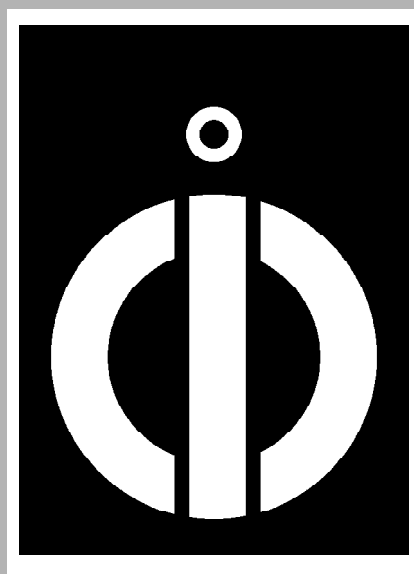


# **Omnitex Industries (India) Limited**



**27th ANNUAL REPORT 2012-2013**





## Omnitex Industries (India) Limited

|   |   |                                  |
|---|---|----------------------------------|
| <b>Board of Directors</b>                   | Mr. Amit R. Dalmia<br>Mr. Durgaprasad S. Sabnis<br>Mr. J. Ramakrishnan  | Chairman<br>Director<br>Director |
| <b>Auditors</b>                             | Tembey & Mhatre,<br>Chartered Accountants   |                                  |
| <b>Registrars &amp;<br/>Transfer Agents</b> | Adroit Corporate Services Pvt. Ltd.<br>17/20, Jaferbhoy Industrial Estate,<br>1st Floor, Makwana Road,<br>Marol Naka, Andheri (E),<br>Mumbai - 400 059. |                                  |
| <b>Registered Office</b>                    | 317, Tantia Jogani Industrial Premises,<br>3rd Floor, J. R. Boricha Marg,<br>Lower Parel, Mumbai - 400 011.   |                                  |

### 27<sup>th</sup> Annual General Meeting

Date : 29<sup>th</sup> August, 2013  
Day : Thursday  
Time : 10.00 a.m.  
Venue : "Hall of Quest",  
Nehru Planetarium, Nehru Centre,  
Dr. Annie Besant Road, Worli,  
Mumbai - 400 018.

**Members are requested to bring their copies of the Annual Report to the Annual General Meeting**



## Omnitex Industries (India) Limited

### NOTICE

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of **Omnitex Industries (India) Limited**, will be held on Thursday, the 29<sup>th</sup> August, 2013, at 10.00 a.m., at Hall of Quest, Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018, to transact the following business:

#### Ordinary Business

1. To receive, consider, and adopt the Audited Balance Sheet as at March 31, 2013 and the Profit and Loss Statement for the year ended on that date, and Reports of the Directors and Auditors thereon.
2. To appoint Mr. Amit R Dalmia as a Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To re-appoint auditors and to fix their remuneration.

#### Special Business

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

**"RESOLVED THAT** Pursuant to section 257 and all other applicable provisions, if any, of the Companies Act, 1956 Mr Durgaprasad S Sabnis, who was appointed as an Additional Director pursuant to the provisions of section 260 of the Companies Act, 1956 and who holds office up-to the date of this Annual General Meeting be and is hereby appointed as the Director of the Company subject to retirement by rotation under the provisions of the Articles of the Company."

By Order of the Board of Directors,

Place : Mumbai  
Date : 30<sup>th</sup> May, 2013

Amit R. Dalmia  
Chairman

#### Registered Office:

317, Tantia Jogani Industrial Premises,  
3rd Floor, J. R. Boricha Marg,  
Lower Parel, Mumbai - 400 011.

#### Notes:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. The instrument appointing a Proxy should be deposited at the Registered Office of the Company not less than 48 hours before commencement of the meeting.
3. The Register of Members and Share transfer Books of the Company will remain closed from 27<sup>th</sup> August, 2013 to 29<sup>th</sup> August, 2013 (both days inclusive)
4. Members / proxies should bring the attendance slip duly filled in for attending the meeting.
5. Members are requested to intimate the change of address, if any to the Registrar and Share Transfer Agents M/s. Adroit Corporate Services Private Limited, 17/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai - 400 059.
6. Members desiring any information with regard to accounts are requested to write to the Company at an

## 27th Annual Report 2012-2013

early date so as to enable the Management to keep the information ready.

7. The Members who wish to take advantage of the nomination facility, can obtain the prescribed nomination form, from the Company's Registrar and Transfer Agent.
8. Brief resume of Mr. Amit R. Dalmia and Mr. Durgaprasad S Sabnis is given in the Corporate Governance Report (Refer Item 15 of the report).

**By Order of the Board of Directors,**

Place : Mumbai  
Date : 30<sup>th</sup> May, 2013.

**Amit R. Dalmia**  
Chairman

**Registered Office:**

317, Tantia Jogani Industrial Premises,  
3rd Floor, J. R. Boricha Marg,  
Lower Parel, Mumbai - 400 011.

### **Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956**

**Item No 4**

The Board of Directors of the Company has appointed Mr. Durgaprasad S Sabnis, as additional Director, pursuant to the provisions of section 260 of the Companies Act, 1956 with effect from May 30, 2013.

In terms of the provisions of Section 260 of the Act, Mr. Durgaprasad S Sabnis would hold the office up-to the date of this Annual General Meeting of the Company.

The Company has received a Notice in writing from a member along with a deposit of Rs. 500/- proposing the candidature of Mr. Durgaprasad S Sabnis for the Office of Director of the Company under the provisions of Section 257 of the Act.

The Board commends the resolution for your approval

None of the Directors except Mr. Durgaprasad S. Sabnis are concerned or interested in the resolution.

**By Order of the Board of Directors,**

**Amit R. Dalmia**  
Chairman

Place : Mumbai  
Date : 30<sup>th</sup> May, 2013

**Registered Office:**

317, Tantia Jogani Industrial Premises,  
3rd Floor, J. R. Boricha Marg,  
Lower Parel, Mumbai-400 011.



## **DIRECTORS' REPORT**

**Dear Members,**

Your Directors have pleasure in presenting the 27<sup>th</sup> Annual Report together with the Audited Accounts of the Company for the year ended March 31, 2013.

### **1. FINANCIAL RESULTS**

|   | <b>2012-13</b><br><b>(Rs. in Lacs)</b> | 2011-12<br>(Rs. in Lacs) |
|---|--|--------------------------|
| Profit before Financial Charges, Depreciation and Taxes | <b>21.78</b>                           | 14.90                    |
| Less : Financial Charges                                | <b>0.15</b>                            | 0.29                     |
| Depreciation  | <b>6.00</b>                            | 5.91                     |
| Current Tax   | <b>4.47</b>                            | 3.00                     |
| Deferred Tax  | <b>(0.00)</b>                          | (2.53)                   |
| MAT Credit Entitlement                                  | <b>0.22</b>                            | 0.00                     |
| Net Profit after depreciation and tax                   | <b>10.94</b>                           | <b>8.23</b>              |
| Add : Loss brought down from earlier year               | <b>(81.90)</b>                         | (89.86)                  |
| Prior Period Adjustment for Taxes                       | <b>(0.00)</b>                          | (0.27)                   |
| Balance (Loss) carried to Balance Sheet                 | <b>(70.96)</b>                         | <b>(81.90)</b>           |

### **2. DIVIDEND**

In view of the accumulated losses, your Directors are not in a position to recommend any dividend for the year and regret the same.

### **3. REVIEW OF OPERATION**

During the year under review, your Company has earned a net profit of Rs. 10.94 lacs as against net profit of Rs. 8.23 lacs during the previous year.

### **4. JOINT VENTURE**

During the year under review, M/s. Strata Geosystems (India) Private Limited the Joint Venture Company has continued to make good progress and has achieved a turnover of over Rs. 62 Crores inspite of slow down in infrastructure sector and it's outlook is good.

### **5. DIRECTORS**

Mr. Amit R Dalmia will retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

Mr. Deepak Advani resigned as Director of the Company w.e.f. 30<sup>th</sup> May, 2013. Your Directors place on record their appreciation of the valuable services rendered by Mr. Deepak Advani during his tenure as Director.

Mr. Durgaprasad S Sabnis was appointed as an additional Director of the Company with effect from 30<sup>th</sup> May, 2013 and shall hold office up-to the date of the ensuing Annual General Meeting.

You are therefore requested to give your consent for the re-appointment of Mr. Amit R. Dalmia and for the appointment of Mr. Durgaprasad S. Sabnis as Directors of the Company.

**6. DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of provisions of Section 217(2AA) of the Companies Act, 1956, your Directors state :

- (i) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the company for the year ended on that date;
- (iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors have prepared the annual accounts on a going concern basis.

**7. INSURANCE**

All the properties of the Company including building, furniture, vehicles wherever necessary, and to the extent required, have been adequately insured.

**8. PARTICULARS OF EMPLOYEES**

As there were no employees drawing remuneration more than the limit prescribed under section 217 (2A) of the Companies Act, 1956, Companies (Particulars of Employees) Rules, 1975, as amended from time to time, statement under section 217(2A) is not annexed.

**9. PARTICULARS OF ENERGY CONSUMPTION, FOREIGN EXCHANGE EARNINGS AND OUTGOING**

Considering the present nature of activity, information as per Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988, is not applicable.

**FOREIGN EXCHANGE EARNINGS AND OUTGOING.**

Export during the year amounted to Rs. Nil (Previous year Nil). The outgo of foreign exchange amounted to Rs. Nil (Previous year Nil).

**10. AUDITORS**

M/s. Tembey & Mhatre, Chartered Accountants, present auditors of the Company, retires at the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment. Members are requested to consider their re-appointment and authorize the Board of Directors to fix their remuneration.

**11. SECRETARIAL COMPLIANCE CERTIFICATE**

Your Company has appointed CS Niraj Trivedi, Practicing Company Secretary to conduct Secretarial Audit of the Company in terms of section 383-A of the Companies Act, 1956. The Compliance Certificate for the financial year 2012-13 issued by him is attached hereto, and forming part of Director's Report.

**12. CORPORATE GOVERNANCE**

Your Company conforms to the norms of Corporate Governance as envisaged in the Companies Act, 1956 and in the Listing Agreement with the Stock Exchange. Necessary measures were taken during the year under report to implement the Code of Corporate Governance. A report of the Corporate Governance, along with the Certificate of Compliance from the Auditors forms part of this report.

**13. APPRECIATION**

The Board of Directors records its grateful thanks to all the stakeholders of the Company for their continued support and co-operation.

**On Behalf of the Board of Directors,**

Place : Mumbai  
Date : 30<sup>th</sup> May, 2013

**Amit R. Dalmia**  
Chairman



## **MANAGEMENT DISCUSSION AND ANALYSIS**

The Company's Balance Sheet is further strengthened by bringing down the brought forward losses to Rs. 70.96 lacs. During the year, the Company has improved its trading activities and is hopeful of further improvement and diversification.

### **INTERNAL CONTROL AND SYSTEMS**

The Company has adequate internal control procedures commensurate with its size and nature of business. These internal policies ensure efficient use and protection of assets and resources, compliance with policies, statutes and reliability as well as promptness of financial reports.

### **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

#### **Sales:**

Total income from operations was Rs. 50.49 lacs as against last year's figure of Rs. 39.98 lacs.

