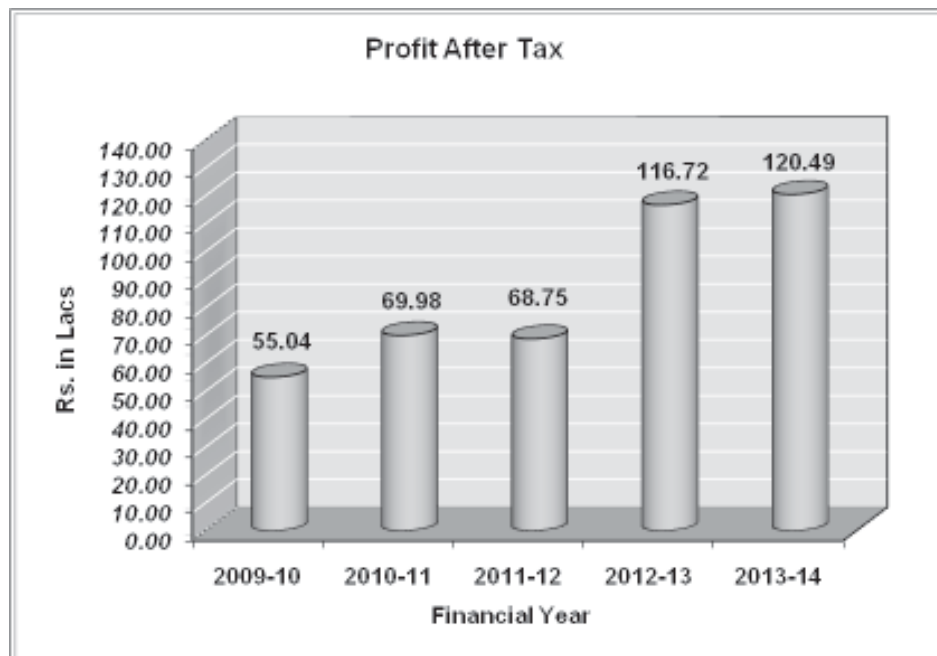
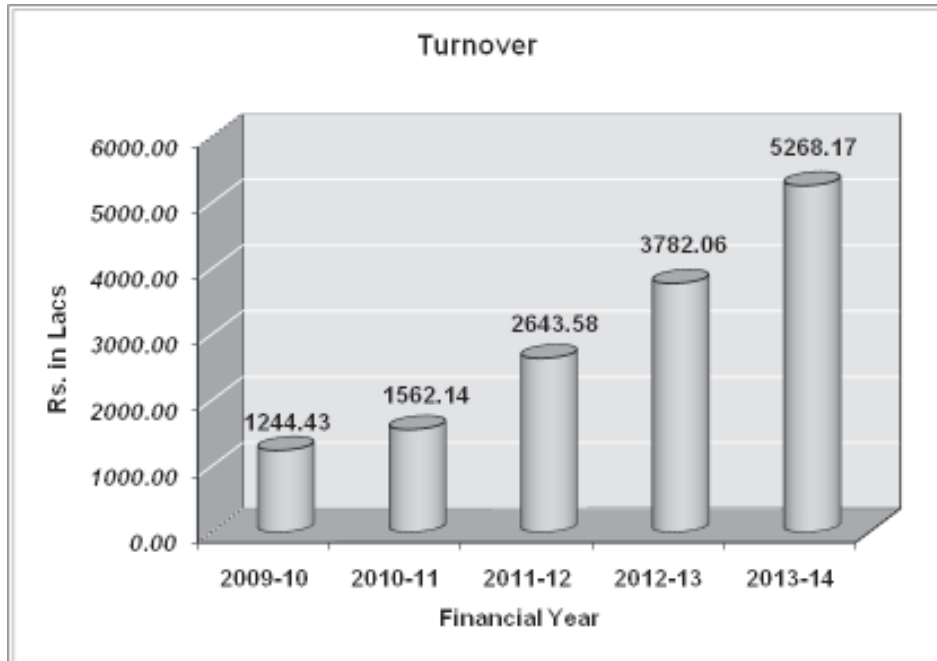


# **MINAXI TEXTILES LIMITED**

**CIN : L17119GJ1995PLC025007**

## **19TH ANNUAL REPORT**

**2013-2014**



**BOARD OF DIRECTORS**

Shri. Bharatbhai P. Patel  
Shri. Dineshbhai P. Patel  
Shri. Kiritkumar S. Patel  
Shri. Nirmal B. Patel  
Shri. Kanubhai S. Patel  
Shri. Jashwantkumar K. Patel  
Shri. Vasudevbbhai L. Patel  
Shri. Ghanshyam C. Patel  
Shri. Dharmendra N. Patel  
Shri. Sandipkumar J. Patel

Managing Director  
Chairman  
Whole Time Director  
Whole Time Director  
Non Executive Director  
Independent Director  
Independent Director  
Independent Director  
Independent Director  
Independent Director

**AUDIT COMMITTEE**

Shri. Jashwantkumar K. Patel  
Shri. Vasudevbbhai L. Patel  
Shri. Ghanshyam C. Patel  
Shri. Dharmendra N. Patel  
Shri. Sandipkumar J. Patel

**AUDITORS**

R.R.S & Associates  
Chartered Accountants  
Opp : State Bank of Saurashtra,  
Nr. Stadium Circle, Navrangpura,  
Ahmedabad-380009

**NOMINATION AND REMUNERATION COMMITTEE**

Shri. Vasudevbbhai L. Patel  
Shri. Ghanshyam C. Patel  
Shri. Dineshbhai P. Patel

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

Shri. Dharmendra N. Patel  
Shri. Bharatbhai P. Patel  
Shri. Dineshbhai P. Patel  
Shri. Nirmal B. Patel

**COMPLIANCE OFFICER**

Shri. Bharatbhai G. Mehta

**BANKER**

Bank of India  
Ahmedabad Main Branch  
Bhadra, Ahmedabad

**REGISTERED OFFICE & WORKS**

Plot No. 3311, Unit No.2, GIDC Industrial Estate,  
Phase-IV, Village Chhatral, Taluka-Kalol,  
Dist. Gandhinagar (N.G), Gujarat  
Website : [www.minaxitextiles.com](http://www.minaxitextiles.com)  
Tel. No. : 91-02764-234008  
: 91-02764-234142  
e-Mail : [minaxitx@yahoo.com](mailto:minaxitx@yahoo.com)

**REGISTRARS AND SHARES TRANSFER AGENTS****Sharepro Services (India) Pvt. Ltd.****Head Office : Mumbai**

13AB, Samhita Ware-housing Complex,  
2<sup>nd</sup> Floor,  
Sakinaka Telephone Exchange Lane,  
Off. Andheri-Kurla Road,  
Sakinaka, Andheri East,  
Mumbai – 400 072

**Branch Office : Ahmedabad**

416-420, 4<sup>th</sup> Floor,  
Devnandan Mall, Opp. Sanyas Ashram,  
Ellisbridge, Ahmedabad – 380 006  
Phone : 079 26582381 / 82 / 83 / 84  
Fax : 079 26582385  
Mail [sharepro.ahmedabad@shareproservices.com](mailto:sharepro.ahmedabad@shareproservices.com)

**Important Communication to Shareholders**  
**“Green Initiative in the Corporate Governance”**

To support the green initiative of Government in the right spirit, members who holds shares in electronic mode and who have not registered their email addresses, so far, are requested to register their email address and changes therein from time to time, with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the below mentioned prescribed form, giving their consent to receive the Notices calling general meetings, audited financial statements, auditors' report, directors' report, explanatory statement or any other communication in electronic mode, and register the said form with Sharepro Services (India) Pvt. Ltd. The said form is also available on the Company's **website [www.minaxitextiles.com](http://www.minaxitextiles.com)**.

Members who have not registered their e-mail address so far are requested to register their e-mail address, by sending an e-mail stating clearly your name, folio no., if you are holding shares in physical form / DP ID and Client ID if you are holding shares in dematerialized form to [sharepro.ahmedabad@shareproservices.com](mailto:sharepro.ahmedabad@shareproservices.com)

Please note that you will be entitled to be furnished, free of cost, with a physical copy of the notice, balance sheet and all other documents required by law to be attached thereto including the profit & loss account and auditors' report etc., upon receipt of a requisition from you, any time, as a member of the Company.

We are sure you would appreciate the “Green Initiative” and your Company's desire to participate in such initiatives.

**Email Address Registration Form**

(For members who holds shares in Physical Forms)

**MINAXI TEXTILES LIMITED**

**CIN : L17119GJ1995PLC025007**

Registered Office : Plot No.3311, Unit No.2, GIDC Industrial Estate, Phase-IV, Village Chhatral,  
Taluka Kalol, Dist – Gandhinagar

Ledger Folio No. \_\_\_\_\_ No. of Share(s) held : \_\_\_\_\_

**NAME OF THE SHAREHOLDER / JOINT HOLDER :** \_\_\_\_\_

**Email Address :** i) \_\_\_\_\_ ii) \_\_\_\_\_

**Contact No. (R) \_\_\_\_\_ (M) \_\_\_\_\_**

I hereby give my / our consent to receive the Notices calling general meetings, audited financial statements, auditors' report, directors' report, explanatory statement and all other documents required by law to be attached thereto or any other communication in electronic mode at my/our above mentioned email ID.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

**Note :**

- 1) Members are requested to send their duly completed form as above to the Registrar and Transfer Agent (RTA) namely Sharepro Services (India) Pvt. Ltd. 416-420, 4<sup>th</sup> Floor, Devnandan Mall, Opp. Sanyas Ashram, Ellisbridge, Ahmedabad – 380 006
- 2) Members are also requested to inform about any change in their email ID immediately to RTA.
- 3) This form is also available on the Company's website [www.minaxitextiles.com](http://www.minaxitextiles.com).

**NOTICE**

[Note : The business of this meeting may be transacted through electronic voting system]

**NOTICE** is hereby given that the 19<sup>th</sup> Annual General Meeting of the Members of the Company Minaxi Textiles Limited will be held on Tuesday, 30<sup>th</sup> day of September, 2014 at 11:00 a.m. at Registered office of the Company Plot No.3311, Unit No.2, GIDC Industrial Estate, Phase-IV, Village Chhatral, Taluka Kalol, Dist – Gandhinagar (N.G) to transact the following business :

**ORDINARY BUSINESS :**

1. To receive, consider, approve and adopt the Audited Accounts for the Financial Year ended on 31<sup>st</sup> March 2014, and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in Place of Shri. Bharatbhai P. Patel, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a director in Place of Shri. Kanubhai S. Patel, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of next Annual General Meeting and fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** M/s. R.R.S & Associates, Chartered Accountants be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors, exclusive of traveling and other out of pocket expenses.”

**SPECIAL BUSINESS :**

5. TO CONSIDER AND IF THOUGHT FIT TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 (corresponding to Sections 198, 269 and 309 read with Schedule XIII and any other applicable provisions, of the Companies Act, 1956), approval be and is hereby accorded to the re-appointment of Shri. Kiritkumar S. Patel (holding DIN 00372855), as a Whole Time Director, for a further period of 5 (five) years with effect from 1<sup>st</sup> February, 2014 on the terms and conditions including remuneration as are set out hereunder.

**FUNCTIONS :** Shri. Kiritkumar S. Patel shall, subject to the supervision and control of the Board of Directors and / or the Managing Director of the Company, carry out such duties as may be entrusted to and delegated to him and he shall also perform such other duties as shall from time to time be delegated to him by the Board of Directors and / or Managing Director of the Company.

**REMUNERATION :** The Company shall, in consideration of the performance of his duties, pay to Shri. Kiritkumar S. Patel the following remuneration :

1.	Salary	₹ 80,000 per month
2.	Conveyance	Free use of Company's car with driver for official purpose
3.	Travelling/Boarding/ Lodging	Actual expenditure to be reimbursed – Boarding / Lodging by the Company for outstation journey for official work, in India or abroad.
4.	Leave Travel	Entitled to travel with family by any Concession mode, i.e. air / train / road once in two years for visiting any place in India.
5.	Medical Benefit	Actual Expenses incurred for Whole Time Director and his family.
6.	Other Perquisites	As may be determined by the Board of Directors from time to time and may be payable monthly or otherwise provided that the perquisites shall be evaluated as per Income Tax Act and Rules wherever applicable. The remuneration for a part of the year shall be computed on pro rata basis.

