) Stock-in-Process	<b>7,69,26,542</b>	7,34,54,134
c) Waste	<b>1,76,44,725</b>	1,32,87,078
	<b>31,81,02,389</b>	41,56,58,260
	<b>12,42,46,754</b>	9,75,55,871





## NOTES TO FINANCIAL STATEMENTS

Forming Part of the Profit and Loss Account for the year ended 31st March, 2013

	For the year ended 31st March, 2013	For the year ended 31st March, 2012
	Amount in ₹	Amount in ₹
<b>NOTE - 22</b>		
<b>EMPLOYEES BENEFITS EXPENSE</b>		
Payments to and Provisions for Employees:		
a) Salary, Wages and Bonus	17,20,92,293	15,35,93,625
b) Contribution to Provident and other Funds	1,95,64,931	1,52,84,959
c) Welfare expenses	35,79,170	28,45,265
	<u>19,52,36,394</u>	<u>17,17,23,849</u>
<b>NOTE - 23</b>		
<b>FINANCE COSTS</b>		
a) Interest		
Interest on Loans	10,14,61,619	12,24,75,690
Less: Interest Received	(76,89,548)	(97,29,576)
	<u>9,37,72,071</u>	<u>11,27,46,114</u>
b) Finance Charges	1,11,44,831	83,75,400
	<u>10,49,16,902</u>	<u>12,11,21,514</u>
<b>NOTE - 24</b>		
<b>OTHER EXPENSES</b>		
Rent	27,62,993	28,08,643
Insurance	79,17,687	79,56,692
Rates and Taxes	22,02,553	21,89,753
Travelling and Conveyance	77,71,469	73,68,922
Brokerage and Commission on Sales	3,71,14,819	3,33,87,680
Directors' Sitting Fees	2,06,686	1,85,000
Repairs and Maintenance: Others	13,48,053	8,39,625
Auditors Remuneration*	5,32,024	5,24,614
Miscellaneous Expenses	3,96,77,847	3,78,95,329
	<u>9,95,34,131</u>	<u>9,31,56,258</u>
* Auditors Remuneration		
i) Statutory Auditor's Remuneration:		
Audit Fees	2,24,720	2,24,720
Tax Audit Fees	56,180	56,180
Certification Fees	98,315	96,513
	<u>3,79,215</u>	<u>3,77,413</u>
ii) Cost Auditor's Remuneration:		
Cost Audit Fees	1,12,360	1,12,360
Certification Fees	40,449	34,841
	<u>1,52,809</u>	<u>1,47,201</u>
Total Remuneration	<u>5,32,024</u>	<u>5,24,614</u>

## NOTES

Forming Part of the Financial Statements for the year ended 31st March, 2013

### NOTE - 25

#### SIGNIFICANT ACCOUNTING POLICIES :

1. **Basis of Accounting:**

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention (except for certain revalued fixed assets) on the accounting principles of a going concern and the Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties. GAAP comprises mandatory accounting standards issued by the Institute of Chartered Accountants of India ("ICAI"), the provisions of the Companies Act, 1956 and guidelines issued by the Securities and Exchange Board of India. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use.

2. **Revenue Recognition:**

Sale is recognised on the basis of date of dispatch / Bill of lading and as and when significant risks and rewards of ownership are transferred to the customers.

Sales include excise duty and freight, wherever applicable. Claims and Rebates are excluded therefrom.

3. **Use of Estimates:**

The presentation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP), requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent liabilities on the date of financial statements. Actual results may differ from these estimates. Any revision to accounting estimates is recognised prospectively.

4. **Fixed Assets:**

a) Buildings, Plant and Machinery and Electrical Installations acquired up to 31st March, 1993 were revalued on 1st April, 1993 and are stated at updated book value less depreciation. Other assets are stated at cost less accumulated depreciation.

b) Expenditure during construction period is included under Capital Work-in-Progress and the same is allocated to the respective Fixed Assets on the completion of its construction.

5. **Depreciation / Amortisation and Impairment Loss:**

a) Depreciation (including on revalued assets) is provided on Straight Line Method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956. Depreciation on the amounts capitalised during the year on account of foreign exchange fluctuation is provided prospectively over the residual life of the assets.

b) Leasehold premium is being amortised over the remaining period of lease after the commencement of production.

c) The Company assesses at each Balance Sheet date whether there is any indication that any asset may be impaired. If any such indication exists, the carrying value of such assets is reduced to its recoverable amount and the impairment loss is charged to Profit & Loss Account. If at the Balance Sheet date there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to that effect.