#### **Profit before Interest, Depreciation , Taxes and Impairment Loss on Fixed Assets:**

The Company has earned an Operational profit of Rs. 21.78 lacs, as against last year's figure of Rs. 14.90 lacs.

#### **Financial Charges:**

Financial Charges payment decreased to Rs. 0.15 lacs from Rs. 0.29 lacs.

#### **Net Profit:**

The Company has earned a net profit of Rs. 10.94 lacs as against Rs. 8.23 lacs during the previous year.

### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES**

The company has started recruiting employees with a view to support the expected increase in operations.

### **CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis may be "forward looking statements" and have been issued as required by applicable Securities Laws and Regulations. There are several factors which would be beyond the control of Management and as such, may affect the actual results which could be different from that envisaged.



## CORPORATE GOVERNANCE REPORT

### 1. Philosophy on Corporate Governance

The Board of Directors are the trustees to the interests of all the stakeholders of the Company, particularly the shareholders and your Board always believed that good corporate governance is critical to the success of the Company. Therefore, your Board continuously reviews the developments on good corporate governance to update its standards on an ongoing basis.

The key elements of corporate governance standards of your Company include:

- a) Adoption of effective measures to protect shareholders' rights
- b) Timely disclosure of quality information about Company's business and operations to improve transparency
- c) Implementation of quality board practices to increase the effectiveness of the Board

### 2. Board of Directors

Composition and Category of Board of Directors

The Board of Directors comprises of total 3 (three) directors as on 31st March 2013. All the Directors including Chairman are independent and non executive directors.

Four Board meetings were held in the year 2012-13 and the gap between two Board meetings did not exceed four months. The same were held on 30th May 2012, 14th August 2012, 8th November 2012, 12th February 2013.

Attendance of each Director at the Board Meetings and the last AGM, Number of Boards or Board Committees where the Director is a Member / Chairperson are as under:

| Name of the Director | Board Meetings Attended During 2012-2013 | Attendance at the Last AGM | No of other Directorships in Public Company | Member/Chairperson in No of Board Committees in other Companies as at the date of report |
|----------------------|--|----------------------------|---|--|
| Mr. Deepak Advani    | 4  | Yes                        | Nil   | -  |
| Mr. Amit R. Dalmia   | 4  | Yes                        | Nil   | -  |
| Mr. J. Ramakrishnan  | 4  | Yes                        | Nil   | -  |

### 3. Audit Committee

Terms of Reference :

- i. To oversee Company's financial reporting/financial information/financial statements.
- ii. To review with management the Annual Financial Statement before submission to Board, focusing primarily on changes in accounting policies and practices.
- iii. To look into compliance with Stock Exchange and legal requirements concerning financial statements
- iv. To review internal control systems.
- v. Recommending the appointment and removal of statutory auditors, fixation of audit fee and also approval for payment for any other services.
- vi. To discuss with the Auditors periodically about internal control system, the scope of audit including the observations of the Auditors and review periodical financial results before submission to the Board.



The composition of the Audit Committee is as under:

| <b>Name of the Member</b> | <b>Chairman / Member</b> | <b>No. of Meeting held</b> | <b>Meetings Attended During 2012-13</b> |
|---------------------------|--------------------------|----------------------------|---|
| Mr. J. Ramakrishnan       | Chairman                 | 4                          | 4                                       |
| Mr. Amit R. Dalmia        | Member                   | 4                          | 4                                       |
| Mr. Deepak Advani         | Member                   | 4                          | 4                                       |

During the year four Audit Committee Meetings were held on 30<sup>th</sup> May 2012, 14<sup>th</sup> August 2012, 8<sup>th</sup> November 2012, 12<sup>th</sup> February 2013.

#### **4. Remuneration Committee**

Since no remuneration other than sitting fees is being paid to any Directors and this being a non-mandatory requirement, the remuneration committee was not constituted.

There are no payments like stock options, pension etc. was made, to any Directors during the year.

#### **5. Shareholders Grievances Committee**

Two meetings of the Investors' Grievances Committee were held during the year. The meetings were held on 31<sup>st</sup> October, 2012 and 29<sup>th</sup> March, 2013.

The composition of the committee is as under:

| <b>Name of the Member</b> | <b>Chairman / Member</b> | <b>Number of Meetings attended</b> |
|---------------------------|--------------------------|------------------------------------|
| Mr. Deepak Advani         | Chairman                 | 2                                  |
| Mr. J. Ramakrishnan       | Member                   | 2                                  |

#### **Number of Shareholders complaints received during the year.**

During 2012-13 no complaints were received and no complaint was pending as on 31<sup>st</sup> March, 2013.

#### **6. Share Transfer System**

A Share Transfer Committee of the Company was constituted by the Board of Directors to specifically look into transfer / dematerialization of shares. Transfer of shares are processed and registered within the stipulated time, provided all the documents are valid and complete in all respect. As on 31<sup>st</sup> March 2013, no shares are pending for transfer for more than 15 days.

The Company has appointed M/s. Adroit Corporate Services Private Limited as its Registrar and Share Transfer Agent for both physical and demat segments w.e.f. 8<sup>th</sup> June, 2001.

#### **Compliance Officer**

The Company has appointed Mr. J Ramakrishnan as the Compliance Officer of the Company w.e.f 1<sup>st</sup> July, 2011

**7. General Body Meetings**

The details of Annual General Meetings held during the last three years are as under:

| <b>Year</b> | <b>Day &amp; Date of Meeting</b>       | <b>Time</b> | <b>Place</b>  |
|-------------|--|-------------|---|
| 2009-10     | Thursday 29 <sup>th</sup> July, 2010   | 10.00 a.m.  | 317, Tantia Jogani Industrial Premises, 3rd Floor, J. R. Boricha Marg, Lower Parel, Mumbai 400 011  |
| 2010-11     | Thursday 4 <sup>th</sup> August, 2011  | 10.00 a.m.  | 317, Tantia Jogani Industrial Premises, 3rd Floor, J. R. Boricha Marg, Lower Parel, Mumbai 400 011. |
| 2011-12     | Thursday 16 <sup>th</sup> August, 2012 | 10.00 a.m.  | "Hall of Quest", Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.   |

No Special resolution was passed in the Previous three Annual General Meetings.

**Postal Ballot**

During last year, the Company has not passed any Special Resolution by Postal Ballot. None of the business proposed to be transacted at the ensuing Annual General Meeting requires passing of special resolution by Postal Ballot.

**8. Disclosure**

1. Related Party Transactions:  
Refer to Point No. 5 of Note 3.2 to the Audited Financial Statement.
2. Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any authority on any matter related to capital market during last 3 years.  
There were no instances of non-compliance of any matter related to the capital markets during the last three years. No Penalties, strictures on the company by Stock Exchange, SEBI or any other Statutory Authorities.
3. Outstanding Listing Fees:  
Listing Fees for the year 2012-13 have already been paid to Bombay Stock Exchange where the Company's shares are listed.
9. Whistle blower policy being non mandatory the company has not adopted the same. No personnel has been denied access to the audit committee.
10. The company has complied with all the mandatory requirements of the clause 49 of the listing agreement. Regarding adoption of non mandatory requirements, the company will adopt the same over a period of time.

**11. Means of Communication**

The quarterly, half-yearly, nine monthly and yearly financial results of the Company are sent to the Stock Exchange immediately after they are approved by the Board. The Company published its un-audited / audited financial results in the following papers from each group:

| <b>English</b> | <b>Vernacular</b> |
|----------------|-------------------|
| The Asian Age  | Mumbai Laksadeep  |

The un-audited quarterly / half-yearly financial results were considered and approved by the Board of Directors and are filed with the Bombay Stock Exchange where the Company's shares are listed and are also updated on the Company website: [www.omnitex.com](http://www.omnitex.com)



## Omnitex Industries (India) Limited

A report on limited review of the financial results for all the quarters was obtained from the auditors of the Company and filed with the Bombay Stock Exchange where the Company's shares are listed.

No presentation was made to institutional investors or analysts.

### 12. Management Discussion and Analysis forms part of this Annual Report.

### 13. General Shareholder Information

**Annual General Meeting** Shall be held on Thursday the 29th August, 2013 at 10.00 a.m. at Hall of Quest, Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018

**Financial Calendar** 1<sup>st</sup> April to 31<sup>st</sup> March

**Date of Book Closure** 27<sup>th</sup> August, 2013 to 29<sup>th</sup> August, 2013

**Dividend Payment Date** Not Applicable

**Listing on Stock Exchanges** The Bombay Stock Exchange Limited, Mumbai

**Stock Code** 514324

**ISIN No. (for dematerialized shares)** **INE814D01010**

#### Market Price Data

| High and Low price of equity shares on The Stock Exchange, Mumbai |      |       |       |
|---|------|-------|-------|
| Month   | Year | High  | Low   |
| April   | 2012 | 8.65  | 5.29  |
| May   | 2012 | 6.68  | 4.78  |
| June  | 2012 | 12.70 | 7.01  |
| July  | 2012 | 13.67 | 12.05 |
| August  | 2012 | 19.33 | 13.90 |
| September   | 2012 | 22.35 | 19.70 |
| October   | 2012 | 21.10 | 17.15 |
| November  | 2012 | 16.85 | 11.25 |
| December  | 2012 | 15.05 | 12.40 |
| January   | 2013 | 18.70 | 13.50 |
| February  | 2013 | 15.50 | 14.35 |
| March   | 2013 | 14.07 | 9.62  |

#### Registrar and Transfer Agent

M/s. Adroit Corporate Services Pvt. Ltd.,  
17/20, Jaferbhoy Industrial Estate,  
1st Floor, Makwana Road,  
Marol Naka, Andheri (East), Mumbai - 400 059.  
Phone: 022-4227 0400 Fax: 2850 3748  
Contact Person: Mr. Surendra Gawade  
E-mail: info@adroitcorporate.com

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### Distribution of Shareholding as of 31st March, 2013

| No of Equity Shares Held | No of Shareholders | % of Shareholders | Total No of Shares held | % of Shares Held |
|--------------------------|--------------------|-------------------|-------------------------|------------------|
| Upto - 100               | 1,204              | 57.77             | 112,595                 | 2.68             |
| 101 - 500                | 651                | 31.24             | 181,334                 | 4.31             |
| 501 - 1,000              | 107                | 5.13              | 94,281                  | 2.24             |
| 1,001 - 2,000            | 48                 | 2.30              | 75,180                  | 1.79             |
| 2,001 - 3,000            | 30                 | 1.44              | 81,579                  | 1.94             |
| 3,001 - 4,000            | 5                  | 0.24              | 18,447                  | 0.44             |
| 4,001 - 5,000            | 4                  | 0.19              | 19,108                  | 0.45             |
| 5,001 - 10,000           | 10                 | 0.48              | 71,055                  | 1.69             |
| 10,001 - 20,000          | 7                  | 0.34              | 108,108                 | 2.57             |
| 20,001 - 50,000          | 6                  | 0.29              | 199,525                 | 4.75             |
| 50,001 & above           | 12                 | 0.58              | 3,242,888               | 77.14            |
| <b>Total</b>             | <b>2,084</b>       | <b>100.00</b>     | <b>4,204,100</b>        | <b>100.00</b>    |