**SITTING FEES :** As long as Shri. Kiritkumar S. Patel functions as the Whole Time Director, he shall not be paid any sitting fees for attending the meetings of the Board of Directors / Committee thereof. ”

“**RESOLVED FURTHER THAT** where in a financial year during the currency of his tenure, the Company has no profits or its profits are inadequate the remuneration payable to him shall not exceed the ceiling prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 or any enactment thereof for the year, which will be payable to him as minimum remuneration for that year.”

**6. TO CONSIDER AND IF THOUGHT FIT TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri. Jashwantkumar K. Patel (holding DIN 02268796), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019.”

**7. TO CONSIDER AND IF THOUGHT FIT TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri. Vasudevabhai L. Patel (holding DIN 02268821), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019.”

**8. TO CONSIDER AND IF THOUGHT FIT TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Ghanshyam C. Patel (holding DIN 02268850), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019.”

**9. TO CONSIDER AND IF THOUGHT FIT TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Dharmendra N. Patel (holding DIN 02609546), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019.”

**10. TO CONSIDER AND IF THOUGHT FIT TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Sandipkumar J. Patel (holding DIN 03584779), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019.”

**Regd. Office :**

Plot No. 3311, Unit No.2,  
GIDC Industrial Estate,  
Village Chhatral, Phase-IV,  
Taluka Kalol, Dist. Gandhinagar(N.G)  
Gujarat

By Order of the Board  
For, Minaxi Textiles Ltd.

Dineshbhai P. Patel  
Chairman

Date : 31/07/2014

**NOTES :**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF, SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.

2. An explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of special business in the Notice is annexed hereto.
3. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Sundays, between 11 a.m. and 1 p.m. up to the date of meeting.
4. The Annual Report for the year 2013-2014 of the company as circulated to the members will be made available on the Company's website at [www.minaxitextiles.com](http://www.minaxitextiles.com) and also on the website of the Stock Exchange at [www.bseindia.com](http://www.bseindia.com).
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 26<sup>th</sup> day of September, 2014 to Tuesday, 30<sup>th</sup> day of September, 2014 (both days inclusive).
6. Members are requested to contact M/s. Sharepro Services (India) Pvt. Ltd., 416-420, 4<sup>th</sup> Floor, Devnandan Mall, Opp. Sanyas Ashram, Ellisbridge, Ahmedabad – 380 006 for recording any change of address, bank mandate, ECS or nominations, and for redressal of complaints contact the Compliance Officer Shri. Bharatbhai Mehta at the Registered Office of the Company.
7. Members are requested to note that the Company's shares are under compulsory electronic trading for all investors and therefore, they are requested to dematerialize their share holding to avoid inconvenience.
8. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
9. Members are requested to bring their copies of Annual Report at the meeting. Shareholders seeking any information with regard to account are requested to write to the Company early so as to enable the Management to keep the information ready.
10. Members / Proxies are requested to bring the duly filled Attendance Slip at the Annual General Meeting. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
11. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 and 21 of Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote by electronic means for the business to be transacted at the Annual General Meeting (AGM) through e-voting services provided by Central Depository Services Limited (CDSL).



**Procedure / Instructions for e-voting are as under :**

- A. For shareholders who receive notice of annual general meeting through e-mail:**
- If you are holding shares in Demat form and had logged on to <https://www.evotingindia.co.in> and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
  - Log on to the e-voting website <https://www.evotingindia.com>
  - Click on “Shareholders” tab to cast your vote.
  - Now, select the Electronic Voting Sequence Number-“EVSN” (i.e. 140812019) along with “COMPANY NAME” (Minaxi Textiles Ltd.) from the drop down menu and click on “SUBMIT”
  - Now, fill up the following details in the appropriate boxes:

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
User ID	For NSDL : 8 Characters DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.  In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.	
DOB*	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details*	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.	

\* Please enter DOB or Dividend Bank details in order to login. If the details are not recorded with the depository or Company please enter **the number of shares held by you as on the cut-off date** in the **Dividend Bank details field**.

- After entering these details appropriately, click on “SUBMIT” tab.

- vii. Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ %& \*). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. Click on the relevant EVSN on which you choose to vote.
- ix. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting.  
Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xi. After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution/ Authority letter in PDF format in the system for the scrutinizer to verify the same. Further, they are requested to send the scanned copy of the Board Resolution/ Authority letter to the email id of Scrutinizer ([csashokppathak@gmail.com](mailto:csashokppathak@gmail.com)), RTA ([sharepro.ahmedabad@shareproservices.com](mailto:sharepro.ahmedabad@shareproservices.com)) and Company ([minaxitx@yahoo.com](mailto:minaxitx@yahoo.com)).

**B. For shareholders who receive the notice of annual general meeting in physical form :**

- i. Please follow all steps from Sr. No. (i) to Sr. No. (xiii) above to cast vote.
- ii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <https://www.evotingindia.co.in> under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**C. For shareholders who wish to vote using Ballot Form (in lieu of e-voting):**

- i. Shareholders may fill in the Ballot Form (in lieu of e-voting) and submit the same in a sealed envelope addressed to the Scrutinizer, Shri Ashok P. Pathak, Scrutinizer, C/o. Minaxi Textiles Limited, Plot No.3311, Unit No.2, GIDC Industrial Estate, Phase-IV, Village Chhatral, Taluka Kalol, Dist – Gandhinagar (N.G) so as to reach by 6.00 p.m. on Friday, September 26, 2014. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final. Read the instructions provided in Ballot Form carefully.
- ii. Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, August 15, 2014, may cast their vote by way of Postal Ballot. The Ballot Form received after Friday, September 26, 2014 (6.00 p.m. IST) will be treated as invalid.

- iii. Shareholders may request for physical copy of the Ballot Form by sending an e-mail to [minaxitx@yahoo.com](mailto:minaxitx@yahoo.com) by mentioning their Folio / DP ID & Client ID or else Shareholders can download Ballot Form from the company's website [www.minaxitextiles.com](http://www.minaxitextiles.com) .
  - iv. A shareholder can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a shareholder casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
12. General Instructions :
- i. The e-voting period commences on Wednesday, September 24, 2014 (9.00 a.m. IST) and ends on Friday, September 26, 2014 (6.00 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, August 15, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently.
  - ii. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, August 15, 2014.
  - iii. Shri Ashok P. Pathak, Practicing Company Secretary (Membership No.ACS 9939 and COP No. 2662) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot form received from the shareholders) in a fair and transparent manner.
  - iv. The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - v. The results of the e-voting along with the scrutinizer's report shall be placed on the Company's website [www.minaxitextiles.com](http://www.minaxitextiles.com) and on the website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com) within two days of passing of the resolution at the 19<sup>th</sup> AGM of the Company on Tuesday, September 30, 2014 and communicated to BSE Limited, where the shares of the Company are listed.

**Regd. Office :**

Plot No. 3311, Unit No.2,  
GIDC Industrial Estate,  
Village Chhatral, Phase-IV,  
Taluka Kalol, Dist. Gandhinagar(N.G)  
Gujarat

By Order of the Board  
For, Minaxi Textiles Ltd.

Dineshbhai P. Patel  
Chairman

Date : 31/07/2014

## ANNEXURE TO THE NOTICE

Notes on Directors seeking appointment / re-appointment at the annual general meeting as required under the revised Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

**Item No 2**

Name	Shri Bharatbhai Prabhudas Patel
Qualification	Commerce Graduate
Experience	25 years in the business in which company operates
Other directorship	None
Chairman / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	8977815 Equity Shares of ₹ 1 each
Disclosure of the relationships	Shri. Bharatbhai P. Patel is brother in law of Shri. Kiritkumar S. Patel, Whole Time Director and Father of Shri Nirmal B. Patel, Whole Time Director of the Company.

**Item No 3**

Name	Shri. Kanubhai Somabhai Patel
Qualification	Commerce Graduate
Experience	Over 47 years of wide ranging experience
Other directorship	None
Chairman / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	321702 Equity Shares of ₹ 1 each
Disclosure of the relationships	Shri. Kanubhai S. Patel is not, in any way, concerned / interested / related with any of the other directors of the company.

**Item No 5**

Name	Shri. Kiritkumar S. Patel
Qualification	Diploma in Civil Engineering
Experience	Over 27 years of wide ranging experience
Other directorship	None
Chairman / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	4136606 Equity Shares of ₹ 1 each
Disclosure of the relationships	Shri. Bharatbhai P. Patel is Brother- in -Law and Shri Kiritkumar S. Patel is Maternal Uncle of Shri Nirmal B. Patel and he is not, in any way, concerned / interested / related with any of the other directors of the company.

**Item No 6**

Name	Shri. Jashwantkumar K. Patel
Qualification	Bachelor degree in Civil Engineering
Experience	Over 31 years of wide ranging experience
Other directorship	None
Chairman / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	None
Disclosure of the relationships	Shri. Jashwantkumar K. Patel is not, in any way, concerned / interested / related with any of the other directors of the company.

**Item No 7**

Name	Shri. Vasudevabhai L. Patel
Qualification	Bachelor degree in Civil Engineering
Experience	Over 28 years of wide ranging experience
Other directorship	None
Chairman / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	None
Disclosure of the relationships	Shri. Vasudevabhai L. Patel is not, in any way, concerned / interested / related with any of the other directors of the company.

**Item No 8**

Name	Shri. Ghanshyam C. Patel
Qualification	Bachelor degree in Civil Engineering
Experience	Over 16 years of wide ranging experience
Other directorship	None
Chairman / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	None
Disclosure of the relationships	Shri. Ghanshyam C. Patel is not, in any way, concerned / interested / related with any of the other directors of the company.

**Item No 9**

Name	Shri. Dharmendra N. Patel
Qualification	Commerce Graduate
Experience	Over 25 years of wide ranging experience
Other directorship	None
Chairman / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	None
Disclosure of the relationships	Shri. Dharmendra N. Patel is not, in any way, concerned / interested / related with any of the other directors of the company.

**Item No 10**

Name	Shri. Sandipkumar J. Patel
Qualification	Commerce Graduate
Experience	Over 5 years of wide ranging experience
Other directorship	None
Chairman / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	None
Disclosure of the relationships	Shri. Sandipkumar J. Patel is not, in any way, concerned / interested / related with any of the other directors of the company.

**THE STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SET OUT ALL MATERIAL FACTS MENTIONED IN ACCOMPANYING NOTICE DATED 31/07/2014**

The statement pursuant to Section 102 of the Companies Act, 2013 set out all material facts relating to the Special Business mentioned in the accompanying Notice are as follows :

**ITEM NO 5**

Whereas the terms of appointment of Shri. Kiritkumar S. Patel as Whole Time Director expired on 31<sup>st</sup> January, 2014.

Whereas the Board of Directors of the Company at its meeting held on 31<sup>st</sup> January, 2014 reappointed Shri. Kiritkumar S. Patel as Whole Time Director for a further period of 5 years with effect from 1<sup>st</sup> February, 2014 (i.e. up to 31<sup>st</sup> January, 2019) on terms and conditions mentioned in the resolution, subject to the approval by a resolution of the shareholders of the company in a general meeting. Shri. Kiritkumar S. Patel has wide-ranging experience in the business in which company operates. Thus with his knowledge and experience, the company can grow further.

The resolution at Item No 5 of the Notice seeks the approval of the members to the said appointment by way of ordinary resolution. Your directors recommend the resolution to the shareholders for adoption.

Shri. Kiritkumar S. Patel is brother in law of Shri. Bharatbhai P. Patel and Maternal Uncle of Shri. Nirmal B. Patel and So, Shri. Kiritkumar S. Patel, Shri. Bharatbhai P. Patel and Shri. Nirmal B. Patel be considered as interested in his appointment. However, None of the other directors of the Company including Key Managerial Personnel, if any, is, in any way, concerned or interested in the resolution.

**ITEM NO 6**

Shri Jashwantkumar K. Patel is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in July, 2008.

Shri Jashwantkumar K. Patel is the Chairman of the Audit Committee of the Company.

Shri Jashwantkumar K. Patel holds Bachelor degree in Civil Engineering. He is a person of integrity and possess relevant expertise and experience.