6. **Investments:**

Long-Term Investments are carried at cost and provision is made to recognize any decline, other than temporary, in the value of such Investments.

7. **Valuation of Inventories:**

a) Inventories are valued at the lower of the cost and net realisable value.

b) Cost of raw materials is determined on specific identification basis.

c) Cost of stores, spares, packing materials and fuel is determined on weighted average basis.

d) Finished goods and work-in-progress include conversion and other costs incurred in bringing the inventories to their present location and condition.



## NOTES

Forming Part of the Financial Statements for the year ended 31st March, 2013

### NOTE - 25 (contd.)

#### SIGNIFICANT ACCOUNTING POLICIES

##### 8. Employee benefits:

Employee Benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective trusts.

Gratuity liability under the Payment of Gratuity Act, 1972 is a defined benefit obligation and is provided for on the basis of the actuarial valuation made at the end of each financial year.

Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation.

Actuarial gains/losses are immediately taken to profit and loss account and are not deferred.

##### 9. Transaction of Foreign Currency Items:

Transaction in Foreign Currency is recorded at the rate of exchange in force at the date of transaction. Foreign Currency assets and liabilities are stated at the rate of exchange prevailing at the year end and resultant gains / losses are recognised in the Profit and Loss Account. Premium / Discount in respect of forward foreign exchange contracts is recognised over the life of the contracts.

##### 10. Government Grants:

Capital grants relating to specific assets are reduced from the gross value of the Fixed Assets and Capital grants for Project Capital Subsidy are credited to Capital Reserve. Other revenue grants are credited to Profit & Loss Account or deducted from the related expenses.

##### 11. Borrowing Costs:

Interest and other costs in connection with the borrowing of the funds to the extent related/attributed to the acquisition/construction of qualifying fixed assets are capitalised up to the date when such assets are ready for its intended use and other borrowing costs are charged to Profit & Loss Account.

##### 12. Taxation:

Provision for current tax is made on the basis of the estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961.

The deferred tax for timing differences between the book and tax profits for the year is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognised to the extent there is reasonable/virtual certainty that these would be realised in future and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

##### 13. Provisions, Contingent Liabilities and Contingent Assets:

A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation.

Contingent Liabilities in respect of show cause notices received are considered only when they are converted into demands. Contingent Liabilities under various fiscal laws include those in respect of which the Company/ Department is in appeal. Contingent liabilities are disclosed by way of notes to accounts.

Contingent assets are not recognised or disclosed in the financial statement.

## NOTES

Forming Part of the Accounts for the year ended 31st March, 2013

	As at	As at
<b>31st March, 2013</b>	<u>31st March, 2012</u>	<u>31st March, 2012</u>
<b>Amount in ₹</b>	<b>Amount in ₹</b>	<b>Amount in ₹</b>

### NOTE - 26

#### OTHER NOTES TO FINANCIAL STATEMENTS

1. **Contingent liabilities :**

Contingent liabilities not provided for in respect of :

- a) Amount outstanding in respect of Bills discounted under Export Letter of Credit (Since realised Rs.9,41,48,812; Previous Year Rs.10,32,93,234)
- b) Disputed Statutory claims / levies, including, those pending in court and other claims not acknowledged as debts (excluding interest where not ascertained / demanded) in respect of:

**14,13,83,289**      22,58,96,119

(Amount in ₹)

Sr. No.	Particulars	Current Year	Previous Year
a	Sales Tax	5,15,60,607	4,61,13,069
b	Income Tax	36,18,802	2,17,02,146
c	Excise Duty	14,11,79,111	14,11,79,111
d	Custom Duty	1,36,39,225	5,31,257

2. **Commitments:**

- a) Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances of Rs.23,52,964; Previous Year Rs.30,65,964)

**2,11,76,676**      3,14,83,676

- b) **Forex Derivative Instruments:**

Details of foreign currency balances hedged:

Particulars	Foreign Currency Denomination	Current Year		Previous Year	
		Foreign Currency	Indian Rupees	Foreign Currency	Indian Rupees
Assets (Trade Receivable)	USD	10,94,525	5,94,76,514	21,60,664	11,04,09,923