### Categories of Shareholding as on 31st March, 2013

| Sr. No.  | Category                         | No of Shares Held | % to Total Shares |
|----------|----------------------------------|-------------------|-------------------|
| <b>A</b> | <b>Promoters Holding</b>         |                   |                   |
| 1        | a. Indian Promoter               | 743,670           | 17.69             |
|          | b. Foreign Promoter              | Nil               | Nil               |
| 2        | Persons acting in concert        | 1,425,793         | 33.91             |
|          | <b>Sub-total</b>                 | <b>2,169,463</b>  | <b>51.60</b>      |
| <b>B</b> | <b>Non-Promoter Holding</b>      |                   |                   |
| 3        | Institutional Investor           |                   |                   |
|          | a. Mutual Funds                  | 100               | -                 |
|          | b. Banks, Financial Institutions | 160,407           | 3.82              |
|          | c. FI                            | Nil               | Nil               |
|          | <b>Sub-total</b>                 | <b>160,507</b>    | <b>3.82</b>       |
| 4        | <b>Others</b>                    |                   |                   |
|          | a. Private Corporate Bodies      | 684,205           | 16.28             |
|          | b. Indian Public                 | 1,177,270         | 28.00             |
|          | c. NRIs/OCBs                     | 12,455            | 0.30              |
|          | d. Clearing Members              | 100               | -                 |
|          | e. Director                      | 100               | -                 |
|          | <b>Sub-total</b>                 | <b>1,874,130</b>  | <b>44.58</b>      |
|          | <b>Grand Total</b>               | <b>4,204,100</b>  | <b>100.00</b>     |



## Omnitex Industries (India) Limited

**Dematerialization of shares** 90.88% of shares (as at 31st March, 2013) have been dematerialized.  
**Details on use of public** No fund has been raised from  
**Funds obtained in the** public in the last three years.  
**last three years**  
**Liquidity** The shares of the Company are traded infrequently.  
**Plant Locations** No Plant

**Address for Correspondence** **Mr. J. Ramakrishnan (Compliance officer)**  
**Omnitex Industries (India) Limited,**  
 317-319, Tantia Jogani Industrial Premises,  
 3rd Floor, J. R. Boricha Marg,  
 Lower Parel, Mumbai - 400 011.  
 Phone: 40635100 • Fax: 40635199  
 E-mail: info@omnitex.com

**Insider Trading** In terms of SEBI (Prohibition of Insider Trading) Regulations, 1992 the Company has framed Code of Conduct for dealing in shares of the Company for observance by its Directors and other specified persons.

14. Outstanding ADR / GDR / warrants or any convertible instruments, conversion date and likely impact on Equity. - **Not applicable.**

15. **Brief Resume of Persons proposed to be re-appointed/appointed as Director of the Company at the Annual General Meeting.**

| Name of the Director | Date of Birth | Date of Appointment | Expertise in Specific functional areas   | Qualifications   | Directorship held in other Public Companies |
|----------------------|---------------|---------------------|--|--|---|
| Amit R. Dalmia       | 21-08-1977    | 29-06-2009          | Mr. Amit R. Dalmia has done B. Sc. Economics (B.B.A) from the Wharton School, University of Pennsylvania with specialization in Entrepreneurial Management and Finance. His strength lies in the Application of Information Technology to Business Processes   | B.Sc Economics (B.B.A) from the Wharton School, University of Pennsylvania with specialization in Entrepreneurial Management and Finance | NIL   |
| Durgaprasad S Sabnis | 14-11-1981    | 30-05-2013          | Mr. Durgaprasad S Sabnis has in the past worked with a leading full service law firm based in Mumbai for a year and gained valuable experience. He is presently pursuing his independent practice and has diverse experience in advising clients in fields of Dispute Resolution, Real Estate and Corporate and Commercial Law. He advises several corporate clients in transactional matters and represents them in various Courts. | B.L.S, Govt Law College, Mumbai University<br><br>LL.B, Govt Law College, Bombay University<br><br>Solicitor, Supreme Court of India     | NIL   |

None of the above Directors hold any shares in the company.

**On Behalf of the Board of Directors**

Place : Mumbai  
 Dated : 30<sup>th</sup> May, 2013

**Amit R. Dalmia**  
 Chairman

**CERTIFICATION BY CHAIRMAN**

I, Amit Dalmia, Chairman, of Omnitex Industries (India) Limited (the Company), hereby certify to the Board that:

- (a) I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements 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) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I am responsible for establishing and maintaining internal controls for financial reporting in the Company and I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. I have disclosed to the Auditors and the 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 to the Auditors and the Audit committee
  - (i) Significant changes in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which I 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
- (e) I affirm that I have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct, if any)
- (f) I further declare that all Board members and Senior Management have affirmed compliance with the code of conduct for the current year.

Place : Mumbai  
Dated : 30<sup>th</sup> May, 2013

**Amit R. Dalmia**  
Chairman

**Declaration on Code of Conduct by Director**

1<sup>st</sup> April, 2013

To,

The Board of Directors,  
**Omnitex Industries (India) Limited,**  
317-319, Tantia Jogani Industrial Premises,  
3rd Floor, J. R. Boricha Marg,  
Lower Parel, Mumbai - 400 011.

Dear Sirs,

I hereby confirm and declare that all the Directors of the Company, as defined in the Code of Conduct of the Company, have submitted annual declarations for the year ended 31st March, 2013 confirming their compliance of the same.

Thanking you,

Yours faithfully,

For **Omnitex Industries (India) Ltd**

**Amit R. Dalmia**  
Chairman



## Omnitex Industries (India) Limited

### **Auditor's Certificate on compliance of conditions of Corporate Governance under Clause 49 of the Listing Agreement.**

To  
The Members,  
**Omnitex Industries (India) Limited,**

We have examined the compliance of conditions of Corporate Governance by Omnitex Industries (India) Limited, for the year ended on 31st March, 2013 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange.

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

We state that in respect of investor grievances received during the year ended 31st March, 2013 no investor grievances are pending against the Company exceeding one month as per records maintained by the Company and as per certificates issued by the Registrar which are presented to the Shareholders / Investors Grievance Committee.

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 Tembey & Mhatre,**  
Chartered Accountants  
(Registration No. 116359W)

**Shrikant B. Tembey**  
Partner  
Membership No. 33787

Place : Mumbai  
Dated : 30<sup>th</sup> May, 2013



**COMPLIANCE CERTIFICATE**

To,  
The Members,  
**OMNITEX INDUSTRIES (INDIA) LIMITED**  
Mumbai.

**CIN No. L17100MH1987PLC042391**

We have examined the registers, records, books and papers of **M/s. OMNITEX INDUSTRIES (INDIA) LIMITED** ("the Company") as required to be maintained under the Companies Act, 1956, ("the Act") and the Rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the Financial Year ended on **31st March 2013**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has maintained all registers as stated in **Annexure "A"** to this certificate, as per the provision of the Act and the Rules made there under and the same have been properly recorded.
2. The Company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies or other authorities within the time prescribed under the Act and the Rules made there.
3. The Company being a Public Limited Company, the comments on Paid up capital and minimum number of Members are not required.
4. The Board of Directors duly met **04 (Four)** times respectively on **30.05.2012, 14.08.2012, 08.11.2012** and **12.02.2013** in respect of which meeting's notices were given and the proceedings have been recorded and signed in the Minutes Book maintained for the purpose. **No Circular** resolution was passed during the financial year.
5. The Company has closed its Register of Members from **14.08.2012 to 16.08.2012** (both days inclusive) during the financial year and necessary compliance under section 154 of the Companies Act has been fulfilled.
6. The Annual General Meeting for the financial year ended on **31st March, 2012** was held on **16th August, 2012** after giving due notice to the members of the Company.
7. **No** Extraordinary General Meeting was held during the financial year.
8. The Company has not advanced any loan to its directors or persons or firm or companies referred to under Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company was not required to make any entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, hence, the Company need not to obtain any approvals from the Board of Directors, Members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company has :
  - (i) delivered all the Certificates on lodgment thereof for transfer/ transmission or any other purpose in accordance with the provision of the Act.
  - (ii) not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
  - (iii) not required to post warrants to any members of the company as no dividend was declared during the financial year.
  - (iv) transferred the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund. **Not Applicable.**
  - (v) duly complied with the requirements of section 217 of the Act



## Omnitex Industries (India) Limited

14. The Board of Directors of the company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year
15. The Company has not appointed any Managing Director/ Whole Time Director/ Manager during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities under the various provisions of the Act and rule made there under.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provision of Section 299 of the Act and the rules made there under.
19. The Company **has not issued** any shares, debentures or other securities during the financial year.
20. The Company **has not** bought back any shares during the financial year.
21. There **was no redemption** of preference shares or debentures during the financial year.
22. There **were no transactions** necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/ accepted any deposits including any unsecured loan falling within the purview of section 58A during the financial year.
24. The Company has not made any borrowing during the financial year ended 31st March, 2013.
25. The Company has made investments in and given guarantee or provided securities to other bodies corporate in compliance with the provision of the Act and consequence entries have been made in the registers kept for the purpose.
26. The Company **has not altered** the provisions of the Memorandum with respect to situation of the Company's Registered Office from one state to another during the year under scrutiny.
27. The Company **has not altered** the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company **has not altered** the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company **has not altered** the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company **has not altered** its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the company and no fines or penalties or any other punishment was imposed on the company during the financial year, for the offences under the Act.
32. The Company **has not received** any money as security from its employees during the Financial Year.
33. The Company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to section 418 of the Act. **Not Applicable**

Place : Vadodara  
Date : 30<sup>th</sup> May, 2013

Sd/-  
Name of Company Secretary : **NIRAJ TRIVEDI**  
C. P. No.: 3123.

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### ANNEXURE A

**Particulars of Registers maintained by the Company under the Companies Act, 1956.**

| Sr. No. | Particulars   |
|---------|---|
| 1.      | Register of Members and Shares Transfer   |
| 2.      | Copies of Annual Returns under Section 159.   |
| 3.      | Minutes Books for minutes of meetings of the Board of Directors and Members.                      |
| 4.      | Register of Directors, Managing Director, Manager and Company Secretary under Section 303.        |
| 5.      | Records pertaining to Directors' Attendance attending their meetings.                             |
| 6.      | Register of Fixed Assets.   |
| 7.      | Register of Investments, or loans made, guarantee given or securities provided under Section 372A |
| 8.      | Register of Proxy   |
| 9.      | Register of Charges and creating of charge.   |
| 10.     | Register of Particulars of contract in which Directors are interested.                            |
| 11.     | Register of Duplicate Shares issued   |
| 12.     | Register of Director's share holding under section 307.   |

Vadodara,  
30<sup>th</sup> May, 2013

### ANNEXURE B

**Particulars of Forms and Returns as filed by the Company with the office of Registrar of Companies or Other authorities during the financial year ended on 31/03/2013.**

| Sr. No. | Form No./ Return        | Filed under relevant Section of the Act. | Particulars   | Date of filing | Whether filed within the prescribed time<br>Yes / No. | If delay in filing whether requisite additional fee paid<br>Yes / N. A. |
|---------|-------------------------|--|---|----------------|---|---|
| 1       | Annual Return           | 159                                      | Annual General Meeting for the financial year ended 31.03.2012        | 15.10.2012     | Yes   | Not Applicable  |
| 2       | Annual Accounts         | 220 (1)                                  | Financial year ended on 31 <sup>st</sup> March, 2012 (In XBRL Format) | 14.01.2013     | Yes   | Not Applicable  |
| 3       | Compliance Certificates | 383A                                     | Financial Year ended on 31 <sup>st</sup> March, 2012.                 | 17.08.2012     | Yes   | Not Applicable  |
| 4       | Form 32                 | 303                                      | Change in Directorship of Director                                    | 05.09.2012     | Yes   | Not Applicable  |
| 5       | Form 23 B               | 224 (1)                                  | Intimation by Auditor to ROC  | 04.09.2012     | Yes   | Not Applicable  |

Vadodara,  
30<sup>th</sup> May, 2013



## **INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS**

To,

The Members,

**OMNITEX INDUSTRIES (INDIA) LIMITED**

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

We have audited the accompanying financial statements of **OMNITEX INDUSTRIES (INDIA) LIMITED** which comprise the Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss and the Cash Flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the 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. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, 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 ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation & 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 the 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 aforesaid financial statements give the information required by the Companies Act, 1956 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 31st 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 (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.