Shri Jashwantkumar K. Patel does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri Jashwantkumar K. Patel is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent in Form DIR-8 to act as Director. The Company has also received a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Shri Jashwantkumar K. Patel retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Jashwantkumar K. Patel being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March, 2019. A notice has been received from a member proposing Shri Jashwantkumar K. Patel as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri Jashwantkumar K. Patel fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Shri Jashwantkumar K. Patel as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Company has received a notice in writing from a shareholder alongwith the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Shri Jashwantkumar K. Patel for the office of Independent Directors, to be appointed as such under the provisions of Section 149 of the Act.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Jashwantkumar K. Patel as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Jashwantkumar K. Patel as an Independent Director for a consecutive period of five years upto 31.03.2019, for the approval by the shareholders of the Company.

Except Shri Jashwantkumar K. Patel, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

**ITEM NO. 7**

Shri Vasudevbbhai L. Patel is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in July, 2008. Shri Vasudevbbhai L. Patel is Chairman of the Nomination and Remuneration Committee and a member of the Audit Committee, of the Board of Directors of the Company.

Shri Vasudevbbhai L. Patel is not a Director in any other Company. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri Vasudevbbhai L. Patel is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent in Form DIR-8 to act as Director. The Company has also received a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Shri Vasudevbbhai L. Patel is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Vasudevbbhai L. Patel being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March, 2019. A notice has been received from a member proposing Shri Vasudevbbhai L. Patel as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri Vasudevbbhai L. Patel fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Shri Vasudevbbhai L. Patel as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.



The Company has received a notice in writing from a shareholder alongwith the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Shri Vasudevbbhai L. Patel for the office of Independent Directors, to be appointed as such under the provisions of Section 149 of the Act.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Vasudevbbhai L. Patel as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri. Vasudevbbhai L. Patel as an Independent Director for a consecutive period of five years upto 31.03.2019, for the approval by the shareholders of the Company.

Except Shri. Vasudevbbhai L. Patel, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

**ITEM NO. 8**

Shri Ghanshyam C. Patel is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in July, 2008. Shri Ghanshyam C. Patel is member of the Nomination and Remuneration Committee and the Audit Committee, of the Board of Directors of the Company.

Shri Ghanshyam C. Patel is not a Director in any other Company. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri Ghanshyam C. Patel is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent in Form DIR-8 to act as Director. The Company has also received a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Shri Ghanshyam C. Patel is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Shri Ghanshyam C. Patel being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March, 2019. A notice has been received from a member proposing Shri Ghanshyam C. Patel as a candidate for the office of Director of the Company.

The Company has received a notice in writing from a shareholder alongwith the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Shri Ghanshyam C. Patel for the office of Independent Directors, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Shri Ghanshyam C. Patel fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Shri Ghanshyam C. Patel as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Ghanshyam C. Patel as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Ghanshyam C. Patel as an Independent Director for a consecutive period of five years upto 31.03.2019, for the approval by the shareholders of the Company.

Except Shri Ghanshyam C. Patel, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

**ITEM NO. 9**

Shri Dharmendra N. Patel is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in July, 2008. Shri Dharmendra N. Patel is Chairman of the Stakeholders Relationship Committee and a member of the Audit Committee, of the Board of Directors of the Company.

Shri Dharmendra N. Patel is not a Director in any other Company. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri Dharmendra N. Patel is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent in Form DIR-8 to act as Director. The Company has also received a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Shri Dharmendra N. Patel is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Shri Dharmendra N. Patel being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March, 2019. A notice has been received from a member proposing Shri Dharmendra N. Patel as a candidate for the office of Director of the Company.

The Company has received a notice in writing from a shareholder alongwith the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Shri Dharmendra N. Patel for the office of Independent Directors, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Shri Dharmendra N. Patel fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Shri Dharmendra N. Patel as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Ghanshyam C. Patel as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Dharmendra N. Patel as an Independent Director for a consecutive period of five years upto 31.03.2019, for the approval by the shareholders of the Company.

Except Shri Dharmendra N. Patel, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

**ITEM NO. 10**

Shri Sandipkumar J. Patel is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in July, 2011. Shri Sandipkumar J. Patel is a member of the Audit Committee, of the Board of Directors of the Company.

Shri Sandipkumar J. Patel is not a Director in any other Company. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri Sandipkumar J. Patel is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent in Form DIR-8 to act as Director. The Company has also received a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Shri Sandipkumar J. Patel is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Sandipkumar J. Patel being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March, 2019. A notice has been received from a member proposing Shri Sandipkumar J. Patel as a candidate for the office of Director of the Company.

The Company has received a notice in writing from a shareholder alongwith the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Shri Sandipkumar J. Patel for the office of Independent Directors, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Shri Sandipkumar J. Patel fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Shri Sandipkumar J. Patel as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Sandipkumar J. Patel as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Sandipkumar J. Patel as an Independent Director for a consecutive period of five years upto 31.03.2019, for the approval by the shareholders of the Company.

Except Shri Sandipkumar J. Patel, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

**Regd. Office :**

Plot No. 3311, Unit No.2,  
GIDC Industrial Estate,  
Village Chhatral, Phase-IV,  
Taluka Kalol, Dist. Gandhinagar(N.G)  
Gujarat

By Order of the Board  
For, Minaxi Textiles Ltd.

Dineshbhai P. Patel  
Chairman

Date : 31/07/2014

**DIRECTORS' REPORT**

To,  
The Members,  
Minaxi Textiles Ltd

Your directors have pleasure in presenting herewith their Nineteenth Annual Report together with the Audited Statements of Accounts for the period ended on 31<sup>st</sup> March, 2014.

**PERFORMANCE HIGHLIGHTS :**

Particulars	Current year Ended on 31/03/2014 ₹	Previous year Ended on 31/03/2013 ₹
Revenue from Operations	52,68,16,959	37,82,06,791
Other Income	20,75,362	10,63,281
Profit Before Tax	1,58,94,175	1,79,00,105
Less : Provision for Current Tax	31,00,000	54,00,000
: Deferred Tax	17,91,742	4,29,953
: Income Tax pertaining to earlier years	(16,630)	3,98,584
: MAT Credit Entitlement	(10,30,353)	NIL
Profit after Tax	1,20,49,416	1,16,71,568
Add : Balance Brought Forward	3,25,76,885	2,09,05,317
Balance Carried to Balance Sheet (Surplus)	4,46,26,301	3,25,76,885

**DIVIDEND :**

To conserve the resources for the expansion projects under pipeline, your directors do not recommend any dividend for the financial year ended on 31<sup>st</sup> March, 2014.

**BUSINESS PERFORMANCE & PROSPECTS :**

During the year under report, the company has achieved a gross turnover of Rs.5268.16 Lacs as compare to Rs.3782.07 Lacs during the previous year and the operations for the year under review has resulted in the net profit of Rs.120.49 Lacs. Your company could achieve stable growth in business due to continued pursuit of our strategy to work with innovation ideas, developing new areas of its activates & reducing cost of production through process innovation. Directors hope better performance during the current year.

As reported last year, company has successfully completed project of modernization, upgradation cum expansion during the year. Company has installed 30 imported optimax 4r machines, New humidification plant & imported warp tying machines during the year.

As per central govt. scheme under Tuf Scheme the company will get 15% capital subsidy and interest subsidy of 6% from central govt. & 5% from state govt. vat benefits and also Rs.1/- per unit concession in power from Gujarat Electricity Board. A detailed analysis of the financial results is given in the management discussion and analysis report which form part of this report.

**QUALITY, HEALTH, SAFETY & ENVIRONMENT (QHSE) AND CORPORATE SOCIAL RESPONSIBILITY :**

Minaxi's commitment towards excellence in Health, Safety and Environment is one of the company's core values by complying with the Laws and Regulations first, and then going beyond the mandate to keep our planet safe for future generations. Minimizing the environment impact of our operations assumes utmost priority.

The company is unwavering in its policy of 'safety of persons overrides all production targets' which drives all employees to continuously break new grounds in safety management for the benefit of the people, property, environment and the communities in which Minaxi operates. Our comprehensive QHSE Policy, as well as dedicated measures by conducting the Risk Assessment, Identification of significant environment aspects of all manufacturing plants and signatory commitment of Responsible Care, Greatest emphasis is given to safety measures for minimizing accidents and incidents.

**CORPORATE SOCIAL RESPONSIBILITY (CSR) :**

**(Criteria prescribed under section 135 is not attracted)**

Every Company is required to constitute / formulate CSR Committee if it gets attracted in one of the criteria prescribed in Section 135.

According to Section 135 of the Companies Act, 2013, Every Company having Net Worth of Rs.500 Crore or More, or Turnover of Rs.100 Crore or more, or Net Profit of Rs.5 crore or more during any financial year shall constitute a Corporate Social Responsibility Committee and should undertake Corporate Social Responsibility as prescribed in Schedule VII.

None of the above criteria is applicable to the company for the financial year 2013-2014 and hence the company is not required to constitute CSR Committee.

**FINANCE :**

The Company is at present enjoying financial assistance in the form of working capital facilities and term loan from Bank of India, Main Branch, Bhadra, Ahmedabad and vehicle loan from Bank of India, Kalol Branch. During the year under review, the company regularly paid the principal and interest to the Bank.

**PUBLIC DEPOSIT :**

The Company has complied with the provisions of Section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposits) Rules, 1975.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS / OUTGO :**

The information relating to conservation of Energy, Technology, Absorption and Foreign Exchange Earning / Outgo as required under 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 given by way of annexure attached hereto which forms part of this report.

**PARTICULARS OF EMPLOYEES :**

The information required under the provision of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Amendment Rules, 2011 be treated as Nil as none of the employees of the Company was in receipt of total remuneration exceeding of ₹ 60,00,000 p.a. or ₹ 5,00,000 p.m. for part of the year during the financial year under review. No employee is related to any Director of the Company.

**BOARD OF DIRECTORS :**

In accordance with provisions of Section 152(6)(a) of the Companies Act, 2013, Shri Bharatbhai P. Patel and Shri Kanubhai S. Patel retires by rotation and being eligible offers themselves for re-appointment.

Shri. Kiritkumar S. Patel has been appointed as Whole Time Director of the Company w.e.f.01<sup>st</sup> January, 2014 for a further period of five (5) years.

According to Section 149(13) of the Act, the independent directors are the directors who are not liable to retire by rotation.

The Board recommend the appointment of Shri Jashwantkumar K. Patel, Shri. Vasudevabhai L. Patel, Shri Ghanshyam C. Patel, Shri. Dharmendra N. Patel and Shri. Sandipkumar J. Patel Independent Directors for a consecutive period of five years for a term upto 31.03.2019 in due compliance of Section 149(13) of the Act.

**PAYMENT OF SITTING FEES TO INDEPENDENT DIRECTOR :**

The Board of Directors at its meeting held on 30<sup>th</sup> May, 2014 have resolved for payment of Sitting Fees to each Independent Director out of the funds of the company for all services in attending the meetings of the Board or a Committee thereof a fees of ₹ 2,000 for each meeting of the Board or of a committee thereof attended by them w.e.f. 30<sup>th</sup> May, 2014 in accordance with Section 149(9) read with Section 197(5) and Section 197(7) of the Companies Act, 2013 and Rule 4 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014.

**RE-CONSTITUTION OF AUDIT COMMITTEE :**

The Board of directors of the company at its meeting held on 30<sup>th</sup> May, 2014 has reconstituted an Audit Committee, in line with Section 177 of the Companies Act, 2013, comprising five independent Non-

Executive Directors viz. Shri. Jashwantkumar K. Patel, Chairman (having financial and accounting knowledge), Shri. Vasudevbbhai L. Patel, Shri. Dharmendra N. Patel, Shri. Ghanshyambhai C. Patel and Shri. Sandipkumar J. Patel. The constitution of Audit Committee meets with the requirements under Clause 49 of the Listing agreement of the Stock Exchanges as well.

The Committee periodically discussed the Financial Reporting process, reviewed the Financial Statements, and discussed the quality of the applied accounting principles and significant judgment that affected the Company's Financial Statements. Before presenting the audited accounts to the members of the Board, the Audit Committee recommended the appointment of the statutory auditors, subject to the Board's approval. The audit Committee reviewed with adequacy of internal control systems with the management, statutory and internal auditors.