- c) **Other Significant Commitments:** Nil

3. a) The Company's case in the matter of Electricity Charges wrongly claimed by Maharashtra State Electricity Distribution Company Ltd. (MSEDCL) from November, 1998 to June, 2008 has been decided favourably by Maharashtra Electricity Regulatory Commission (MERC) and Appellate Tribunal, New Delhi. MSEDCL has filed an appeal before the Supreme Court.
- b) Similarly the High Court of Mumbai has in the matter of Electricity duty on Captive Power Generation has decided in Company's favour and the Government has filed an appeal before the Supreme Court.
- c) The Management foresees only a remote possibility of an outflow of/adjustments to the resources embodying economic benefits, in view of the expert legal opinion in the aforesaid matters obtained by the Company.



## NOTES

### Forming Part of the Accounts for the year ended 31st March, 2013

	<b>As at 31st March, 2013</b>	<b>As at 31st March, 2012</b>
	<b>Amount in ₹</b>	<b>Amount in ₹</b>
<b>NOTE - 26 (contd.)</b>		
4. Deferred Tax Liability / (Assets) at the year end comprises of timing differences on account of :		
Depreciation	<b>14,67,89,036</b>	16,59,34,293
Expenditure / Provisions allowable	<b>(1,10,78,657)</b>	(62,10,280)
Net Deferred Tax Liability	<b>13,57,10,379</b>	15,97,24,013
5. a) In the opinion of Board, the assets other than Fixed Assets and non-current Investment have a value Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance sheet. The provision for depreciation and other known liabilities is adequate and not in excess of what is required.		
b) The account of certain Trade Receivables Loans and Advances given / received. Trade Payables and Bank Accounts are, however, subject to formal confirmations and reconciliations, if any. The management, however, is confident that the impact whereof for the year on the financial statements will not be material.		
6. Buildings, Plant & Machinery and Electrical Installations were revalued as on 1st April, 1993 on the basis of reports of approved valuer on market value / replacement cost basis using standard indices after considering the obsolescence and age of individual assets. The revalued amounts (Net of withdrawals) remaining substituted for the historical cost in the gross block of fixed assets at the close of the year are :		
Buildings	<b>7,63,85,599</b>	7,63,85,599
Plant & Machinery	<b>10,58,09,548</b>	10,58,09,548
Electrical Installations	<b>1,29,99,743</b>	1,29,99,743
7. a) Loans & Advances include amount receivable from employees against interest free loan given to them in the ordinary course of business and as per rules of the Company. No repayment schedule or repayment is beyond seven years.	<b>12,92,414</b>	6,84,523
(Maximum amount due at any time during the year)	<b>14,17,530</b>	8,96,873
Number of Equity Shares of the Company held by such employees	<b>408</b>	408
8. Rates and Taxes (Note 24) include : Provision for Wealth Tax	<b>1,80,700</b>	1,88,856
9. a) Foreign Exchange difference (net) credited/(debited) to Profit and Loss Account	<b>(14,75,493)</b>	94,23,327
b) Foreign Exchange difference (net) in respect of Foreign Exchange contracts to be credited/(debited) to subsequent year's Profit and Loss Account.	<b>31,40,680</b>	60,46,630
c) Details of foreign currency balances not hedged:		
	<u>Current Year</u>	<u>Previous Year</u>
Particulars	Foreign Currency Denomi- nation	Foreign Currency Rupees
Advances to	USD	2,00,561
Vendors	EURO	26,31,750
	-	1,02,48,681
	2,824	38,538
	1,96,324	-



## NOTES

Forming Part of the Accounts for the year ended 31st March, 2013

### NOTE - 26 (contd.)

#### 10. Employee Benefits:

Defined Benefit Plans as per actuarial valuations as on 31.03.2013

Details of Gratuity plan are as follows:

Description	Amount in ₹	Amount in ₹
<b>1. Reconciliation of opening and closing balances of obligation</b>		
a. Obligation as at 01.04.2012	<b>3,90,82,015</b>	3,55,87,238
b. Current Service Cost	<b>37,64,555</b>	32,90,737
c. Interest Cost	<b>33,40,426</b>	29,90,421
d. Actuarial (Gain) / Loss	<b>36,01,470</b>	(15,63,284)
e. Benefits Paid	<b>(13,72,630)</b>	(12,23,097)
f. Obligation as at 31.03.2013	<b>4,84,15,836</b>	3,90,82,015
<b>2. Change in Plan Assets (Reconciliation of opening and closing balances)</b>		
a. Fair Value of plan assets as at 01.04.2012	<b>3,06,45,673</b>	3,10,23,000
b. Actual Company Contributions	-	-
c. Expected return on plan assets	<b>23,96,700</b>	24,34,900
d. Benefits Paid	<b>13,72,630</b>	12,23,097
e. Actuarial Gain / (Loss)	<b>5,78,774</b>	(16,13,961)
f. Fair Value of plan assets as at 31.03.2013	<b>3,22,48,517</b>	3,06,45,673
<b>3. Reconciliation of fair value of assets and obligations</b>		
a. Present value of obligation as at 31.03.2013	<b>4,84,15,836</b>	3,90,82,015
b. Fair Value of plan assets as on 31.03.2013	<b>3,22,48,517</b>	3,06,45,673
c. Net liability recognized in the Balance Sheet	<b>1,61,67,319</b>	84,36,342
<b>4. Expense recognized in the period</b>		
a. Current service cost	<b>37,64,555</b>	32,90,737
b. Interest cost	<b>33,40,426</b>	29,90,421
c. Expected return on plan assets	<b>23,96,700</b>	24,34,900
d. Actuarial (Gain) / Loss	<b>30,22,696</b>	50,677
e. Expense recognized till 31.03.2013	<b>77,30,977</b>	38,96,935
<b>5. Investment Details</b>		
The full amount has been invested in cash accumulation scheme of Insurer Managed Funds		
<b>6. Assumptions</b>	<b>31/03/2013</b>	31/03/2012
a. Discount rate (per annum)	<b>8.25%</b>	8.70%
b. Estimated rate of return on plan assets (per annum)	<b>8.00%</b>	8.00%
c. Rate of escalation in salary (per annum)	<b>5.00%</b>	5.00%



## NOTES

**Forming Part of the Accounts for the year ended 31st March, 2013**

### NOTE - 26 (contd.)

11. Related Party disclosures pursuant to Accounting Standard '18':

1. Name of the Parties:

(i) Key Management Personnel:

Shri Krishan Kumar Patodia (Chairman and Managing Director)

Shri Narayan Patodia (Managing Director)

Shri Rajiv Patodia (Executive Director)

(ii) Other Related Parties (Associates), where transactions have taken place during the year:

PBM Polytex Limited

Patodia Syntex Limited

Eurospin Industries Limited

2. Transactions with Related Parties :

(Amount in ₹)

Sr. No.	NAME OF PARTIES	2012-13	2011-12
<b>1</b>	<b>KEY MANAGERIAL PERSONNEL :</b>		
	<b>DIRECTORS REMUNERATION</b>		
	Shri Krishan Kumar Patodia	<b>46,58,745</b>	45,19,002
	Shri Narayan Patodia	<b>27,04,960</b>	23,10,382
	Shri Rajiv Patodia	<b>22,21,206</b>	22,27,757
<b>2</b>	<b>OTHER RELATED PARTIES (ASSOCIATES) :</b>		
	<b>PURCHASE OF GOODS &amp; MATERIAL</b>		
	PBM Polytex Ltd.	<b>5,15,47,603</b>	26,38,33,558
	<b>SALE OF GOODS AND MATERIAL</b>		
	PBM Polytex Ltd.	<b>21,053</b>	3,68,600
	Patodia Syntex Ltd.	<b>2,17,450</b>	1,19,669
	<b>DIVIDEND INCOME ON SHARES</b>		
	PBM Polytex Ltd.	<b>23,73,521</b>	15,82,347
	<b>PURCHASE OF FIXED ASSETS</b>		
	PBM Polytex Ltd.	-	41,00,000
	<b>RENT RECEIVED</b>		
	PBM Polytex Ltd.	<b>28,500</b>	36,000
	Eurospin Industries Ltd.	-	15,000
	<b>RENT PAID</b>		
	Patodia Syntex Ltd.	<b>2,28,000</b>	-
	<b>PRESSING CHARGES PAID</b>		
	Patodia Syntex Ltd.	<b>43,89,339</b>	40,42,897
	<b>JOB WORK CHARGES RECEIVED</b>		
	Patodia Syntex Ltd.	<b>5,50,597</b>	7,64,211
	<b>REIMBURSEMENT OF EXPENSES</b>		
	Eurospin Industries Ltd.	-	65,000