## 27th Annual Report 2012-2013

2. As required by Section 227(3) of the Act, we report that:
- (i) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (ii) in our opinion, proper books of account as required by Law have been kept by the Company so far as appears from our examination of the books;
  - (iii) the Balance Sheet, Profit and Loss Statement and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
  - (iv) in our opinion and to the best of our information and according to explanations given to us, the Balance Sheet, Profit and Loss Statement and the Cash Flow Statement the cash flow statement comply with the Accounting Standards referred to in sub-section(3C) of section 211 of the Companies Act, 1956;
  - (v) on the basis of written representations received from the directors as on 31st March, 2013, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
  - (vi) since the Central Government has not issued any notification as to the rate at which the cess is to be paid under Section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the maneer in which such cess is to be paid, no cess is due and payable by the Company.

For **Tembey & Mhatre**  
F.R. No. 116359W  
Chartered Accountants

**(Shrikant B. Tembey)**  
Partner  
M. No. 33787

Place : Mumbai  
Dated : 30th May, 2013



**Annexure to the Auditors' Report  
Re: OMNITEX INDUSTRIES (INDIA) LIMITED**

**(Referred to in paragraph 1 of our Report of even date)**

- (1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) We are informed that, the fixed assets of the company have been physically verified by the management at reasonable intervals. No material discrepancies were stated to have been noticed on such verification.  
(c) There has not been significant disposal of fixed assets during the year which has affected the going concern.
- (2) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of the verification is reasonable.  
(b) The procedures for physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.  
(c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stock and books records were not material.
- (3) The Company has neither taken nor granted any loans, secured or unsecured to Companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Hence, the provisions of clause 4(iii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (5) (a) According to the information and explanations given to us, we are of the opinion that the particulars of all contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.  
(b) According to the information and explanations given to us, we are of the opinion that each of these transactions have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (6) The Company has not accepted any deposit from public.
- (7) The Company has an internal audit system commensurate with its size and nature of its business.
- (8) The Central Government has not prescribed maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956, for Companies carrying on the type of business carried on by the Company.
- (9) (a) According to the records of the Company, and on the basis of our examination of the books of accounts, the company is generally regular in depositing with the appropriate authorities statutory dues including Provident Fund, Employees' State Insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and any other material statutory dues applicable to it.  
(b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of income tax, wealth tax, sales tax, service tax, customs duty, excise duty, cess or any other material statutory dues which were in arrears, as at 31st March 2013 for a period of more than six months from the date they became payable.  
(c) According to the information and explanations given to us, there were no disputed dues of the Company on account of sales tax, income tax, custom duty, wealth tax, service tax, excise duty and cess which have not been deposited, except to the extent of the following:

## 27th Annual Report 2012-2013

| Name of the Statute         | Nature of the Dues  | Amount (in Rs.) | Period to which the amount relates | Forum where dispute is pending     |
|-----------------------------|---|-----------------|------------------------------------|------------------------------------|
| The Central Excise Act 1944 | Demand on account of cenvat credit availed on certain fixed assets which were disposed off during F.Y 2005-06 | 877,243         | 01.04.2005 to 31.03.2006           | The High Court Gujarat, Ahmedabad. |
| The Central Excise Act 1944 | Penalty   | 877,243         | 01.04.2005 to 31.03.2006           | The High Court Gujarat, Ahmedabad. |

- (10) The company's accumulated losses at the end of the financial year are less than fifty per cent of its net worth. Further, the company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (11) In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of dues to a bank or financial institution.
- (12) The company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or other securities.
- (13) In our opinion, the company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (14) The Company is not dealing or trading in shares, securities, debentures and other investments. Therefore, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (15) According to the information and explanation given to us, the Company has issued a corporate guarantee for loans taken by a joint venture company from bank. In our opinion, the terms and conditions of the said guarantee are not prima facie prejudicial to the interest of the company. *Reference is invited to sub notes 1 & 2 of note no. 3.2.*
- (16) According to the information and explanation given to us, the term loans have been applied for the purpose for which they have been raised.
- (17) According to the information and explanation given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investments.
- (18) The Company has not made preferential allotment of equity shares during the year to parties covered in the register maintained under section 301 of the Act.
- (19) The Company has not issued any debentures during the year. Hence, the provisions of clause 4(xix) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (20) The Company has not raised any money during the year by way of public issue. Hence, the provisions of clause 4(xx) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (21) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For Tembey & Mhatre,**  
F. R. No. 116359W  
Chartered Accountants

**(Shrikant B. Tembey)**  
Partner  
Membership No.: 33787

Place : Mumbai  
Date : 30<sup>th</sup> May, 2013



## Omnitex Industries (India) Limited

### BALANCE SHEET AS AT 31ST MARCH, 2013

|  | Note | As at<br>31st March 2013<br>Rupees | As at<br>31st March 2012<br>Rupees |
|--|------|------------------------------------|------------------------------------|
| <b>I. EQUITY AND LIABILITIES :</b>                   |      |                                    |                                    |
| <b>(1) Shareholders Funds :</b>                      |      |                                    |                                    |
| (a) Share Capital                                    | 1.1  | 42,310,000                         | 42,310,000                         |
| (b) Reserves and Surplus                             | 1.2  | 17,152,377                         | 16,057,528                         |
| <b>(2) Share Application Money Pending Allotment</b> |      |                                    |                                    |
|  |      | -                                  | -                                  |
| <b>(3) Non-current Liabilities</b>                   |      |                                    |                                    |
| (a) Long-term Borrowings                             | 1.3  | -                                  | 65,791                             |
| (b) Deferred Tax Liabilities (Net)                   | 1.4  | -                                  | -                                  |
| (c) Other Long-term Liabilities                      |      | -                                  | -                                  |
| (d) Long-term Provisions                             |      | -                                  | -                                  |
| <b>Current Liabilities</b>                           |      |                                    |                                    |
| (a) Short-Term Borrowings                            |      | -                                  | -                                  |
| (b) Trade Payables                                   | 1.5  | 105,949                            | 165,349                            |
| (c) Other Current Liabilities                        | 1.6  | 75,609                             | 156,294                            |
| (d) Short-Term Provisions                            | 1.7  | 544,730                            | 246,743                            |
| <b>TOTAL :</b>                                       |      | <b>60,188,665</b>                  | <b>59,001,705</b>                  |
| <b>II. ASSETS</b>                                    |      |                                    |                                    |
| <b>(1) Non-current Assets</b>                        |      |                                    |                                    |
| (a) Fixed Assets                                     | 1.8  |                                    |                                    |
| (i) Tangible Assets                                  |      | 22,872,809                         | 23,472,869                         |
| (ii) Intangible Assets                               |      | -                                  | -                                  |
| (iii) Capital Work-in-Progress                       |      | -                                  | -                                  |
| (iv) Intangible Assets under Development             |      | -                                  | -                                  |
| (b) Non-Current Investments                          | 1.9  | 29,330,880                         | 29,330,880                         |
| (c) Deferred Tax Assets (Net)                        |      | -                                  | -                                  |
| (d) Long Term Loans and Advances                     | 1.10 | 2,470,626                          | 2,641,617                          |
| (e) Other Non-current Assets                         | 1.11 | 11,353                             | 9,790                              |
| <b>(2) Current Assets</b>                            |      |                                    |                                    |
| (a) Current Investments                              |      | -                                  | -                                  |
| (b) Inventories                                      |      | -                                  | -                                  |
| (c) Trade Receivables                                |      | -                                  | -                                  |
| (d) Cash and Cash Equivalents                        | 1.12 | 589,843                            | 1,001,731                          |
| (e) Short Term Loans and Advances                    | 1.13 | 4,818,185                          | 2,297,534                          |
| (f) Other Current Assets                             | 1.14 | 94,969                             | 247,284                            |
| <b>TOTAL :</b>                                       |      | <b>60,188,665</b>                  | <b>59,001,705</b>                  |
| SIGNIFICANT ACCOUNTING POLICIES                      | 3.1  |                                    |                                    |
| NOTES ON ACCOUNTS                                    | 3.2  |                                    |                                    |

As per our report of even date

**Tembey & Mhatre**  
Chartered Accountants  
FR. No. 116359W

**(Shrikant B. Tembey)**  
Partner  
M. No. 33787

Place : Mumbai  
Dated: 30<sup>th</sup> May, 2013

For and on behalf of Board of Directors

**Amit R Dalmia**  
Chairman

**Durgaprasad S Sabnis**  
Director

**J. Ramakrishnan**  
Director



## 27th Annual Report 2012-2013

### PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2013

|   | Note | For the year ended<br>31st March 2013<br>Rupees | For the year ended<br>31st March 2012<br>Rupees |
|---|------|---|---|
| <b>Revenue</b>  |      |   |   |
| Revenues from Operations  | 2.1  | 5,048,984                                       | 3,998,046                                       |
| Other Income  | 2.2  | 2,952,787                                       | 2,401,501                                       |
| <b>Total Revenue</b>  |      | <b>8,001,771</b>                                | <b>6,399,547</b>                                |
| <b>Expenses</b>   |      |   |   |
| Cost of Material Consumed   |      | -   | -   |
| Purchase of Stock in Trade  |      | 5,019,975                                       | 3,977,328                                       |
| Change in Inventories of Finished Goods, Work-in-progress and Stock-In-Trade  |      | -   | -   |
| Employee Benefit Expenses   | 2.3  | 132,500   | 90,000  |
| Finance Cost  | 2.4  | 14,945  | 29,148  |
| Depreciation and Amortisation Expenses  | 1.8  | 600,060   | 591,113   |
| Other Expenses  | 2.5  | 670,464   | 842,146   |
| <b>Total Expenses</b>   |      | <b>6,437,944</b>                                | <b>5,529,735</b>                                |
| <b>Profit Before Exceptional and Extra-ordinary Items and Tax</b>             |      | <b>1,563,827</b>                                | <b>869,812</b>                                  |
| Exceptional Items   |      | -   | -   |
| <b>Profit Before Extra-ordinary Items and Tax</b>                             |      | <b>1,563,827</b>                                | <b>869,812</b>                                  |
| Extra-ordinary items  |      | -   | -   |
| <b>Profit Before Tax</b>  |      | <b>1,563,827</b>                                | <b>869,812</b>                                  |
| <b>Tax Expenses</b>   |      |   |   |
| (a) Current Tax   |      | 447,241   | 300,376   |
| (b) Deferred Tax  | 1.4  | -   | (252,705)                                       |
| (c) MAT Credit Entitlement  |      | 21,737  | -   |
| (d) Prior Period Adjustment for Taxes   |      | -   | 26,464  |
| <b>Profit / (Loss) for the year from continuing operations</b>                |      | <b>1,094,849</b>                                | <b>795,677</b>                                  |
| <b>Profit / (Loss) for the year from discontinuing operations</b>             |      | <b>-</b>  | <b>-</b>  |
| Tax Expense of Discontinuing operation  |      | -   | -   |
| <b>Profit / (Loss) for the year from discontinuing operations (After Tax)</b> |      | <b>-</b>  | <b>-</b>  |
| <b>Profit / (Loss) for the year</b>   |      | <b>1,094,849</b>                                | <b>795,677</b>                                  |
| <b>Earning per Share</b>  |      |   |   |
| (a) Basic   |      | 0.26  | 0.19  |
| (b) Diluted   |      | 0.26  | 0.19  |
| SIGNIFICANT ACCOUNTING POLICIES   | 3.1  |   |   |
| NOTES ON ACCOUNTS   | 3.2  |   |   |