At present, the constitution, composition and functioning of the Audit Committee also meets the requirements of Section 177 of the Companies Act, 2013 and Clause – 49 of the Listing Agreement entered into with the Stock Exchanges.

The terms of reference of the Audit Committee are as under :

- (i) to recommend appointment, remuneration and terms of appointment of Auditors of the company.
- (ii) to review and monitor the auditor's independence and performance, and effectiveness of audit process,
- (iii) to examine the financial statement and the auditor's report thereon.
- (iv) to approve or any subsequent modification of transactions of the company with related parties.
- (v) to scrutinize inter-corporate loans and investments,
- (vi) to carry out valuation of undertakings or assets of the company, wherever it is necessary,
- (vii) to evaluate the internal financial controls and risk management systems.
- (viii) to monitor the end use of funds raised through public offers, if any, and related matters.
- (ix) to formulate and oversee the vigil mechanism for the directors and employees to report their genuine concern or grievances. If any of the members of the committee have a conflict of interest in a particular case, they should recuse themselves and the others on the committee who deal with the matter on hand.

**CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE (NRC) :**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 Rules framed there under, every listed company and prescribed class of companies, shall constitute Nomination and Remuneration Committee (NRC) of the Board consisting of 3 or more non-executive directors out of which not less than ½ shall be independent director.

In view of the above provision of law, the Board of Directors at its meeting held on 30<sup>th</sup> May, 2014 has constituted NRC committee consisting of Shri. Vasudevbbhai L. Patel, Chairman of the Committee/ Independent Director, Shri Ghanshyam C. Patel, Independent Director and Shri Dineshbhai P. Patel, Executive Chairman of the company, as member of the committee.

The powers (terms of reference) delegated to the committee are as under :

- A. To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down.  
The explanation "Senior Management" means personnel of the Company who are members of its core management team excluding Board of Directors comprising of all members of management one level below the executive directors, including the functional heads.
- B. To lay down the criteria for appointment of persons in senior management and appointment of directors.
- C. To recommend to the Board the person(s) to be appointed as directors and senior management and their removal in accordance with the criteria laid down by the committee.
- D. To carry out evaluation of performance of every director.
- E. To formulate the criteria for determining qualifications, positive attributes and independence of a director.
- F. To recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees.  
While formulating the policy the committee shall ensure that –
  - a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.
  - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
  - c. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.
- G. To ensure that the remuneration policy formulated by the committee be disclosed in the Board's Report.

#### **ESTABLISHMENT OF VIGIL MECHANISM**

As per Section 177 read with Rule 7 of Companies (Meetings of Board & its Powers) Rules, 2014, Every listed company and the companies belonging to the following classes shall establish a vigil mechanism :

- (i) The companies which accept deposits from the public.
- (ii) The companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees,

The Audit Committee will formulate the vigil mechanism to provide adequate safeguards against victimization of employees and directors who availed of the vigil mechanism and have a direct access to the chairman of the audit committee in exceptional case.

The audit committee is authorized to formulate the vigil mechanism to provide adequate safeguards against victimization of employees and directors who availed of the vigil mechanism and have a direct access to the chairman of the audit committee in exceptional case.

In case of repeated frivolous complaints being filed by the director or an employee the audit committee may take suitable action including reprimand if necessary.



**RE-CONSTITUTION OF STAKEHOLDERS RELATIONSHIP COMMITTEE i.e. SHAREHOLDERS AND INVESTORS GRIEVANCE COMMITTEE :**

The Board has re-constituted the Shareholders and Investors Grievance Committee vide resolution passed in its Meeting held on 29/07/2011.

According to Section 177, the company is required to constitute a Stakeholders Relationship Committee consisting of a Chairman who shall be a non executive director and such other members as may be decided by the Board.

In view of the above provision, the company has changed the name of the Shareholders and Investors Grievance Committee to Stakeholders Relationship Committee. Further, the membership of the company has also changed in light of the above provisions.

The Stake holders Relationship committee consists of Shri. Dharmendrabhai N. Patel, Chairman of the Committee/ Independent Director, Shri Bharatbhai P. Patel, Shri Dineshbhai P. Patel and Shri Nirmal B. Patel, as members of the committee.

The powers (terms of reference) delegated to the committee are as under :

- (i) To scrutinize and take on records the shares / securities transfers and transmission of shares / securities etc. made by the Registrar and Transfer Agent of the Company and authorize the registration of transfers in the Register of Members as well as in the Register of Transfers of the Company and to take all other consequential and incidental actions and measures.
- (ii) To carry out redressal of Stakeholders' complaints like transfer of shares, non-receipt of declared dividends, non-receipts of balances sheet etc.
- (iii) To consider and resolve the grievances of the security holders of the company.
- (iv) To oversee the performance of the Registrar and Transfer Agents and recommends measures for over all improvement in the quality of investors / shareholders services.

**ACCOUNTING STANDARDS AND FINANCIAL REPORTING :**

The Company incorporates the accounting standards as and when issued by the Institute of Chartered Accountants of India. The Company complied with the Stock Exchange and legal requirement concerning the Financial Statements at the time of preparing them for the Annual Report.

**MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT :**

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement executed with the Stock Exchanges, is presented in a separate section forming part of the Annual Report.

**CORPORATE GOVERNANCE :**

Your Company follows the principles of effective Corporate Governance. The Company has complied with the mandatory provisions of Corporate Governance as prescribed in the revised Clause 49 of the Listing Agreement executed with the Stock Exchange(s).

A separate section on Corporate Governance is included in the Annual Report and Certificate from Company's Auditors confirming the compliance with the code of Corporate Governance as enumerated in Clause-49 of the listing agreement with the Stock Exchange is annexed hereto.

**LISTING :**

The equity shares of the company are listed in the Bombay Stock Exchange Limited which has the connectivity in most of the cities across the country.

**DELISTING OF SHARES FROM AHMEDABAD STOCK EXCHANGE LIMITED**

As the trading volume in the company's shares on the Ahmedabad Stock Exchange Limited are insignificant/NIL which does not justify the payment of considerable amounts of listing fees and other expenses which the company is incurring, So the Board of Directors at its meeting held on 07<sup>th</sup> March, 2014 has decided to make an application for voluntarily delist Company's equity shares from the Ahmedabad Stock Exchange Limited to save the recurring costs without affecting the interest of the investors of the Company and without affecting the liquidity of equity shares of the Company.

The Equity Shares of the Company will continue to be listed in the Bombay Stock Exchange Limited (BSE) which has the connectivity in most of the cities across the country and the proposed delisting from the Ahmedabad Stock Exchange Limited will not be prejudicial to the interest of the Shareholders / Investors.

The company has previously made an application to the Stock Exchange, Ahmedabad to delist the Company's Equity Shares on 02<sup>nd</sup> February, 2005 as per SEBI (Delisting of Securities) Guidelines, 2003 with the consent of the members vide Special Resolution passed at an Annual General Meeting dtd. 30/09/2004. The company has made several correspondence for the queries raised by the Stock Exchange, Ahmedabad. For non payment / delayed payment of listing fees for the year 2004 – 2005, the company's equity shares could not be delisted even though all the compliances have already been carried out under delisting guidelines 2003.

As the delisting guidelines have been changed, the Board of Directors at its meeting held on 07.03.2014 has resolved to delist company's shares in the Ahmedabad Stock Exchange Limited. The Company has filed afresh application on 23/04/2014 for delisting of its securities from the Ahmedabad Stock Exchange Limited as per SEBI (Delisting of Equity Shares) Regulations, 2009.

**DEMATERIALISATION OF EQUITY SHARES :**

As per direction of the SEBI and the Bombay Stock Exchange Limited, the shares of the Company are under compulsory demat form. The Company has established connectivity with both the Depositories i.e. **National Securities Depository Limited [NSDL]** and **Central Depository Services India Limited [CDSL]** and the demat activation number allotted to the Company is ISIN : INE52C01010. Consequent to subdivision of equity shares of ₹ 10 each into the equity shares of ₹ 1 each, the new ISIN allotted to the Company is ISIN : INE952C01028. Presently shares are held in electronic and physical mode (96.82% of shares in demat, 3.18% in physical mode.)

**AUDITORS :**

M/s. R.R.S & Associates, Chartered Accountants, Ahmedabad retire at the conclusion of this ensuing Annual General Meeting. The Company has received a certificate under Section 139(1) read with Section 141 of the Companies Act, 2013 to the effect that their re-appointment, if made will be in accordance to the specified limit. You are requested to consider their re appointment as Auditors of the Company for the Current Year.

**AUDITORS REPORT :**

The comments in the Auditors Report with Notes on Accounts referred to the Auditor's Report are self explanatory and, therefore do not call for any further explanation.

**APPOINTMENT OF SECRETARIAL AUDITOR FOR THE FINANCIAL YEAR 2014-2015**

The Board has considered the recommendation of Audit Committee regarding appointment and necessity of Secretarial Audit Report as mandate for every listed company in Section 204 of the Act, and has appointed M/s. Ashok P. Pathak & Co., Company Secretaries, Ahmedabad as Secretarial Auditor for the financial year 2014 -2015.

The Companies Act, 2013 has introduced the Secretarial Audit as a new class of audit in addition to Statutory Audit, Internal Audit and Cost Audit.

Pursuant to Section 204 of the Companies Act, 2013 read with Rule – 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company, and (i) every public company having a paid up share capital of ₹ 50 Crores or more, or (ii) every public company having a turnover of ₹ 250 Crores or more shall annex with its Boards Report made under section 134(3), a secretarial audit report, given by a Company Secretary in Practice in prescribed FORM No. MR - 3.

Secretarial Audit is a process to check compliance with the provisions of various laws and rules/regulations/procedures, maintenance of books, records etc., by an independent professional to ensure that the company has complied with the legal and procedural requirements and also followed due processes. It is essentially a mechanism to monitor compliance with the requirements of stated laws and processes.

Timely examination of compliance reduces risks as well as potential cost of non-compliance and also builds better corporate image. Secretarial Audit establishes better compliance platform by checking the compliances with the provisions of various statutes, laws, rules & regulations, procedures by an independent professional to make necessary recommendations/ remedies. The primary objective of the Compliance Management backed Secretarial Audit is to safeguard the interest of the Directors including Independent Directors & officers of the companies, shareholders, creditors, employees, customers etc..

According to Sub-Section 2 of Section 204 of the Act, it shall be the duty of the company to give all assistance and facilities to the company secretary in practice, for auditing the secretarial and related records of the company. Further, a company secretary in practice conducting secretarial audit has been granted similar powers and rights as that granted to statutory auditor. (Section 143(14) of the Act).

The report of Board of Directors prepared under Section 134(3) of the Act shall include explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made by the company secretary in practice in his secretarial audit report. (Sub-Section 3 of Section 204 of the Act).

**SECRETARIAL COMPLIANCE CERTIFICATE :**

The Compliance Certificate pursuant to the provisions of Section 383A(1) of the Companies Act, 1956 as to be filed separately in prescribed e-Form and is forming part of the Directors' Report.

**COST AUDIT :**

The Board of Directors at its meeting held on 30<sup>th</sup> May, 2013 has appointed M/s. S A & Associates, as Cost Accountants of the Company for the Financial Year ending on 31<sup>st</sup> March, 2014 (i.e. Financial Year 2013-2014) to conduct the audit of the Cost Records maintained by the Company under Section 233B (1) of the Companies Act, 1956 under revised procedure prescribed in general Circular No.15/2011 dated 11<sup>th</sup> April, 2011 read with Order No. 52/26/CAB-2010 dtd.24<sup>th</sup> January, 2012 issued by the Cost Audit Branch – CAB , Ministry of Corporate Affairs – MCA. Cost Auditor of the Company is in process to prepare Cost Audit Report for the Financial Year ending on 31<sup>st</sup> March, 2014.

**INSURANCE :**

The company has made necessary arrangements for adequately insuring its insurable interests.

**INDUSTRIAL RELATIONS :**

The directors are happy to note that the industrial relations continued to remain cordial during the year. The directors express their appreciation towards the workers, staffs and executive staffs for their coordination and hope for a continued harmonious relations.

**VISION :**

To be the India's best integrated textile solutions enterprise with leadership position across products and markets, exceeding costumers and shareholder expectation.