## NOTES

Forming Part of the Accounts for the year ended 31st March, 2013

### NOTE - 26 (contd.)

(Amount in ₹)

Sr. No	CLOSING BALANCE OF RELATED PARTIES	2012-13	2011-12
	<b>PAYABLE :</b>		
	PBM Polytex Ltd.	<b>1,177</b>	4,469
	Patodia Syntex Ltd.	<b>5,90,852</b>	3,80,464
	Patodia Syntex Ltd. (Promoter's Contribution)	<b>3,00,000</b>	3,00,000
	<b>RECEIVABLE :</b>		
	Patodia Syntex Ltd.	<b>27,844</b>	-
	<b>INVESTMENT :</b>		
	PBM Polytex Ltd.	<b>3,09,55,600</b>	3,09,55,600

Note : 1. Related party relationship is as identified by the Company and relied upon by the Auditors.

2. No amounts in respect of related parties have been written off/written back during the year, nor any provision has been made for doubtful debts/receivables.

12. In terms of Accounting Standard 17, the Company operates primarily only in one business segment Viz. Cotton yarn and has its production facilities and all other assets located in India. Sales comprises exports sales of Rs.1,79,08,80,296 (Previous year Rs.1,75,10,86,014) and Domestic sales of Rs.93,85,66,937 (Previous year Rs.69,01,03,746).

13. Earnings per share (EPS) is calculated as under:

	As at 31st March, 2013	As at 31st March, 2012
	Amount in ₹	Amount in ₹
Basic and Diluted EPS after Taxation		
Numerator:		
Net Profit after Taxation as disclosed in Profit & Loss account	<b>(1,79,61,781)</b>	8,33,66,511
Denominator:		
Average No. of Equity Shares outstanding during the year	<b>87,49,865</b>	87,49,865
Earnings Per Share (EPS)	<b>(2.05)</b>	9.53
The nominal value per Equity Share is Rs.10		

14. **Additional Information pursuant to Revised Schedule VI to the Companies Act,1956:**

	2012 - 13			2011 - 12		
	Percentage	Kgs.	Amount in ₹	Percentage	Kgs.	Amount in ₹
a) Consumption of Raw Material						
(Indigenous)						
Cotton	<b>76.76</b>	<b>87,36,779</b>	<b>87,14,54,667</b>	95.52	1,00,14,454	1,22,75,65,827
Cotton Yarn	<b>4.19</b>	<b>1,75,251</b>	<b>4,76,17,113</b>	1.12	53,205	1,44,08,502
(Imported)						
Cotton	<b>19.05</b>	<b>20,18,843</b>	<b>21,62,88,157</b>	3.36	4,13,236	4,31,35,662
Yarn	-	-	-	-	-	-
	<b>100.00</b>	<b>1,09,30,873</b>	<b>1,13,53,59,937</b>	100.00	1,04,80,895	1,28,51,09,991
b) Stores, Spares and Packing Material						
Consumed:						
Imported	<b>23.84</b>		<b>1,70,44,544</b>	24.18		1,82,69,178
Indigenous	<b>76.16</b>		<b>5,44,57,023</b>	75.82		5,72,91,121
	<b>100.00</b>		<b>7,15,01,567</b>	100.00		7,55,60,299



## NOTES

Forming Part of the Accounts for the year ended 31st March, 2013

### NOTE - 26 (contd.)

	2012 - 13	2011 - 12
	Amount in ₹	Amount in ₹
c) Value of Imports Calculated on CIF basis :		
Raw Materials	19,81,30,824	2,72,55,461
Components and spare parts	1,26,96,560	1,78,26,096
Capital Goods	-	67,17,226
	<b>21,08,27,384</b>	<b>5,17,98,783</b>
d) Earnings in Foreign Exchange :		
F.O.B. value of goods exported	1,74,56,28,917	1,72,90,93,171
e) Expenditure in Foreign Currency :		
Commission	3,08,47,309	2,72,00,526
Interest	4,38,883	-
Others	59,45,517	33,14,129
	<b>3,72,31,709</b>	<b>3,05,14,655</b>

15. Disclosure in accordance with Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:

(Amount in ₹)

Sr.No.	Particulars	2012-13	2011-12
a)	Principal amount remaining unpaid (not overdue)	20,05,377	18,33,806
b)	Interest paid in terms of Section 16	-	-
c)	Interest due and payable for the period of delay in payment	-	-
d)	Interest accrued and remaining unpaid	-	-
e)	Interest due and payable even in succeeding years	-	-

The Company has compiled the above information based on verbal/written confirmations from suppliers.