As per our report of even date

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

**Tembey & Mhatre**

Chartered Accountants  
FR. No. 116359W

**(Shrikant B. Tembey)**

Partner  
M. No. 33787

Place : Mumbai

Dated: 30<sup>th</sup> May, 2013

**Amit R Dalmia**  
Chairman

**Durgaprasad S Sabnis**  
Director

**J. Ramakrishnan**  
Director



**NOTES TO BALANCE SHEET AS AT MARCH 31, 2013**

**NOTE 1.1: SHARE CAPITAL**

(Amount In Rupees)

| Share Capital   | As At             | As At             |
|---|-------------------|-------------------|
|   | 31st March, 2013  | 31st March, 2012  |
| <b>Authorised</b><br>50,00,000 Equity Shares of Rs. 10/- each                       | <b>50,000,000</b> | 50,000,000        |
| <b>Issued</b><br>42,04,100 Equity Shares of Rs. 10/- each                           | <b>42,041,000</b> | 42,041,000        |
| <b>Subscribed &amp; Paid up</b><br>42,04,100 Equity Shares of Rs. 10/- each         | <b>42,041,000</b> | 42,041,000        |
| <b>Forfeited Shares</b><br>53,900 Equity Shares of Rs. 10/- each, not fully paid up | <b>269,000</b>    | 269,000           |
| <b>Total</b>  | <b>42,310,000</b> | <b>42,310,000</b> |

**NOTE 1.1 A**

**RECONCILIATION OF EQUITY SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE YEAR**

| Particulars                                     | 2012-13       |            | 2011-12       |            |
|---|---------------|------------|---------------|------------|
|   | Equity Shares |            | Equity Shares |            |
|   | Number        | Amount     | Number        | Amount     |
| Shares outstanding at the beginning of the year | 4,204,100     | 42,041,000 | 4,204,100     | 42,041,000 |
| Shares Issued during the year                   | -             | -          | -             | -          |
| Shares bought back during the year              | -             | -          | -             | -          |
| Shares outstanding at the end of the year       | 4,204,100     | 42,041,000 | 4,204,100     | 42,041,000 |

**NOTE 1.1 B**

**Rights, Preferences and restrictions attached to shares**

The Company has only one class of Equity Shares, having par value of Rs. 10/- per share. Each Shareholder is eligible for one vote per share held.

Dividend if proposed by the Board of Directors will be subject to the approval of the Shareholders in the ensuing Annual General Meeting except in case of Interim Dividend.

In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**NOTE 1.1 C**

**DETAILS OF SHARES HELD BY SHAREHOLDERS HOLDING MORE THAN 5% OF THE AGGREGATE SHARES IN THE COMPANY**

| Sr. No. | Name of Shareholder                  | As At 31st March 2013 |              | As At 31st March 2012 |              |
|---------|--------------------------------------|-----------------------|--------------|-----------------------|--------------|
|         |                                      | No of Shares Held     | % of Holding | No of Shares Held     | % of Holding |
| 1       | Mr. Ashok M Bhawnani                 | 743,670               | 17.69        | 743,670               | 17.69        |
| 2       | Mrs. Kiron G Advani                  | 444,254               | 10.57        | 444,254               | 10.57        |
| 3       | Mrs. Manorma N Dalmia                | 244,282               | 5.81         | 244,282               | 5.81         |
| 4       | Mr. Narendra Kumar Dalmia            | 404,590               | 9.62         | 404,590               | 9.62         |
| 5       | M/s. Dalmia Polytex Private Limited  | 242,130               | 5.76         | 242,130               | 5.76         |
| 6       | M/s. Charlie Finance Private Limited | 386,050               | 9.18         | 386,050               | 9.18         |

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### NOTE 1.2: RESERVES AND SURPLUS

|  | (Amount in Rupees)        |                          |
|--|---------------------------|--------------------------|
| Reserves & Surplus                               | As At<br>31st March, 2013 | As At<br>31st March 2012 |
| <b>a. Securities Premium Account</b>             |                           |                          |
| Opening Balance                                  | 24,248,000                | 24,248,000               |
| Add : Securities premium credited on Share issue | -                         | -                        |
| Less : Premium Utilised for various reasons      | -                         | -                        |
| Closing Balance                                  | <b>24,248,000</b>         | <b>24,248,000</b>        |
| <b>b. Surplus / (Deficit)</b>                    |                           |                          |
| Opening balance                                  | (8,190,472)               | (8,986,149)              |
| (+) Net Profit/(Net Loss) For the current year   | 1,094,849                 | 795,677                  |
| Closing Balance                                  | <b>(7,095,623)</b>        | <b>(8,190,472)</b>       |
| <b>Total</b>                                     | <b>17,152,377</b>         | <b>16,057,528</b>        |

### NOTE 1.3: LONG-TERM BORROWINGS

|   | As At<br>31st March, 2013 | As At<br>31st March 2012 |
|---|---------------------------|--------------------------|
| <b>Long Term Borrowings</b>   |                           |                          |
| <b>Secured</b>  |                           |                          |
| <b>Term loans</b>   |                           |                          |
| from other parties  | -                         | 65,791                   |
| (Secured By Hypothecation of Motor Car)   |                           |                          |
| (of the above, Rs. Nil is guaranteed by Directors and / or others)  |                           |                          |
| (Terms of Repayment 35 Monthly EMI's of Rs. 13,493/- each commencing on October, 2010 and ending on August, 2013) |                           |                          |
| <b>Total</b>  | -                         | <b>65,791</b>            |

### NOTE 1.4: DEFERRED TAX LIABILITIES (NET)

|  | Deferred Tax<br>Balance as at<br>31st March, 2012 | Charge/(Credit)<br>During<br>the year | Deferred Tax<br>Balance as at<br>31st March, 2013 |
|--|---|---------------------------------------|---|
| Deferred Tax Liability on account of:<br>Depreciation        | 208,861   | (14,543)                              | 194,318   |
|  | 208,861   | (14,543)                              | 194,318   |
| Deferred Tax Assets on account of:                           |   |                                       |   |
| a) Unabsorbed Depreciation (restricted<br>in view of losses) | (208,861)   | 14,543                                | (194,318)   |
| b) Brought forward Business Loss                             | -   | -                                     | -   |
|  | (208,861)   | 14,543                                | (194,318)   |
| <b>Net Deferred Tax Liability / (Asset)</b>                  | -   | -                                     | -   |

**Note :** No depreciation has been claimed in Income-Tax on certain Leased out Fixed Assets. Company has recognised Deferred Tax Assets on unabsorbed depreciation to the extent of Deferred Tax Liability.



**NOTE 1.5: TRADE PAYABLE**

(Amount in Rupees)

| Trade Payable |                                    | As At<br>31st March, 2013 | As At<br>31st March 2012 |
|---------------|------------------------------------|---------------------------|--------------------------|
| (a)           | Sundry Creditors                   | 56,968                    | 111,194                  |
| (b)           | Outstanding Liability for Expenses | 48,981                    | 54,155                   |
| <b>Total</b>  |                                    | <b>105,949</b>            | <b>165,349</b>           |

**NOTE 1.6: OTHER CURRENT LIABILITIES**

| Other Current Liabilities |  | As At<br>31st March 2013 | As At<br>31st March 2012 |
|---------------------------|--|--------------------------|--------------------------|
| (a)                       | Current maturities of long-term debt<br>(refer note 1.3 for description of security) | 64,307                   | 147,085                  |
| (b)                       | <u>Other payables</u><br>TDS   | 11,302                   | 9,209                    |
| <b>Total</b>              |  | <b>75,609</b>            | <b>156,294</b>           |

**NOTE 1.7: SHORT TERM PROVISIONS**

| Short Term Provisions              |  | As At<br>31st March 2013 | As At<br>31st March 2012 |
|------------------------------------|--|--------------------------|--------------------------|
| <u>Others</u><br>Provision for Tax |  | 544,730                  | 246,743                  |
| <b>Total</b>                       |  | <b>544,730</b>           | <b>246,743</b>           |

**NOTE 1.9: NON-CURRENT INVESTMENTS**

| Non-Current Investments  |  | As At<br>31st March 2013 | As At<br>31st March 2012 |
|--|--|--------------------------|--------------------------|
| <b>Other Investments</b><br>Investment in Equity Instrument of Joint Venture Company<br>(Unquoted) 7,20,098 (Previous year 7,20,098) Fully paid-up Equity<br>Shares of Rs. 10/- each, in Strata Geosystems (India) Pvt. Ltd. |  | 29,330,880               | 29,330,880               |
| <b>Less: Provision for diminution in value of investments</b>  |  | -                        | -                        |
| <b>Total</b>   |  | <b>29,330,880</b>        | <b>29,330,880</b>        |

**NOTE 1.10: LONG TERM LOANS AND ADVANCES**

| Long Term Loans and Advances                                 |                                    | As At<br>31st March 2013 | As At<br>31st March 2012 |
|--|------------------------------------|--------------------------|--------------------------|
| <b>a. Security Deposits</b><br>Unsecured, considered good    |                                    |                          |                          |
|  | Deposit with Court                 | 192,000                  | 192,000                  |
|  | Deposit with Sales Tax Authorities | 25,000                   | 25,000                   |
|  | Deposit with Electricity company   | 5,250                    | 5,250                    |
|  |                                    | 222,250                  | 222,250                  |
| <b>b. Other loans and advances</b><br>Mat Credit Entitlement |                                    | 2,248,376                | 2,419,367                |
|  |                                    | 2,248,376                | 2,419,367                |
| <b>Total</b>   |                                    | <b>2,470,626</b>         | <b>2,641,617</b>         |

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### NOTE 1.11: OTHER NON CURRENT ASSETS