**OUR MISSION :**

- Offer innovative, customized and value added services to our customers
- Actively explore potential markets and products
- Optimize use of all resources
- Maximize people development initiatives
- Be a knowledge leader and an innovator in our businesses
- Exceed compliances and global quality standards
- Be an ethical, transparent and responsible global organization

**DIRECTORS' RESPONSIBILITY STATEMENT :**

Pursuant to the requirement under Section 217(2AA) of the Companies Act,1956 with respect to Director's Responsibilities Statement, it is hereby confirmed :

- (i) that in the preparation of the Annual Accounts for the Financial Year ended 31<sup>st</sup> March, 2014, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the Director had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the Financial Year and of the Profit or Loss of the Company for the Company for the year under review;

- (iii) that the Directors had taken proper and sufficient care for the maintenance of Adequate accounting records in accordance with the provisions of the Companies Act 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors had prepared the accounts for the Financial Year ended 31<sup>st</sup> March, 2014, on a going concern basis.
- (v) that the company has adequate internal systems and controls in place to ensure compliance of laws applicable to the company.

**CODE OF INDEPENDENT DIRECTORS – SCHEDULE IV :**

The Board has considered Code of Independent Directors as prescribed in Schedule IV of the Companies Act, 2013. The code is a guide to professional conduct for independent directors adherence to these standards by independent directors and fulfillment of their responsibility in a professional and faithful manner will promote confidence of the investment community and regulators.

The broad items for code for independent directors are :

- (i) Guidelines for Professional conduct.
- (ii) Role and Functions.
- (iii) Duties
- (iv) Manner and process of appointment.
- (v) Re-appointment on the basis of report of performance evaluation.
- (vi) Resignation or Removal.
- (vii) Atleast one Separate meeting of Independent Directors in a year without attendance of non independent directors or members of management.
- (viii) Evaluation mechanism of Independent Directors by entire Board of Directors.

**RELATED PARTY TRANSACTIONS :**

The company has not entered into any contract / agreement with Related Parties and have no transactions with Related Parties during the year under review.

There are no materially significant related party transactions i.e. transactions of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflicts with the interests of the company at large in the financial year 2013-2014.

However, the Board has taken note of the provisions of newly enacted Companies Act relating the Related Party Transactions as enumerated below :

Pursuant to Section 188 read with Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014, a company shall enter into any contract or arrangement with a related party subject to the following conditions, namely :

- (i) The agenda of the Board Meeting at which the resolution is proposed to be moved shall disclose –
  - (a) The Nature of Related Party and the nature of relationship.
  - (b) The nature, duration of the contract and particulars of the contract or arrangements.
  - (c) The material terms of the contract or arrangements including the value, if any.

- (d) Any advance paid or received for the contract or arrangement, if any.
  - (e) The matter of determining the pricing and other commercial terms.
  - (f) Whether all factors relevant to contract have been considered, if not the details of factors not considered with the rationale for not considering those factors, and
  - (g) Any other information relevant or important for the Board to take a decision on the proposed transactions.
- (ii) Where any director is interested in any contract or arrangement with a related party, such director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement.

Except with the consent of Board of Directors, no company shall enter into any contract or arrangement with the related party with respect to –

- (a) Sell, purchase or supply of any goods or materials.
- (b) Selling or otherwise disposing of, or buying property of any kind,
- (c) Leasing of property of any kind
- (d) Availing or rendering of any services
- (e) Appointment of any agent for purchase or sell of goods, materials, services or property
- (f) Such related party's appointment to any office or place of profit in the company, its subsidiary or associate company
- (g) Underwriting the subscription of any securities or derivatives thereof.

Provided further that no member of the company shall vote on special resolution to approve any contract or arrangement if such member is a related party

Provided that no contract or arrangement, in the case of a company having a paidup share capital of not less than such amount, or transactions not exceeding such sums, as may be prescribed, shall be entered into except with the prior approval of the company by a special resolution.

**ACKNOWLEDGMENT :**

Your directors would like to express their grateful appreciation for the continued assistance and cooperation received from the Banks, Government Authorities and Shareholders. Your Directors are also grateful to the customers, suppliers and business associates of your company for their continued co-operation and support. Your directors wish to place on record their deep sense of appreciation to all the employees for their commendable teamwork and enthusiastic contribution to the growth of Company's business during the year under review.

**Regd. Office :**

Plot No. 3311, Unit No.2,  
GIDC Industrial Estate,  
Village Chhatral, Phase-IV,  
Taluka Kalol, Dist. Gandhinagar(N.G)  
Gujarat

By Order of the Board  
For, Minaxi Textiles Ltd.

Dineshbhai P. Patel  
Chairman

Bharatbhai P. Patel  
Managing Director

Date : 30/05/2014

**ANNEXURE FORMING PART OF DIRECTORS' REPORT**

Disclosure of particulars with respect to conservation of energy as required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of Report of Board of Directors for the year ended 31<sup>st</sup> March, 2014.

**A. CONSERVATION OF ENERGY :****(a) Energy Conservation Measures taken :**

All the Possible steps have taken to ensure reduction in the consumption of electricity and fuel.

**(b) Additional investment in proposal if any being implemented for reduction of consumption of energy:**

No additional investment is envisaged.

**(c) Impact of above measures :**

As a result of the measures taken, consumption of electricity and fuel has been kept at possible reasonable level during the year.

**B. TECHNOLOGY ABSORPTION :**

Efforts made in Technology absorption. NIL

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

- a. Activities relating to export initiatives taken to increase exports, development of new export markets for products and services and export plans.

During the coming year we are actively looking to expand export activity to cover a wider geographical market

- b. Foreign exchange outgo : As under.  
Foreign exchange earned. : As under

<b>Particulars</b>	<b>2013-2014</b>	<b>2012-2013</b>
Foreign Exchange Earnings Export (FOB Value)	0.17(Thousand)	NIL
CIF Value of Imports Spare Parts	20.05 (Lacs)	4.99(Lacs)
Capital goods	1119.74 (Lacs)	107.04 (Lacs)

**FORM A****(DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY)**

Particulars	2013-2014	2012-2013
<b>(A) Power and Fuel Consumption :</b>		
<b>1. Electricity</b>		
Purchased Power (units)	2036940	1978036
Total Amount ₹	1,32,84,482	1,23,37,700
Rate (unit)	6.52	6.24
<b>2. Boiler Fuel</b>		
Quantity (kg)	NIL	NIL
Total Amount ₹	NIL	NIL
Average Rate (kg)	NIL	NIL
<b>3. (a) LNG Gas</b>		
In SCM	NIL	NIL
In ₹	NIL	NIL
Average Rate	NIL	NIL
Total Units	NIL	NIL
Rate per Unit	NIL	NIL
<b>(b) L.E.O.</b>		
In Liters	NIL	NIL
In ₹	NIL	NIL
Average Rate	NIL	NIL
Total Units	NIL	NIL
Rate per Unit	NIL	NIL
<b>(c) Furnace Oil (Diesel)</b>		
In Liters	NIL	NIL
In Amount	NIL	NIL
Average Rate (₹/Lt.)	NIL	NIL
<b>(B) Consumption per unit of production :</b>	In view of the multiplicity of products, it is not practical to apportion consumption of utilities per unit of production.	



**SECRETARIAL COMPLIANCE CERTIFICATE****CIN – L17119GJ1995PLC025007**

Nominal Capital : ₹ 7,00,00,000

To,

**The Members****MINAXI TEXTILES LIMITED**

Plot No. 3311, Unit No. 2,

GIDC Industrial Estate, Phase-IV

Village Chhatral, Taluka Kalol

Dist. Gandhinagar (N.G)-382729

We have examined the registers, records, books and papers of **MINAXI TEXTILES 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 **31<sup>ST</sup> MARCH, 2014** (financial year). 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 kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the Rules made there under and generally all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities under the Act, and the Rules made there under.
3. The company, being a public limited company, comments are not required.
4. The Board of Directors duly met 9 (Nine) times respectively on 30/05/2013, 19/07/2013, 31/07/2013, 26/10/2013, 24/12/2013, 06/01/2014, 31/01/2014, 07/03/2014 and 31/03/2014 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed (no circular resolution was passed), in the Minutes Book maintained for the purpose.
5. The company has closed its Register of Members From Friday, 20<sup>th</sup> day of September, 2013 To Monday, 30<sup>th</sup> day of September, 2013 (both days inclusive).
6. The annual general meeting for the financial year ended on 31<sup>st</sup> March 2013 was held on 30/09/2013 after giving duly notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. As per the information and explanation provided to us, the company has not advanced any loans to its directors or persons or firms 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 has made necessary 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, the company has not obtained 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) not made any allotment of securities during the financial year. The company has delivered all the certificates on lodgment thereof for transfer / transmission of securities during the year.
  - (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 of ₹ 93,175 on 07/11/2013 (vide SRN B88284930 dtd.02/11/2013) of unpaid dividend account which has remained unclaimed or unpaid for a period of seven years for the financial year 2005-2006 to Investor Education Protection Fund - IEPF pursuant to Section 205A(5) read with Investor Education Protection Fund (Awareness and Protection of Investors) Rules, 2001.
  - (v) generally complied with the requirements of Section 217 of the Act.
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 vacancies during the financial year.
15. The company has re-appointed Shri Bharatbhai P. Patel as Managing Director w.e.f.01/06/2013 at a Monthly Remuneration of ₹ 1,25,000, Shri Dineshbhai P. Patel as Whole Time Director w.e.f. 01/06/2013 at a monthly remuneration of ₹ 80,000 and Shri Kiritkumar S. Patel as Whole Time Director w.e.f. 01/02/2014 at a monthly remuneration of ₹ 80,000 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 prescribed under the various provisions of the Act during the financial year.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions 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. The company has no redemption of preference shares/debentures during the financial year under review.
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 complied with the provisions of Section 58A read with Companies (Acceptance of Deposit) Rules, 1975 in respect of deposit accepted including unsecured loan taken during the year under review and the company has filed the copy of Statement in lieu of Advertisement with the Registrar of Companies, Gujarat on 31.01.2014.
24. The amount borrowed by the company during the financial year are within the borrowing limits of the Company.
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register 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. As informed to us, 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 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 authority during the year under review.

**For, Ashok P. Pathak & Co.,  
Company Secretaries,**

**Place: Ahmedabad  
Date : 30/05/2014**

**Ashok P. Pathak  
Proprietor  
C.P.No. 2662**

**ANNEXURE A - SECRETARIAL COMPLIANCE CERTIFICATE****Name of the Company: MINAXI TEXTILES LIMITED****CIN : L17119GJ1995PLC025007****Authorized Capital : ₹ 7,00,00,000**

Registers as maintained by the Company

<b>Sr. No.</b>	<b>Section Number</b>	<b>Name of the Register</b>
1.	108	Register of Transfer
2.	143	Register of Charges
3.	150	Register of the Members
4.	193	Minutes of all meetings of Board of Directors
5.	193(1)	Minutes of General Meetings
6.	301	Register of Contracts / Transactions / Disclosures
7.	303	Register of Directors
8.	307	Register of Directors' Shareholding

**For, Ashok P. Pathak & Co.,  
Company Secretaries,****Place: Ahmedabad****Date : 30/05/2014****Ashok P. Pathak  
Proprietor  
C.P.No. 2662**

**ANNEXURE B - SECRETARIAL COMPLIANCE CERTIFICATE**

Name of the Company : MINAXI TEXTILES LIMITED

CIN : L17119GJ1995PLC025007

Authorized Capital : ₹ 7,00,00,000

Forms / Documents / Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending 31<sup>st</sup> March, 2014.**DURING THE PERIOD 2013-2014 (01/04/2013 To 31/03/2014)****REGISTRAR OF COMPANIES**