16. Previous years' figures have been regrouped / rearranged wherever necessary to conform with current year's presentation.

Signatures to Notes '1' to '26'

**RAHUL RAWAT**  
Company Secretary

**K. K. PATODIA**  
**NARAYAN PATODIA**  
**RAJIV PATODIA**  
**H. P. SIOTIA**  
**V. K. GUPTA**  
**P. P. DUNDH**  
**D. K. PATEL**  
**M. L. BAGARIA**  
**A. R. GARDE**

*Chairman and Managing Director (CEO)*  
*Managing Director*  
*Executive Director*  
*Director*  
*Director*  
*Director*  
*Director*  
*Director*

Mumbai, 25th May, 2013

Mumbai, 25th May, 2013

# PROXY

## EUROTEX INDUSTRIES AND EXPORTS LIMITED

**Regd. Office :** 809, Raheja Chambers, 8th Floor, 213, Nariman Point, Mumbai 400 021.

I/We . . . . .  
of . . . . . being  
a member/members of EUROTEX INDUSTRIES AND EXPORTS LIMITED hereby appoint . . . . .  
. . . . . of . . . . .  
or failing him . . . . . of . . . . .  
or failing . . . . . of . . . . .  
as my/our proxy to attend and vote for me/us and on my/our behalf at the 27th Annual General Meeting of the  
Company to be held on Saturday, 7th Day of September, 2013 at "The Residence", An Apartment Hotel, Saki Vihar  
Road, before Nitie, Powai, Mumbai 400 087 at 9.30 A. M. and at any adjournment thereof.

Signed this . . . . . day of . . . . . 2013

Folio / Client ID . . . . .

DP ID No. . . . .

No. of Shares held . . . . .

Affix  
Rupee One  
Revenue  
Stamp

Signature

### NOTE :

The Proxy must be deposited at the Registered Office of the Company at 809, Raheja Chambers, 8th Floor, 213, Nariman Point, Mumbai 400 021, not less than 48 hours before the time for holding the Meeting.

(TEAR HERE)

## EUROTEX INDUSTRIES AND EXPORTS LIMITED

**Regd. Office :** 809, Raheja Chambers, 8th Floor, 213, Nariman Point, Mumbai 400 021.

### ATTENDANCE SLIP

#### TO BE HANDED OVER AT THE ENTRANCE TO THE MEETING HALL

I hereby record my presence at the 27th Annual General Meeting of the Company held at "The Residence", An Apartment Hotel, Saki Vihar Road, before Nitie, Powai, Mumbai 400 087 on Saturday, the 7th Day of September, 2013 at 9.30 A.M.

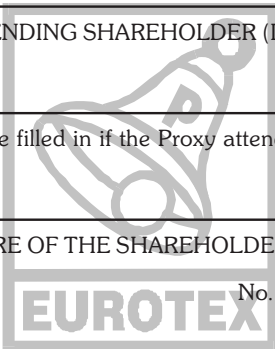
NAME OF THE ATTENDING SHAREHOLDER (IN BLOCK LETTERS)

NAME OF THE PROXY (To be filled in if the Proxy attends instead of the Shareholder)

SIGNATURE OF THE SHAREHOLDER / PROXY

Folio / Client ID \_\_\_\_\_ No. of Shares held \_\_\_\_\_

DP ID No. \_\_\_\_\_



### NOTE :

Shareholders/Proxyholders are requested to bring the Attendance Slips with them, duly completed when they come to the meeting and hand them over at the gate, affixing their signatures on them.



**BOOK-POST**



*If Undelivered, Please Return to:*

**EUROTEX INDUSTRIES AND EXPORTS LTD.**

**809, Raheja Chambers, 8th Floor,  
213, Nariman Point, Mumbai - 400 021.**