(Amount in Rupees)

| Other Non Current Assets   | As At<br>31st March 2013 | As At<br>31st March 2012 |
|--|--------------------------|--------------------------|
| Others - Interest Due on Deposits  | 9,353                    | 7,790                    |
| Balances with banks held as Margin Money /<br>Deposits against guarantee | 2,000                    | 2,000                    |
| <b>Total</b>   | <b>11,353</b>            | <b>9,790</b>             |

### NOTE 1.12: CASH AND CASH EQUIVALENTS

| Cash and cash equivalents     | As At<br>31st March 2013 | As At<br>31st March 2012 |
|-------------------------------|--------------------------|--------------------------|
| <b>a. Balances with banks</b> |                          |                          |
| In current accounts           | 579,910                  | 988,476                  |
| <b>b. Cash on hand</b>        | 9,933                    | 13,255                   |
| <b>Total</b>                  | <b>589,843</b>           | <b>1,001,731</b>         |

### NOTE 1.13: SHORT TERM LOANS AND ADVANCES

| Short-term loans and advances     | As At<br>31st March 2013 | As At<br>31st March 2012 |
|-----------------------------------|--------------------------|--------------------------|
| <b>Unsecured, considered good</b> |                          |                          |
| Inter-corporate Deposit           | 3,900,000                | 1,700,000                |
| Prepaid Expenses                  | 15,597                   | 11,733                   |
| Other Receivable                  | 2,892                    | 2,896                    |
| Advances to Suppliers             | 10,038                   | -                        |
| Advance Tax and TDS               | 889,658                  | 582,905                  |
| <b>Total</b>                      | <b>4,818,185</b>         | <b>2,297,534</b>         |

### NOTE 1.14: OTHER CURRENT ASSETS

| Other Current Assets | As At<br>31st March 2013 | As At<br>31st March 2012 |
|----------------------|--------------------------|--------------------------|
| Interest Receivable  | 94,969                   | 247,284                  |
| <b>Total</b>         | <b>94,969</b>            | <b>247,284</b>           |

### NOTE 1.15: CONTINGENT LIABILITIES AND COMMITMENTS (Refer Note 3.2)

| Contingent liabilities and commitments<br>(to the extent not provided for) | As At<br>31st March 2013 | As At<br>31st March 2012 |
|--|--------------------------|--------------------------|
| <b>(a) Contingent Liabilities</b>  |                          |                          |
| (i) Claims against the company not acknowledged as debt                    | -                        | -                        |
| (ii) Guarantees  | 210,000,000              | 210,000,000              |
| (iii) Other money for which the company is contingently liable             | 1,946,486                | 1,946,486                |
|  | <b>211,946,486</b>       | <b>211,946,486</b>       |
| <b>(b) Commitments</b>   | -                        | -                        |
|  | -                        | -                        |
| <b>Total</b>   | <b>211,946,486</b>       | <b>211,946,486</b>       |



**Note: 1.8 : FIXED ASSETS** (Amount in Rupees)

| Particulars                                | Gross Block-At Cost |                           |  | Depreciation         |                     | Net Block    |                      |                      |
|--|---------------------|---------------------------|--|----------------------|---------------------|--------------|----------------------|----------------------|
|  | As at April 1, 2012 | Additions during the Year | Deductions/ Impairment during the Year | As at March 31, 2013 | Upto March 31, 2012 | For the Year | As at March 31, 2013 | As at March 31, 2012 |
| <b>Tangible Assets</b>                     |                     |                           |  |                      |                     |              |                      |                      |
| Office Building                            | 21,350,044          | -                         | -                                      | 21,350,044           | 1,058,859           | 348,006      | 1,406,865            | 20,291,185           |
| Electrical Installations                   | 424,006             | -                         | -                                      | 424,006              | 35,259              | 20,139       | 55,398               | 388,747              |
| Furniture and Fixtures                     | 1,223,252           | -                         | -                                      | 1,223,252            | 133,448             | 77,432       | 210,880              | 1,089,804            |
| Office and Other Equipments                | 516,001             | -                         | -                                      | 516,001              | 41,508              | 24,510       | 66,018               | 474,493              |
| Vehicles                                   | 1,368,109           | -                         | -                                      | 1,368,109            | 139,469             | 129,973      | 269,442              | 1,228,640            |
| Total for Tangible Assets                  | 24,881,412          | -                         | -                                      | 24,881,412           | 1,408,543           | 600,060      | 2,008,603            | 23,472,869           |
| Total for Tangible Assets (Previous Year)  | 24,710,174          | 701,000                   | (529,762)                              | 24,881,412           | 1,066,998           | 591,113      | 1,408,543            | 23,643,176           |
| <b>Intangible Assets</b>                   | NIL                 | NIL                       | NIL                                    | NIL                  | NIL                 | NIL          | NIL                  | NIL                  |
| <b>Capital Work in Progress</b>            | NIL                 | NIL                       | NIL                                    | NIL                  | NIL                 | NIL          | NIL                  | NIL                  |
| <b>Intangible Assets under Development</b> | NIL                 | NIL                       | NIL                                    | NIL                  | NIL                 | NIL          | NIL                  | NIL                  |

**NOTES :**

- Office Building includes Rs. 500/- being value of 10 fully paid shares of Rs. 50 each in Tantia Jogan Industrial Premises Co-operative Society Limited
- Secured Loan from others of Rs. 64,307/- is secured by vehicle acquired.

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### NOTES TO STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2013

#### NOTE 2.1: REVENUE FROM OPERATIONS

(In Rupees)

| Revenue from operations | For the year ended<br>31st March, 2013 | For the year ended<br>31st March, 2012 |
|-------------------------|--|--|
| Sale of products        | 5,048,984                              | 3,998,046                              |
| Less: Excise duty       | -                                      | -                                      |
| <b>Total</b>            | <b>5,048,984</b>                       | <b>3,998,046</b>                       |

#### NOTE 2.2: OTHER INCOME

| Other Income                         | For the year ended<br>31st March, 2013 | For the year ended<br>31st March, 2012 |
|--------------------------------------|--|--|
| Interest Income                      | 480,787                                | 265,501                                |
| Other non-operating income<br>Rent * | 2,472,000                              | 2,136,000                              |
| <b>Total</b>                         | <b>2,952,787</b>                       | <b>2,401,501</b>                       |

\* Licence Fees received for premises and amenities from Joint Venture Company

#### NOTE 2.3: EMPLOYEE BENEFIT EXPENSE

| Employee Benefits Expense | For the year ended<br>31st March, 2013 | For the year ended<br>31st March, 2012 |
|---------------------------|--|--|
| Salaries and Wages        | 132,500                                | 90,000                                 |
| <b>Total</b>              | <b>132,500</b>                         | <b>90,000</b>                          |

#### NOTE 2.4: FINANCE COSTS

| Finance Costs    | For the year ended<br>31st March, 2013 | For the year ended<br>31st March, 2012 |
|------------------|--|--|
| Interest expense | 14,945                                 | 29,148                                 |
| <b>Total</b>     | <b>14,945</b>                          | <b>29,148</b>                          |

#### NOTE 2.5: OTHER EXPENSES

| Other expenses                                      | For the year ended<br>31st March, 2013 | For the year ended<br>31st March, 2012 |
|---|--|--|
| Repairs to Building                                 | 130,181                                | 126,060                                |
| Repairs to others                                   | 45,193                                 | 104,540                                |
| Loss on Sale of Assets                              | -                                      | 80,195                                 |
| Insurance   | 22,218                                 | 17,560                                 |
| Rates and Taxes                                     | 11,479                                 | 482                                    |
| Travelling and Conveyance                           | 29,072                                 | 1,417                                  |
| Communication Expenses                              | 16,041                                 | 16,614                                 |
| Legal and Professional Expenses                     | 238,037                                | 262,040                                |
| Printing and Stationery                             | 27,820                                 | 59,331                                 |
| Advertisement Expenses                              | 29,609                                 | 27,102                                 |
| Director's Sitting Fees                             | 30,000                                 | 52,500                                 |
| Payments to the auditor                             |  |  |
| a. for statutory audit matters                      | 30,000                                 | 25,000                                 |
| b. for tax audit                                    | -                                      | 7,500                                  |
| c. for other services - Limited Review Fees         | 15,000                                 | 7,500                                  |
| d. for reimbursement of expenses (incl Service Tax) | 5,562                                  | 4,944                                  |
| Miscellaneous Expenses                              | 38,326                                 | 47,023                                 |
| Bank Charges  | 1,926                                  | 2,338                                  |
| <b>Total</b>  | <b>670,464</b>                         | <b>842,146</b>                         |

Disclosure pertaining to Accounting Standard 18 'Related Party Disclosures' (Refer Note 5 of 3.2 for list of related parties)

| Particulars   | For the year ended<br>31st March, 2013 | For the year ended<br>31st March, 2012 |
|---|--|--|
| 1. Licence Fees Received for Use of Premises and amenities from Joint Venture Company | 2,472,000                              | 2,136,000                              |
| 2. Sitting Fees to Directors  | 30,000                                 | 52,500                                 |



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013**

| Particulars  | For the year ended<br>31st March, 2013 |                  | For the year ended<br>31st March, 2012 |                  |
|--|--|------------------|--|------------------|
|  | Rupees                                 | Rupees           | Rupees                                 | Rupees           |
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>                         |  |                  |  |                  |
| Net Profit / (Loss) before extraordinary items and tax                 |  | 1,563,827        |  | 869,812          |
| <i>Adjustments for:</i>  |  |                  |  |                  |
| Depreciation and amortisation  | 600,060                                |                  | 591,113                                |                  |
| (Profit) / loss on sale / write off of assets                          | -                                      |                  | 80,195                                 |                  |
| Finance costs  | 14,945                                 |                  | 29,148                                 |                  |
| Interest income  | (480,787)                              |                  | (265,501)                              |                  |
| Rental income from investment properties                               | (2,472,000)                            |                  | (2,136,000)                            |                  |
|  |  | (2,337,782)      |  | (1,701,045)      |
| Operating profit / (loss) before working capital changes               |  | (773,955)        |  | (831,233)        |
| <i>Changes in working capital:</i>                                     |  |                  |  |                  |
| <i>Adjustments for (increase) / decrease in operating assets:</i>      |  |                  |  |                  |
| Trade receivables  | -                                      |                  | -                                      |                  |
| Short-term loans and advances  | (13,898)                               |                  | (10,035)                               |                  |
| Long-term loans and advances   | 170,991                                |                  | 134,633                                |                  |
| Other current assets   | -                                      |                  | -                                      |                  |
| Other non-current assets   | (1,563)                                |                  | (1,563)                                |                  |
| <i>Adjustments for increase / (decrease) in operating liabilities:</i> |  |                  |  |                  |
| Trade payables   | (59,400)                               |                  | 41,904                                 |                  |
| Other current liabilities  | (80,684)                               |                  | 15,232                                 |                  |
| Other long-term liabilities  | (65,791)                               |                  | (147,085)                              |                  |
|  |  | (50,345)         |  | 33,086           |
|  |  | (824,300)        |  | (798,147)        |
| Cash flow from extraordinary items                                     |  | -                |  | -                |
| Cash generated from operations   |  | (824,300)        |  | (798,147)        |
| Net income tax (paid) / refunds  |  | -                |  | -                |
| <b>Net cash flow from / (used in) operating activities (A)</b>         |  | <b>(824,300)</b> |  | <b>(798,147)</b> |
| <b>B. Cash flow from investing activities</b>                          |  |                  |  |                  |
| Capital expenditure on fixed assets, including capital advances        | -                                      |                  | (701,000)                              |                  |
| Proceeds from sale of fixed assets                                     | -                                      |                  | 200,000                                |                  |
| Inter-corporate deposits (net)   | (2,200,000)                            |                  | 1,000,000                              |                  |
| Purchase of long-term investments                                      |  |                  |  |                  |
| - Joint ventures   | -                                      |                  | (523,080)                              |                  |
| Interest received  |  |                  |  |                  |
| - Others   | 633,102                                |                  | 116,134                                |                  |
| Rental income from operating leases                                    | 2,472,000                              |                  | 2,136,000                              |                  |
| Amounts received from LLPs   | -                                      | 905,102          | -                                      | 2,228,054        |
| Cash flow from extraordinary items                                     |  | -                |  | -                |
| Net income tax (paid) / refunds  |  | 477,745          |  | 482,256          |
| <b>Net cash flow from / (used in) investing activities (B)</b>         |  | <b>427,357</b>   |  | <b>1,745,798</b> |