Sr. No.	e-Form No.	Relevant Section	Description	Date of Document
1.	e-Form 8	135	Modification of Charge ID-10135006 by way of Supplemental deed of Hypothecation dated 25/03/2013 executed by the Company in favour of Bank of India to secure aggregate credit limit of ₹ 2435.84 Lac.	23/05/2013
2.	e-Form 23	192	Registration of Resolution for Re-appointment of <b>a)</b> Shri. Bharatbhai P. Patel, Managing Director of the Company at an increased remuneration of ₹ 1.25 Lac per month w.e.f. 01/06/2013, <b>b)</b> Shri. Dineshbhai P. Patel, Whole Time Director of the Company at an increased remuneration of ₹ 80000 per month w.e.f.01/06/2013 vide resolution passed in the Board meeting held on 30/05/2013, subject to approval of shareholders.	03/06/2013
3.	e-Form 25C	269(2)	Return of Appointment of Managing or Whole Time Director regarding Re-Appointment of Shri Bharatbhai P. Patel as Managing Director w.e.f. 01/06/2013.	03/06/2013
4.	e-Form 25C	269(2)	Return of Appointment of Managing or Whole Time Director regarding Re-Appointment of Shri Dineshbhai P. Patel as Whole Time Director w.e.f. 01/06/2013.	03/06/2013

5.	e- Form 62	Section 58A read with Rule, 10 of the Companies (Acceptance of Deposit) Rules, 1975	Registration of Return of Deposit with Non Banking Companies other than Financial Companies with Registrar of Companies, Gujarat – ROC	28/06/2013
6.	e-Form 8	135	Modification of Charge ID-10135006 by way of Supplemental deed of Hypothecation dated 20/07/2013 executed by the Company in favour of Bank of India to secure aggregate credit limit of ₹ 2490.37 Lac.	31/07/2013
7.	e-Form 8	135	Modification of Charge ID-90096567 by way of Supplemental Memorandum of Entry dated 20/07/2013 in favour of Bank of India to secure aggregate credit limit of ₹ 2490.37 Lac.	31/07/2013
8.	e-Form 66	383A	Compliance Certificate of M/s. Ashok P. Pathak & Co., Practicing Company Secretaries for the Financial Year ended on 31/03/2013.	14/10/2013
9.	e-Form 20B	159	Annual Return made up to the date of Annual General Meeting held on 30/09/2013.	20/10/2013

10.	e-Form 5 INV	Pursuant to Rule 3 of the Investor Education and Protection (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012	Statement of unclaimed and unpaid amount of ₹ 2,11,911.22 for the Financial Year 31/03/2013 for AGM held on 30/09/2013.  Information is required to be filed every year within a period of 90 days after the holding of AGM and every year thereafter till completion of seven years period	20/10/2013
11.	e-Form 23AC XBRL & e-Form 23ACA XBRL	220	Submission of Balance Sheet and Statement of Profit and Loss Account in eXtensible Business Reporting Language - XBRL Mode for the financial year 2012-2013.	22/10/2013
12.	e- Form 1 INV	Section 205A(5) read with Rule 3 of IEPF (Aware- ness and Protection of Investors) Rules, 2001	Statement of amounts of ₹ 93,175 credited on 07/11/2013 vide SRN B88284930 dated 02/11/2013 to Investors Education and Protection Fund for the financial year 2005-2006.	11/11/2013

13.	e-Form 8	135	Modification of Charge ID-10135006 by way of Supplemental deed of Hypothecation dated 09/01/2014 executed by the Company in favour of Bank of India to secure aggregate credit limit of ₹ 2687.26 Lac.	27/01/2014
14.	e-Form 8	135	Modification of Charge ID-90096567 by way of Supplemental Memorandum of Entry dated 10/01/2014 in favour of Bank of India to secure aggregate credit limit of ₹ 2687.26 Lac.	27/01/2014
15.	e- Form 62	Section 58A read with Rule, 4A of the Companies (Acceptance of Deposit) Rules, 1975	Approval of Form of Statement in Lieu of Advertisement for the Financial Year 2013 – 2014 vide Board Resolution dtd.31/01/2014..	03/02/2014
16.	e-Form 25C	269(2)	Return of Appointment of Managing or Whole Time Director regarding Re-Appointment of Shri Kiritkumar S. Patel as WholeTime Director w.e.f. 01/02/2014.	05/02/2014



## CENTRAL GOVERNMENT

Sr. No.	e-Form No.	Relevant Section	Description	Date of Document
1.	e-Form 23C	233B(2)	Application to Central Government for appointment of S A & Associates as Cost Auditor to carry out audit of company's cost records in respect of textiles products for the Financial Year 2013-2014.	28/06/2013
2.	e-Form 23D	233B	Information by Cost Auditor to Central Government for the financial year 2013-2014.	07/08/2013
3.	e- Form I-XBRL	Pursuant to Section 233B(4), 600(3)(b) of the Companies Act, 1956 and Companies (Cost Audit Report) Rules, 2011	Form for filing XBRL document in respect of Cost Audit Report & other documents with the Central Government for the Financial Year 2012 -2013.	26/09/2013

REGIONAL DIRECTOR & OTHER AUTHORITIES  
NIL

Place: Ahmedabad  
Date : 30/05/2014

For, Ashok P. Pathak & Co.,  
Company Secretaries,

Ashok P. Pathak  
Proprietor  
C.P.No. 2662

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****A. BUSINESS HIGHLIGHTS :****Turnover :**

Minaxi Textiles Limited has achieved a turnover of ₹ 5268.16 Lac in 2013-2014 as against ₹ 3782.07 Lac during the previous year recording a growth of over 39.29%.

**Other Income :**

Other income mainly consists of Interest Income. Other income for the year amounted to ₹ 20.75Lac as against ₹ 10.63 Lac during the previous year.

**Material Costs :**

Purchase costs includes raw material consumption for the year was ₹ 2564.99 Lac as against ₹ 2113.77 Lac during the previous year. Inventory of raw materials has gone down during the year by ₹ 167.87 Lac.

**Manufacturing Expenses :**

Purchase Cost also includes manufacturing expenses mainly comprises Power & Fuel ₹ 132.84Lac, repairs & maintenance ₹ 6.46 Lac, as against ₹ 123.38 Lac and ₹ 16.66 Lac respectively during the previous year.

**Employee Emoluments :**

Employees emoluments is ₹ 152.08 Lac during the year as against ₹ 101.35 Lac during the previous year.

**Administrative, Selling and Other Expenses :**

Major components of administrative, selling and other expenses include rent, postage, stationary, audit fees, traveling, commission on sales etc. Administrative, selling and other expenses for the year amounted to ₹ 41.87 Lac as against ₹ 45.53 Lac during the previous year. This expenses accounted for 0.79% of sales during the year as against 1.91% during the previous year.

**Interest and Finance Charges :**

Interest and finance charges during the year come to ₹ 209.15Lac as against ₹ 176.70 Lac during the previous year.

**Depreciation :**

Depreciation charge for the current year came to ₹ 113.94 Lac as against ₹ 85.13 Lac during the previous year.

**Provision for Tax :**

Provision made during the year towards current tax was ₹ 20.73 Lac. The Company has also provided ₹ 17.92 Lac towards deferred tax during the year as against ₹ 4.30 Lac during the previous year.

**Profit / Loss after Tax :**

Profit after tax for the current year is ₹ 120.49 Lac as against Profit of ₹ 116.72 Lac occurred during the previous year.

**Earnings per Share :**

Basic and diluted earnings per share for the current year works out to ₹ 0.22 as against ₹ 0.21 during the previous year.

**Financial Condition :****Secured loans :**

Secured loans stood at ₹ 885.03Lac as at 31<sup>st</sup> March, 2014 as against ₹ 106.85 Lac as at 31<sup>st</sup> March, 2013.

**Inventories :**

Major items of inventories as of 31<sup>st</sup> March, 2014 are as under :

Particulars	(₹ in Lac)	
	2013-2014	2012-2013
Raw Materials	227.26	377.31
Stores, spares etc.	15.43	14.52
Finished goods	688.95	148.40

**Debtors :**

Debtors as on 31<sup>st</sup> March, 2014 amounted to ₹ 1576.83Lac as against ₹ 864.72 Lac during the previous year.

**Fixed Assets :**

Gross block of the fixed assets at the end of the year was ₹ 2401.85 Lac compared to previous year's figure of ₹ 1289.57 Lac.

**B. SEGMENT WISE PERFORMANCE :**

The company is operating in only one segment i.e. Textiles. Your company has adopted various marketing strategies for sustained growth including increase in number of clients / customers to reduce the dependency on any single client / customer.

**C. AN INDUSTRY OVERVIEW :**

The management is confident of improvement in the demand of company's products in the near future. The unit of the company is eco-friendly and have already adopted the concept of its products and recycle of waste.

The scenario of the textile industry and economy in general is buoyant even after the industry is exposed to global competition with globalization policy of the government. The industry is facing problems for availability of raw materials and high cost of power and steam. The process of development, increasing thrust of the government on the textiles industry, the future of industry appears quite bright.

**D. SWOT ANALYSIS OF THE COMPANY :****Strength :**

- Management depth and ability to manage client relationships
- R & D capabilities to develop efficient and cost effective process at short notice having a State of the Art dedicated R & D Center
- Multi-purpose and multi-production facilities having Quality Certifications
- Enhanced presence in the market through clientele basis

**Opportunities and Threats :**

The textiles industry is subject to tough competition amongst various segments of manufactures within and outside the country. The threat of competition is comparatively less in the product which your company is manufacturing. The increase in demand from business sector in terms of job works will provide opportunity to your company to increase its sale and capture more market share. Moreover, Indian textiles industry witnessing changes in business dynamics.

**E. RISKS AND CONCERNS :**

Your company is mainly focusing on R & D and manpower and the intelligence. Apart from the risk on account of interest rate and regulatory changes, business of the company are exposed to certain operating business risks, which is mitigated by regular monitoring and corrective actions. The company has taken necessary measures to safe guard its assets and interest etc.

**F. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :**

The company has proper and adequate system of internal controls commensurate with its size and nature of operations to provide reasonable assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly and to monitor internal business process, financial reporting an compliance with applicable laws.

The internal control system has been designed so as to ensure that the financial and other records are reliable and reflects a true and fair view of the state of the Company's business.

A qualified and independent committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements for strengthening them.

**G. INDUSTRIAL RELATIONS & HUMAN RESOURCE MANAGEMENT :**

The Company believes that human resource is the most important assets of the organization. It is not shown in the corporate balance sheet, but influences appreciably the growth, progress, profits and the shareholders' values. During the year your company continued its efforts aimed at improving the HR policies and processes to enhance its performance. The vision and mission of the company is to create culture and value system and behavioral skills to insure achievement of its short and long term objectives. The company continues to attract talent both from within and outside India to further its business interests. Industrial relations continue to be cordial.

**Cautionary Statement :**

Statement made in the Management Discussion & Analysis describing the company's objectives, projections, estimates, expectations may be "Forward-looking statements" within the meaning of applicable securities laws & regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the markets in which the company operates, changes in the government regulations, tax laws & other statutes and other incidental factors.

## CORPORATE GOVERNANCE REPORT

### Corporate Governance and practices in accordance with the provisions of the Revised Clause 49 of the Listing Agreement :

**1. Company's philosophy on Code of Governance :**

Corporate Governance helps to serve corporate purposes by providing a framework within which stake holders can pursue the objectives of the organization most effectively. Corporate Governance signifies acceptance by management of the inalienable rights of shareholders as the true owners of organization and of their own role as trustees on behalf of the shareholders. The company's essential character revolves around values based on transparency, integrity, professionalism and accountability. At the highest level, the company continuously endeavors to improve upon these aspects on an ongoing basis and adopts innovative approaches for leveraging resources, converting opportunities into achievements through proper empowerment and motivation, fostering a healthy growth and development of human resources to take the company forward.

**2. Board of Directors : Composition :**

The present Board of Directors consists of half of non-executive/independent directors. As of date, the Board Comprises of 4 (Four) whole time / executive directors and 1 (One) Promoter and non-executive and 5 (Five) non-executive / independent directors.

The number of non-executive/independent directors is 50% of the total number of directors. The Company, therefore, meets with the requirements relating to the composition of the Board of Directors.