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| Particulars   | For the year ended<br>31st March, 2013 |  | For the year ended<br>31st March, 2012  |                  |
|---|--|--|---|------------------|
|   | Rupees                                 | Rupees   | Rupees                                  | Rupees           |
| <b>C. Cash flow from financing activities</b>   |  |  |   |                  |
| Finance cost  | (14,945)                               | (14,945)                                       | (29,148)                                | (29,148)         |
| Cash flow from extraordinary items  |  | -  |   | -                |
| <b>Net cash flow from / (used in) financing activities (C)</b>  |  | <b>(14,945)</b>                                |   | <b>(29,148)</b>  |
| <b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>   |  | <b>(411,888)</b>                               |   | <b>918,503</b>   |
| Cash and cash equivalents at the beginning of the year  |  | 1,001,731                                      |   | 83,228           |
| <b>Cash and cash equivalents at the end of the year</b>   |  | <b>589,843</b>                                 |   | <b>1,001,731</b> |
| <b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>  |  | -  |   | -                |
| Cash and cash equivalents as per Balance Sheet (Refer Note 1.12)  |  | 589,843  |   | 1,001,731        |
| Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 <i>Cash Flow Statements</i>    |  | -  |   | -                |
| Net Cash and cash equivalents (as defined in AS 3 <i>Cash Flow Statements</i> )                                   |  | 589,843  |   | 1,001,731        |
| <b>Cash and cash equivalents at the end of the year *</b>   |  | <b>589,843</b>                                 |   | <b>1,001,731</b> |
| * Comprises:  |  |  |   |                  |
| (a) Cash on hand  |  | 9,933  |   | 13,255           |
| (b) Cheques, drafts on hand   |  | -  |   | -                |
| (c) Balances with banks   |  |  |   |                  |
| In current accounts   |  | 579,910  |   | 988,476          |
|   |  | <b>589,843</b>                                 |   | <b>1,001,731</b> |
| <b>Notes:</b>   |  |  |   |                  |
| (i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations. |  |  |   |                  |
| (ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.       |  |  |   |                  |
| <b>See accompanying notes forming part of the financial statements</b>  |  |  |   |                  |
| As per our report of even date  |  | <b>For and on behalf of Board of Directors</b> |   |                  |
| <b>Tembey &amp; Mhatre</b><br>Chartered Accountants<br>FR. No. 116359W  |  | <b>Amit R Dalmia</b><br>Chairman               | <b>Durgaprasad S Sabnis</b><br>Director |                  |
| <b>(Shrikant B. Tembey)</b><br>Partner<br>M. No. 33787<br>Place : Mumbai<br>Dated: 30 <sup>th</sup> May, 2013     |  | <b>J. Ramakrishnan</b><br>Director             |   |                  |



**NOTE – “3.1”**

**FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2013**

**STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

**1. Basis of Accounting:**

The financial statements have been prepared on the basis of historical costs under the accrual system of accounting and applicable Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 and are in accordance with the requirements of the Companies Act, 1956.

**2. Valuation of Inventories:**

Inventories are valued at Lower of Cost and Net Realisable Value. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. The cost is arrived at on First In First Out (FIFO) basis. Due allowance is estimated and made for defective and obsolete items, wherever considered necessary.

**3. Investments:**

Investments, being long term, are stated at cost; where there is a decline, other than temporary, the resultant reduction in carrying amount is charged to the Profit and Loss statement.

**4. Valuation of Fixed Assets:**

- a. All the Fixed Assets are capitalised at cost (Net of refundable duties) inclusive of all expenses relating to the acquisition and installation of fixed assets and include borrowing costs attributable to such assets, upto the date the asset is put to use.
- b. Fixed Assets except Freehold Land are valued at cost less depreciation. Freehold Land is shown at its Original Cost.
- c. Impairment Loss is provided to the extent the carrying amount of assets exceeds their recoverable amount. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

**5. Borrowing Costs:**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the Profit and Loss Account in the year in which they are incurred.

**6. Depreciation:**

- a. Except for items on which 100% depreciation rates are applicable, depreciation is provided on Straight Line Method on pro-rata basis as under:
  - i. In respect of the items of Fixed Assets existing on the date on which the amended Schedule XIV came into force:

The specified period of the life of the asset is recomputed by applying to the original cost, the revised rate of depreciation as prescribed in Schedule XIV of the Companies Act, 1956. Thereafter, depreciation charge is calculated by allocating the unamortized value of the asset over the remaining part of the recomputed specified period. For calculating remaining part of the recomputed specified period, only completed years of useful life of the existing assets have been taken into account and fraction of the useful life already expired has been ignored.
  - ii. In respect of other items of Fixed Assets:

Depreciation is provided at the rates as prescribed in Schedule XIV of the Companies Act, 1956.

- b. While applying the revised rates as per Schedule XIV of the Companies Act, 1956, continuous process plants as defined therein have been taken on technical assessment and depreciation is provided accordingly.

**7. Foreign Currency Transactions :**

- a. Foreign currency transactions are recorded at the conversion rates prevailing on the date of transactions.
- b. The exchange differences arising on the settlement of transactions are recognised as the gains or losses in the period in which they arise.
- c. Monetary items i.e. items to be received or paid in Foreign Currencies, are translated at the exchange rates prevailing at the Balance Sheet date or at the Forward Contract rates, wherever such contracts have been entered into and resultant gains / losses are recognised in the Profit and Loss statement.

**8. Revenue Recognition:**

Revenue from sale of goods is recognized when the significant risks and rewards of ownership of goods are passed to the buyer. Dividends are recorded when the right to receive payment is established. Interest Income is recognized on time proportion basis. Rent and service receipts are accounted for on accrual basis in term of agreement with parties except in cases where ultimate collection is considered doubtful.

**9. Employee Benefits:**

- a. The Company's Contribution in respect of Provident Fund is charged to the Profit and Loss statement;
- b. Provision for Gratuity to employees and Leave Encashment are charged to the Profit and Loss statement on the basis of actuarial valuation.

**10. Leases:**

- a. Assets Leased out are charged to depreciation as per Accounting Standard 6 issued by the institute of Chartered Accountants of India.
- b. Lease Income is recognized in Profit and Loss Account on accrual basis.

**11. Taxation:**

- a. In accordance with Accounting Standard 22 - Accounting for Taxes on Income (AS-22), notified by the Companies (Accounting Standards) Rules, 2006, the deferred tax for timing differences is accounted for using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.
- b. Deferred tax assets arising from timing differences are recognised only on consideration of prudence.

**12. Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognized when the Company has a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits would be required to settle the obligation, and in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimates required to settle the obligation at the balance sheet date. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimation. A contingent liability is disclosed unless the possibility of an outflow of resources embodying the economic benefits is remote or a reliable estimate of the amount of obligation cannot be made.



**NOTE – “3.2”  
FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2013  
NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS**

|   | <b>2012-13<br/>Rupees</b>                       | 2011-12<br>Rupees                        |
|---|---|--|
| 1. A. Contingent Liabilities not provided for in respect of:<br>Liability in respect of a award of the Labour Court which has been deposited in court pending disposal of the case  | <b>192,000</b>                                  | 192,000                                  |
| B. Corporate guarantees given by the Company to ICICI Bank Ltd., for securing credit facilities given by the said bank to the Joint Venture Company namely Strata Geosystems (India) Private Limited. ( Refer Note 2 below )  | <b>210,000,000</b>                              | 210,000,000                              |
| C. The Joint Commissioner, Central Excise & Customs, Daman vide order dated 10 <sup>th</sup> January, 2008 ordered the Company to pay a demand of Rs. 8,77,243/- on account of cenvat credit availed on certain fixed assets which were disposed off during 2005-06. The Joint Commissioner has also ordered the Company to pay interest thereon. The Joint Commissioner has also levied penalty of Rs. 8,77,243/- on the Company. The Company had disputed the above and an appeal was filed against the above order, which has been disposed off in favour of the Company during 2008-09. The Department went in appeal against the above after the time-limit and the appeal has now been admitted | <b>1,754,486</b><br>(interest not quantifiable) | 1,754,486<br>(interest not quantifiable) |

2. The Joint Venture Company, viz. Strata Geosystems (India) Private Limited has secured credit facilities with ICICI Bank Limited to the tune of Rs. 21 Crores. The Company has issued corporate guarantees of Rs. 21.00 Crores during 2011-12 to ICICI Bank Ltd to secure the above credit facilities sanctioned to the Joint Venture Company referred above . The said guarantees are within the limit of Rs. 25 Crores approved by the shareholders of the Company under section 372-A of the Companies Act, 1956 vide postal ballot notice dated May 26, 2008. The above guarantees are secured by deposit of title deeds of Unit No 317,318 & 319 at Tantia Jogani Industrial Premises, J. R. Boricha Marg, Lower Parel, Mumbai.

The above facilities are also secured by the personal guarantee of one of the erstwhile Directors of the Company.

3. Apart from the limited trading activities, the management has also leased out part of the Mumbai office premises at Tantia Jogani Industrial Premises, J. R. Boricha Marg, Lower Parel, Mumbai - 11.