The composition and category of Directors are as follows :

CATEGORY	NAME OF DIRECTORS	
Promoter & Executive Directors	Shri. Bharatbhai P. Patel Shri. Dineshbhai P. Patel Shri. Kiritkumar S. Patel Shri. Nirmal B. Patel	Managing Director Chairman & Whole Time Director Whole Time Director Whole Time Director
Promoter & Non-Executive Director	Shri. Kanubhai S. Patel	Director
Independent & Non-Executive Directors	Shri. Jashwantkumar K. Patel Shri. Vasudevhai L. Patel Shri. Ghanshyambhai C. Patel Shri. Dharmendra N. Patel Shri. Sandipkumar J. Patel	

**Disclosure of relationships between Directors inter-se :**

Name of directors	Relationship with other Director
Shri. Bharatbhai P. Patel	Shri. Bharatbhai P. Patel is Father of Shri. Nirmal B. Patel and Brother in law of Shri. Kiritkumar S. Patel.
Shri. Dineshbhai P. Patel	Not, in any way, concern / interested / related with any of the other directors of the company
Shri. Kiritkumar S. Patel	Shri. Kiritkumar S. Patel is brother in law of Shri. Bharatbhai P. Patel and Maternal Uncle of Shri. Nirmal B. Patel.
Shri. Nirmal B. Patel	Shri. Nirmal B. Patel is son of Shri. Bharatbhai P. Patel and nephew of Shri. Kiritkumar S. Patel
Shri. Kanubhai S. Patel	Not, in any way, concern / interested / related with any of the other directors of the company.
Shri. Jashwantkumar K. Patel	Not, in any way, concern / interested / related with any of the other directors of the company.
Shri. Vasudevabhai L. Patel	Not, in any way, concern / interested / related with any of the other directors of the company.
Shri. Ghanshyambhai C. Patel	Not, in any way, concern / interested / related with any of the other directors of the company.
Shri. Dharmendra N. Patel	Not, in any way, concern / interested / related with any of the other directors of the company.
Shri. Sandipkumar J. Patel	Not, in any way, concern / interested / related with any of the other directors of the company.

**Attendance of each Director at the Board meetings, Last Annual General Meeting and Number of Other Directorships and Chairmanships / Memberships of Committees of each Director in various companies, during the year 2013-2014 :**

Name of Directors	Attendance particulars		No. of Directorship and Committee Membership / Chairmanship		
	Board Meetings	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
Shri. Kanubhai S Patel	4	Present	None	None	None
Shri. Bharatbhai P. Patel	9	Present	None	1	1
Shri. Dineshbhai P. Patel	9	Present	None	1	None
Shri. Kiritkumar S. Patel	9	Present	1	1	None
Shri. Nirmal B. Patel	9	Present	None	1	None
Shri. Jashwantkumar K. Patel	9	Present	None	1	1
Shri. Vasudevabhai L. Patel	9	Present	None	1	None
Shri. Ghanshyam C. Patel	9	Present	None	1	None
Shri. Dharmendra N. Patel	9	Present	None	1	None
Shri. Sandipkumar J. Patel	9	Present	None	1	None

**Note :**

- I) Details of the Committee membership / chairmanship is in accordance with the Revised Clause 49 of Listing Agreement.
- II) None of the Directors of the Company is a member of more than ten committees nor is the Chairman of more than five Committees across all the Companies in which he is a Director.

**Number of Board Meetings held and the dates on which held :**

Nine (9) Board Meeting were held during the year 2013-2014. The dates on which the meetings were held are : 30/05/2013, 19/07/2013, 31/07/2013, 26/10/2013, 24/12/2013, 06/01/2014, 31/01/2014, 07/03/2014 and 31/03/2014.

The Company has held at least one meeting every quarter and the maximum time gap between any two meetings was not more than four months.

The Information as required under Annexure IA to Clause 49 of the Listing Agreement is made available to the Board. The agenda and the papers for consideration at the Board meeting are circulated to the Directors in advance before the meeting. Adequate information is circulated as part of the Board papers and is also made available at the Board meeting to enable the Board to take informed decisions. Where it is not practicable to attach supporting/relevant document(s) to the Agenda, the same are tabled at the meeting and specific reference to this is made in the Agenda.

**CEO / MD Certification :**

The Managing Director of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49. The Managing Director also give quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41.

**Code of Conduct :**

The Company has formulated and implemented a Code of Conduct for all Board members and senior management personnel of the Company in compliance with Clause 49(I)(D) of the Listing Agreement.

**Risk Management Policy :**

The Company has formulated a Corporate Policy applicable to its operations, and duly approved by the Board of Directors at its meeting held on 31<sup>ST</sup> March, 2006 in compliance with the requirement of the revised Clause 49 of the Listing Agreement with the Stock Exchanges. Audit Committee and Board Members are reviewing and updating the said policy periodically.

**3. Audit Committee :**

The Board of Directors of the Company has constituted an Audit Committee and has been reconstituted from time to time. The said Committee has been reconstituted by inducting qualified and independent members on the Committee, by the Board of directors of the company at its meeting held on 30<sup>th</sup> May, 2014 in terms of requirements of Section 177 the authority to Audit Committee i.e. terms of reference has been modified. The Audit Committee comprises of 5 (Five) Independent Non-Executive Directors namely Shri. Jashwantkumar K. Patel, Chairman, Shri. Vasudevabhai L. Patel, Shri. Ghanshyambhai C. Patel, Shri. Dharmendra N. Patel and Shri. Sandipkumar J. Patel members of the committee.

At present, the constitution, composition and functioning of the Audit Committee also meets the requirements of Section 177 of the Companies Act, 2013 and Clause – 49 of the Listing Agreement entered into with the Stock Exchanges.

**Attendance of each Member of Audit Committee meetings held during the year ended on 31<sup>st</sup> March, 2014 :**

Name of Directors	Category	Status / Designation	No. of Meeting attended
Shri. Jashwantkumar K. Patel	Non-executive / Independent	Chairman	4
Shri. Vasudevbbhai L. Patel	Non-executive / Independent	Member	4
Shri. Ghanshyam C. Patel	Non-executive / Independent	Member	4
Shri. Dharmendra N. Patel	Non-executive / Independent	Member	4
Shri. Sandipkumar J. Patel	Non-executive / Independent	Member	4

The Committee met 4 (four) times during the year 2013-2014. The dates on which the Audit Committee meetings were held are 30/05/2013, 31/07/2013, 26/10/2013, and 31/01/2014. The maximum time gap between any two meetings was not more than four months. Members of the Audit Committee have requisite financial and management expertise. Shri. Jaswantkumar K. Patel has, being a Chairman of the Audit Committee, attended the last Annual General Meeting held on 30<sup>th</sup> September, 2013.

**4. Remuneration Committee :**

The Company has not constituted the Remuneration Committee for the year 2013 -2014. But the Audit Committee is entrusted with the responsibility of finalizing the remuneration of Executive / Whole Time Directors.

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 Rules framed there under, every listed company and prescribed class of companies, shall constitute Nomination and Remuneration Committee (NRC) of the Board consisting of 3 or more non-executive directors out of which not less than ½ shall be independent director.

In view of the above provision of law, the Board of Directors at its meeting held on 30<sup>th</sup> May, 2014 has constituted NRC committee consisting of Shri. Vasudevbbhai L. Patel, Chairman of the Committee/ Independent Director, Shri Ghanshyam C. Patel, Independent Director and Shri Dineshbhai P. Patel, Executive Chairman of the company, as member of the committee.

**5. Stakeholders Relationship Committee :**

The company has re-constituted the Shareholders and Investors Grievance Committee vide resolution passed in the Board Meeting held on 29/07/2011.

The Board has designated Shri. Bharatbhai Mehta, Manager as the Compliance Officer. As required by the provisions of Clause 47(f) of the Listing Agreement, the Company has designated the below cited email ID of the grievance redressal division / compliance officer exclusively for the purpose of registering complaints by investors. E-Mail ID : [minaxitx@yahoo.com](mailto:minaxitx@yahoo.com)

The total number of complaints received and replied to the satisfaction of shareholders during the year under review was NIL and outstanding complaints as on 31<sup>st</sup> March, 2014 was NIL.



None of the request for transfers, dematerialization and re-materialization was pending for approval as on 31<sup>st</sup> March, 2014.

According to Section 177 the company is required to constitute a Stakeholders Relationship Committee consisting of a Chairman who shall be a non executive directors and such other members as may be decided by the Board.

In view of the above provision, the company is required to change the name of the Shareholders and Investors Grievance Committee to Stakeholders Relationship Committee. Further, the membership of the company is also required to be changed in light of the above provisions

The Board of Directors of the Company has re-constituted a Stakeholders Relationship Committee. The Stakeholders Relationship Committee comprises of Four Directors namely Shri Dharmendra N. Patel, Chairman of the Committee, Shri. Bharatbhai P. Patel, Shri. Dineshbhai P. Patel and Shri. Nirmal B. Patel, members of the committee. The Committee, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with the securities transfers. The Committee also looks into redressal of shareholders' complaints like transfer of shares, non-receipts of balance sheet, non-receipt of declared dividends etc. The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement in the quality of investor services.

#### 6. Amount Transferred to IEPF Account

As per the provision of Section 205C of the Companies Act, 1956, the Company is required to transfer the unclaimed Dividends, remaining unclaimed and unpaid for a period of seven years from the due date to the Investor Education and Protection Fund (IEPF) set up by the Central Government.

As the dividend declared in year 2005-2006, the seven years completed on 30<sup>th</sup> October, 2013, the Company has transferred the unpaid or unclaimed dividend amount of Rs.93,175/-, for the financial year 2005-2006, to the Investor Education and Protection Fund (IEPF) established by the Central Government on 7<sup>th</sup> November, 2013.

#### 7. Annual General Body Meetings.

Location, date and time for last three Annual General Meetings were as follows

Year	Location	Date	Time
2010-11	Plot No.3311, Unit No.2, GIDC Industrial Estate, Phase-IV, Village Chhatral, Taluka Kalol, Dist – Gandhinagar (N.G)	30/09/2011	10:00 a.m.
2011-12	Plot No.3311, Unit No.2, GIDC Industrial Estate, Phase-IV, Village Chhatral, Taluka Kalol, Dist – Gandhinagar (N.G)	29/09/2012	11:00 a.m.
2012-13	Plot No.3311, Unit No.2, GIDC Industrial Estate, Phase-IV, Village Chhatral, Taluka Kalol, Dist – Gandhinagar (N.G)	30/09/2013	11:00 a.m.

Pursuant to the provisions of Section 192A of the Companies Act, 1956 there was no matter required to be dealt by the company to be passed through Postal Ballot.

**Whether any Special Resolutions :**

- |     |  |        |
|-----|--|--------|
| (a) | Were put in the previous AGM                       | : Yes  |
| (b) | Were put through Postal Ballot last year           | : No   |
|     | Details of voting pattern                          | : N.A. |
|     | Persons who conducted postal ballot exercise       | : N.A. |
| (c) | Are proposed to be conducted through postal ballot | : No   |
| (d) | Procedure for postal ballot                        | : N.A. |

**8. Disclosures :**

- 8.1** There are no materially significant related party transactions i.e. transactions of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflicts with the interests of the company at large in the financial year 2013-2014.
- 8.2** There has been no instance of non-compliance by the company on any matter related to capital markets, during the last three years and hence no penalties or strictures have been imposed on the company by Stock Exchange(s) or SEBI or any other statutory authority.
- 8.3** The Company has complied with all the mandatory requirements of the Revised Clause 49 of the Listing Agreement.

**9. Means of Communication**

The Company regularly intimates quarterly un-audited as well as yearly audited financial results to the Stock Exchanges, immediately after the same are taken on record by the Board. This results are normally published in an English Daily Newspaper and in a Gujarati Daily Newspaper. These are not sent individually to the Shareholders.

All price sensitive information and announcements, if any, are communicated immediately after the Board decisions to the Stock Exchanges, where the company's share are listed, for dissemination to the Shareholders.

**10. General Shareholder Information**

**10.1 Company Registration Details**

The Company is registered under The Companies Act, 1956 with the Office of Registrar of Companies, Gujarat, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is : L17119GJ1995PLC025007.

**10.2 Nineteenth Annual General Meeting**

Date : 30<sup>th</sup> day of September, 2014

Time : 11:00 a.m.

Venue : Plot No. 3311, Unit No. 2, Phase-IV, GIDC Industrial Estate,  
Village : Chhatral, Taluka : Kalol, Dist. Gandhinagar (N.G.)

As required under Clause 49(IV)(G)(i), particulars of Directors seeking appointment/re-appointment are given in Annexure to the Notice of the Annual General Meeting to be held on 30<sup>th</sup> September, 2014.