**27th Annual Report 2012-2013**

**4. ADDITIONAL INFORMATION REQUIRED UNDER PARA VIII OF PART II OF SCHEDULE VI OF THE COMPANIES ACT, 1956:**

|      |   | <b>2012-13<br/>Rupees</b> | 2011-12<br>Rupees  |          |                    |
|------|---|---------------------------|--------------------|----------|--------------------|
| I.   | C.I.F. Value of Imports:  |                           |                    |          |                    |
|      | a. Raw Materials  | <b>Nil</b>                | Nil                |          |                    |
|      | b. Components and Spares  | <b>Nil</b>                | Nil                |          |                    |
|      | c. Capital Goods  | <b>Nil</b>                | Nil                |          |                    |
| II.  | Expenditure in Foreign Currency on account of   |                           |                    |          |                    |
|      | a) Royalty  | <b>Nil</b>                | Nil                |          |                    |
|      | b) Knowhow  | <b>Nil</b>                | Nil                |          |                    |
|      | c) Professional and Consultation Fees   | <b>Nil</b>                | Nil                |          |                    |
|      | d) Interest   | <b>Nil</b>                | Nil                |          |                    |
|      | e) Other Matters  | <b>Nil</b>                | Nil                |          |                    |
| III. | Value of Raw Materials, Spare Parts and Components consumed during the financial year |                           |                    |          |                    |
|      |   | <b>2012-13</b>            |                    | 2011-12  |                    |
|      |   | <b>%</b>                  | <b>Value (Rs.)</b> | <b>%</b> | <b>Value (Rs.)</b> |
|      | Imported  | <b>Nil</b>                | <b>Nil</b>         | Nil      | Nil                |
|      | Indigenous  | <b>Nil</b>                | <b>Nil</b>         | Nil      | Nil                |
|      |   | <b>Nil</b>                | <b>Nil</b>         | Nil      | Nil                |
|      |   | <b>2012-13</b>            |                    | 2011-12  |                    |
| IV.  | a) amount remitted during the year in foreign currencies on account of dividend       | <b>Nil</b>                | Nil                | Nil      | Nil                |
|      | b) Total Number of Non-Resident Share Holders   | 4                         | 4                  | 4        | 4                  |
|      | c) Total Number of Shares Held by Non-Resident Share Holders on which Dividend is due | <b>Nil</b>                | Nil                | Nil      | Nil                |
| V.   | Earnings in Foreign Exchange  |                           |                    |          |                    |
|      | a) Export of Goods calculated on FOB Basis  | <b>Nil</b>                | Nil                | Nil      | Nil                |
|      | b) Royalty, Knowhow, Professional and Consultation Fees                               | <b>Nil</b>                | Nil                | Nil      | Nil                |
|      | c) Interest and Dividend  | <b>Nil</b>                | Nil                | Nil      | Nil                |
|      | d) Other Income   | <b>Nil</b>                | Nil                | Nil      | Nil                |



**5. Related Party Transactions**

**a. List of Related Parties and Nature of Relationship**

| List of related parties          | Related Entity                      | Nature of Relationship |
|----------------------------------|-------------------------------------|------------------------|
| Mr. Amit R Dalmia,<br>Chairman   | Creative Global Services Pvt. Ltd.  | Director               |
|                                  | Viaton Energy Pvt. Ltd.             | Director               |
|                                  | Viaton Infrastructure Pvt. Ltd.     | Director               |
|                                  | Encompass Designs Private Limited   | Director               |
| Mr. Deepak Advani, *<br>Director | NIL                                 | NA                     |
| Mr. J Ramakrishnan,<br>Director  | Strata Geosystems (India) Pvt. Ltd. | GM Finance & Taxation  |
| Others                           | Strata Geosystems (India) Pvt. Ltd. | Joint Venture Company  |

\* Mr. Deepak Advani resigned as Director w.e.f. 30th May, 2013

**b. Transactions with M/s. Strata Geosystems (India) Private Limited:**

| Transaction  | Opening Balance as at April 1, 2012<br>Rupees | Amount Invested During the year<br>Rupees   | Amount Disinvested During the year<br>Rupees  | Closing Balance As at March 31, 2013<br>Rupees |
|--|---|---|---|--|
| Investments in Share Capital (including share application money)             | 29,330,880<br>(28,807,800)                    | Nil<br>(523,080)                            | Nil<br>(Nil)                                  | <b>29,330,880</b><br><b>(29,330,880)</b>       |
|  | Opening Balance as at April 1, 2012<br>Rupees | Guarantees issued During the year<br>Rupees | Guarantees annulled during the year<br>Rupees | Closing Balance As at March 31, 2013<br>Rupees |
| Corporate Guarantees   | 210,000,000<br>(127,500,000)                  | Nil<br>(210,000,000)                        | (Nil)<br>(127,500,000)                        | <b>210,000,000</b><br><b>(210,000,000)</b>     |
| <b>Other Transactions with M/s Strata Geosystems (India) Private Limited</b> |   |   |   | <b>Rupees</b>                                  |
| License Fees received for use of premises / amenities                        |   |   |   | <b>2,472,000</b><br><b>(2,136,000)</b>         |
| Reimbursement for expenses   |   |   |   | <b>843</b><br><b>(610)</b>                     |

**Note:** Figures in brackets are for previous year.

6. Taxation:

**Deferred Taxation:**

| <b>Deferred Tax Liability on account of:</b>              |   |   |   |
|---|---|---|---|
|   | <b>Deferred Tax Balance As at March 31, 2012<br/>Rupees</b> | <b>Charge / (Credit) during the year<br/>Rupees</b> | <b>Deferred Tax Balance As at March 31, 2013<br/>Rupees</b> |
| Depreciation  | 208,861   | (14,543)  | 194,318   |
|   | <b>208,861</b>  | <b>(14,543)</b>                                     | <b>194,318</b>  |
| <b>Deferred Tax Assets on account of:</b>                 |   |   |   |
| a) Unabsorbed Depreciation (restricted in view of losses) | (208,861)   | 14,543  | (194,318)   |
| b) Brought forward Business Loss                          | NIL   | NIL   | NIL   |
|   | (208,861)   | 14,543*   | (194,318)   |
| <b>Net Deferred Tax Liability / (Assets)</b>              | <b>NIL</b>  | <b>(NIL)</b>  | <b>NIL</b>  |

\* No depreciation has been claimed in Income-Tax on certain leased out Fixed Assets. Company has recognised Deferred Tax Assets on unabsorbed depreciation to the extent of Deferred Tax Liability.

7. Segment Reporting:

The operation of the Company represents only one business segment, viz. 'Trading in Fabrics'. Accordingly, all earnings, assets and liabilities relate to this activity only and there is no separate Segment.

8. The Company has a 29.50% equity interest in a Jointly Controlled Entity- M/s. Strata Geosystems (India) Private Limited. ("Strata"). The Company has made an investment into Strata's Equity Capital and will from time to time commit other resources, as may be necessary, based on Strata's business plan.

In accordance with the requirements of Accounting Standard on Financial Reporting of Interest in Joint Ventures (AS-27) notified by the Companies (Accounting Standards) Rules, 2006, the interest in the jointly controlled entity has been accounted for as an Investment in accordance with Accounting Standard (AS) 13, Accounting for Investments and has been reflected under investments - Note 1.9

In compliance with Accounting Standard 27 - 'Financial Reporting of Interests in Joint Venture' - AS(27), notified by the Companies ( Accounting Standards ) Rules, 2006 the Company has interest in the following jointly controlled entity.

(Rupees)

| Name of the Company                 | Country of Incorporation | Holding (%)   | Amount of Interest based on the Provisional Accounts as certified by the Directors for the year ended March 31, 2013 |                         |                           |                           |
|-------------------------------------|--------------------------|---------------|--|-------------------------|---------------------------|---------------------------|
|                                     |                          |               | Assets   | Liabilities             | Income                    | Expenditure               |
| Strata Geosystems (India) Pvt. Ltd. | India                    | 29.50 (29.50) | 133,013,843 (130,540,942)  | 76,352,049 (81,013,529) | 186,451,260 (154,420,566) | 175,816,981 (135,633,513) |



## Omnitex Industries (India) Limited

9. Disclosure as required by Accounting Standard 19, "Leases" (AS-19), notified by the Companies (Accounting Standards) Rules, 2006 are given below:

a. Where the Company is a lessor:

i. Details in respect of assets given on operating lease:

|   | Gross block as at<br>March 31, 2013 | Accumulated<br>depreciation<br>as at March<br>31, 2013 | Depreciation<br>(Corresponding<br>to period of lease<br>rentals) |
|---|-------------------------------------|--|--|
|   | Rupees                              | Rupees   | Rupees   |
| Building, Electrical Installation, Furniture and Fixtures, Office and Other Equipment | 23,513,303<br>(23,513,303)          | 1,739,161<br>(1,269,074)                               | 470,087<br>(470,089)   |

i. Licence Fee of Rs. 24,72,000/- (Previous Year Rs. 21,36,000/-) received from temporary user is recognized in the Profit and Loss Account.

### 10. Earning Per Share

Earning per share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The numbers used in calculating basic and diluted earning per equity share are as stated below:

|   |        | As At<br>March 31, 2013 | As At<br>March 31, 2012 |
|---|--------|-------------------------|-------------------------|
| Profit before Taxation and Prior Period Items                     | Rupees | 1,563,827               | 869,812                 |
| Profit after Taxation and Prior Period Items                      | Rupees | 1,094,849               | 795,677                 |
| Weighted average number of shares                                 | Nos.   | 4,204,100               | 4,204,100               |
| Earning per share before exceptional items<br>(Basic and Diluted) | Rupees | 0.26                    | 0.19                    |
| Earning per share (Basic and Diluted)                             | Rupees | 0.26                    | 0.19                    |
| Face value per share  | Rupees | 10                      | 10                      |

11. The figures of the previous year have been regrouped / reclassified, wherever necessary, to conform to the current year's presentation.

As per our report of even date

**Tembey & Mhatre**

Chartered Accountants  
FR No. 116359W

**(Shrikant B. Tembey)**

Partner  
M. No. 33787

Place : Mumbai

Dated: 30<sup>th</sup> May, 2013

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

**Amit R Dalmia**  
Chairman

**Durgaprasad S Sabnis**  
Director

**J. Ramakrishnan**  
Director





# Omnitex Industries (India) Limited

Registered Office : 317, Tantia Jogani Industrial Premises, 3rd Floor, J. R. Boricha Marg,  
Lower Parel, Mumbai - 400 011.

**ATTENDANCE SLIP**

**27th Annual General Meeting on 29<sup>th</sup> August, 2013, at 10.00 a.m.**

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

Joint Shareholders may obtain additional Attendance Slips or request.

| NAME & ADDRESS OF THE SHARE HOLDER | L. F. NO. |
|------------------------------------|-----------|
|                                    |           |

I hereby record my presence at the 27th Annual General Meeting of the Company at "Hall of Quest", Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018 on Thursday, 29<sup>th</sup> August, 2013.

**SIGNATURE OF THE SHARE HOLDER OR OF THE PROXY ATTENDING THE MEETING**

| If Shareholder, Please sign here | If Proxy, Please sign here |
|----------------------------------|----------------------------|
|                                  |                            |

Tear Here

**PROXY FORM**



# Omnitex Industries (India) Limited

Registered Office : 317, Tantia Jogani Industrial Premises, 3rd Floor, J. R. Boricha Marg,  
Lower Parel, Mumbai - 400 011.

L.F.No.

I/We.....

of ..... **being a member/members of Omnitex Industries (India) Limited**

hereby appoint ..... of .....

or failing him/her ..... of .....

as my / our proxy to vote for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on Thursday, 29<sup>th</sup> August, 2013 or at any adjournment thereof.

As witness my/our hand(s) this .....day of ..... 2013.

|         |
|---------|
|         |
| Revenue |
| Stamp   |
|         |

(Signature of the Shareholder)

**NOTE :** The Proxy Form must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time of holding the aforesaid meeting.





**Book - Post**

*If undelivered, please return to :*



**Omnitex Industries (India) Limited**

317-319, Tantia Jogani Industrial Premises, 3rd Floor,  
J. R. Boricha Marg, Lower Parel, Mumbai - 400 011.

Crystal - (022) - 6614 0900