### 10.3 Financial Year / Calendar (tentative)

The Company follows April to March as its Financial Year. The results for every quarter beginning from April are being declared as per the Listing Agreement.

### 10.4 Listing of Equity Shares on Stock Exchanges at : Bombay Stock Exchange Limited.

Annual listing fees for the year 2013-2014, as applicable, has been paid.

#### Stock Code

Bombay Stock Exchange Limited : 531456

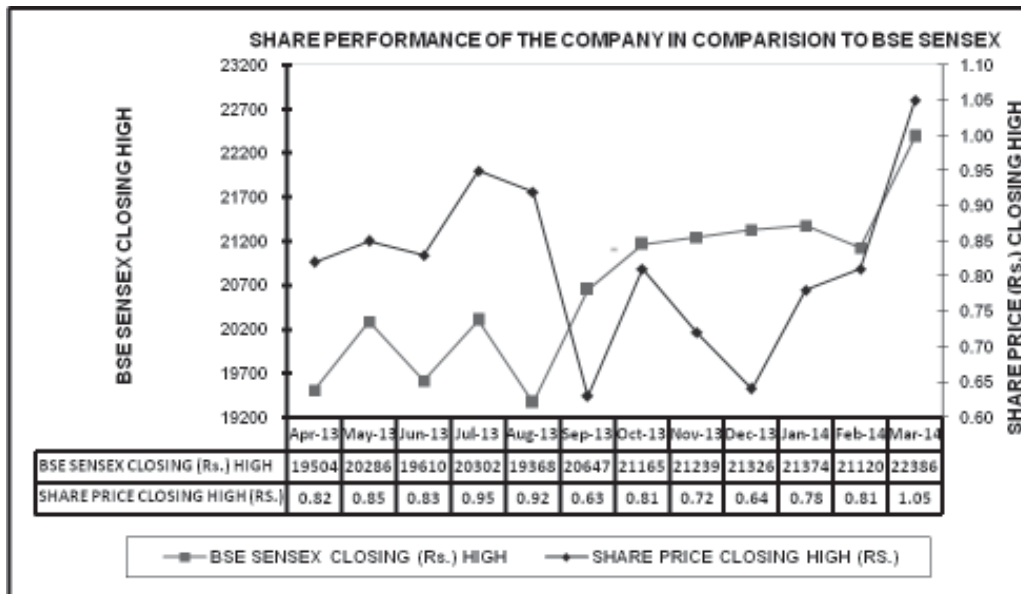
Demat ISIN Number in NSDL & CDSL for Equity Shares : INE952CO1010

New ISIN in NSDL & CDSL for Equity Shares : INE952C01028

### 10.5 Market Price Information and Other information concerning the shares

The table below sets forth, for the periods indicated, the Closing high and low and volume of trading activity on the BSE for the shares

MONTH	High(₹)	Low(₹)	Volume
April, 2013	0.82	0.62	205587
May, 2013	0.85	0.67	159727
June, 2013	0.83	0.64	230244
July, 2013	0.95	0.73	65514
August, 2013	0.92	0.53	15402
September, 2013	0.63	0.53	41143
October, 2013	0.81	0.58	101686
November, 2013	0.72	0.54	75994
December, 2013	0.64	0.47	67425
January, 2014	0.78	0.66	63911
February, 2014	0.81	0.65	395894
March, 2014	1.05	0.77	559998
		<b>TOTAL</b>	<b>1982525</b>



### 10.6 Registrar and Transfer Agents

#### REGISTRARS AND SHARES TRANSFER AGENTS

##### Sharepro Services (India) Pvt. Ltd.

##### Head Office : Mumbai

13AB, Samhita Ware-housing Complex,  
2<sup>nd</sup> Floor,  
Sakinaka Telephone Exchange Lane,  
Off. Andheri-Kurla Road,  
Sakinaka, Andheri East,  
Mumbai – 400 072

##### Branch Office : Ahmedabad

416-420, 4<sup>th</sup> Floor,  
Devnandan Mall,  
Opp. Sanyas Ashram,  
Ellisbridge, Ahmedabad – 380 006  
Phone : 079 26582381 / 82 / 83 / 84  
Fax : 079 26582385  
e-mail: [sharepro.ahmedabad@shareproservices.com](mailto:sharepro.ahmedabad@shareproservices.com)

### 10.7 Share Transfer / Demat System

All the shares related work is now onwards being undertaken by our R & T Agent, Sharepro Services (India) Private Limited. To expedite the process of share transfer, transmission, split, consolidation, re-materialization and de-materialization etc. of securities of the Company, the Board of Directors has delegated the power of approving the same to the Company's R & T Agent under the supervision and control of the Compliance Officer Shri. Bharatbhai Mehta, who is placing a summary statement of transfer / transmission etc. of securities of the Company at the meeting of the Shareholders' and Investors' Grievance Committee.

Share lodged for transfer at the R & T Agents address in physical form are normally processed and approved within 15 days from the date of received, subject to the documents been valid and complete in all respect. Normally, all the request for de- materialization of shares are processed and the confirmation is give to the Depository within 15 days. The investors / shareholders grievances are also taken-up by our R & T Agent.

The Company has obtained and filed with the Stock Exchange(s), the half yearly certificates from a Company Secretary in Practice for due compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement.

#### 10.8 Distribution Schedule and Shareholding Pattern as on 31<sup>st</sup> March, 2014

Distribution of shareholding as on March 31, 2014					
No. of equity shares held	No. of holders	%	No. of shares	% of Total	
1 - 500	1086	22.99	310641	0.63	
501 - 1000	1122	23.76	1086046	2.20	
1001 - 2000	701	14.84	1286235	2.60	
2001 - 3000	375	7.94	1044061	2.12	
3001 - 4000	129	2.73	487974	0.98	
4001 - 5000	452	9.57	2243205	4.54	
5001 - 10000	450	9.53	3894501	7.88	
10001 - 20000	178	3.77	2747659	5.56	
Above 20000	230	4.87	36315678	73.49	
<b>Total</b>	<b>4723</b>	<b>100.00</b>	<b>49416000</b>	<b>100.00</b>	

#### Shareholding Pattern as on March 31, 2014

Sr. No.	Category	As on March 31, 2014		As on March 31, 2013	
		Nos. of Shares held	Voting Strength %	Nos. of Shares held	Voting Strength %
1	Promoters	18688438	37.82	18496435	37.43
2	Mutual Fund & UTI	NIL	NIL	NIL	NIL
3	Bank, Financial Institutions (FI's), Insurance Companies	NIL	NIL	NIL	NIL
4	Foreign Institutional Investors (FII's)	NIL	NIL	NIL	NIL
5	Private Bodies Corporate	2319017	4.69	2636867	5.34
6	Indian Public	28288252	57.25	28165905	57.00
7	Any other (i) Non Resident Indian	115093	0.23	115093	0.23
	(ii) Clearing Member	5200	0.01	1700	0.00
<b>Total</b>		<b>49416000</b>	<b>100.00</b>	<b>49416000</b>	<b>100.00</b>

**10.9 Dematerialization of Shares and Liquidity**

The Company's Shares are in compulsory De-mate segment and Presently shares are held in electronic and physical mode (96.82% of shares in demat, 3.18% in physical mode). Company's shares are easily traded on Bombay Stock Exchange Limited.

**10.10 Out standing GDRs / DRs / Warrants or any Convertible Instruments**

- Not applicable.

**10.11 Plant Location**

Plot No. 3311, GIDC Industrial Estate,  
Phase-IV, Village- Chhatral, Taluka- Kalol,  
Dist. : Gandhinagar (N.G)

**10.12 Address for correspondence :**

a)	Investor correspondence for transfer / dematerialization of shares, payment of dividend on shares and any other query relating to the shares of the company.	Sharepro Services (India) Private Limited 416-420, 4 <sup>th</sup> Floor, Devnandan Mall, Opp. Sanyas Ashram, Ellisbridge, Ahmedabad – 380 006 Phone : 079 26582381 / 82 / 83 / 84 Fax : 079 26582385 e-Mail : <a href="mailto:sharepro.ahmedabad@shareproservices.com">sharepro.ahmedabad@shareproservices.com</a>
b)	Any query on Payment of Dividend on shares, if any, and Annual Report	Plot No. 3311, Unit No.2, GIDC Industrial Estate, Phase-IV, Village Chhatral, Taluka-Kalol, Dist. Gandhinagar (N.G), Gujarat Tel. No. : 91-02764-234008 : 91-02764-234142 e-Mail : <a href="mailto:minaxitx@yahoo.com">minaxitx@yahoo.com</a>

**10.13 Reconciliation of Share Capital Audit**

The Reconciliation of Share Capital Audit of the Company prepared in terms of SEBI Circular No. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 reconciling the total shares held in both the depositories, viz NSDL and CDSL and in physical form with the total issued / paid-up capital of the Company were placed before the Board of Directors every quarter and also submitted to the Stock Exchange(s) every quarter.

**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of Minaxi Textiles Limited.

We have examined the compliance of condition of corporate governance by Minaxi Textiles Limited ('the Company') for the year ended 31<sup>st</sup> March, 2014 as stipulated in Clause 49 of Listings Agreement of the company with Stock Exchanges. We have conducted our review on the basis of relevant records and documents maintained by the Company for the year ended 31<sup>st</sup> March, 2014 and furnished to us for the purpose of the review and the information and explanation given us by the Company during the review.

The compliance of condition of corporate governance is the responsibility of the management. Our examination was limited to procedure and implementation there of, 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 of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that Company has complied with the conditions of corporate governance as stipulated in the above – mentioned Listing Agreement.

As required by the Guidance Note issued by the institute of Chartered Accountants of India, we have to state that no investor grievance is pending for period exceeding one month against the Company as per the records maintained by the Company.

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

Place : Ahmedabad  
Date : 30/05/2014

**R.R.S & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

**RAJESH R SHAH**  
**PARTNER**  
**MEMBERSHIP NO.34549**

**CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of Minaxi Textiles Limited.

We have examined the compliance of condition of corporate governance by Minaxi Textiles Limited ('the Company') for the year ended 31<sup>st</sup> March, 2014 as stipulated in Clause 49 of Listings Agreement of the company with Stock Exchange(s). We have conducted our review on the basis of relevant records and documents maintained by the Company for the year ended 31<sup>st</sup> March, 2014 and furnished to us for the purpose of the review and the information and explanation given us by the Company during the review.

In our opinion and to the best of our information and according to the explanations given to us, we certify that Company has complied with the conditions of corporate governance as stipulated in the above – mentioned Listing Agreement.

In our opinion and to the best of our information and according to the explanations given to us, we certify that no investor grievance is pending for period exceeding one month against the Company as per the records maintained by the Company.

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

**Place : Ahmedabad**  
**Date : 30/05/2014**

**For, Ashok P. Pathak & Co.**  
**Company Secretaries**

**Ashok P. Pathak**  
**Proprietor**  
**ACS No. 9939**  
**COP No.2662**



**CEO / MD CERTIFICATION PURSUANT TO CLAUSE 49 (V) OF THE LISTING AGREEMENT**

To,  
The Board of Directors  
**Minaxi Textiles Limited,**  
Plot No. 3311, GIDC  
Chhatral, Dist. Gandhinagar.

**CERTIFICATION BY CHIEF EXECUTIVE OFFICER / MANAGING DIRECTOR**

I, Bharatbhai P. Patel, Managing Director of the Company Minaxi Textiles Limited, hereby certify that for the financial year ending **31<sup>st</sup> March, 2014** on the basis of the review of the financial statements and the cash flow statement and to the best of my knowledge and belief that :

- 1 These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- 2 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.
- 3 There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year 2013-2014 which are fraudulent, illegal or in violation of the Company's code of conduct.
- 4 I accept responsibility for establishing and maintaining internal controls. I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the auditors and the Audit Committee those deficiencies, of which I am aware, in the design or operation of the internal control systems and that I have taken the required steps to rectify these deficiencies.
- 5 I further certify that :
  - a) there have been no significant changes in internal control during this year.
  - b) there have been no significant changes in accounting policies during this year.
  - c) there have been no instances of significant fraud of which I have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system.

Place : Chhatral  
Date : 30/05/2014

**Bharatbhai P. Patel**  
**Managing Director**

**Independent Auditors' Report**

To the Members of,  
Minaxi Textiles Limited

**Report On the Financial Statements**

We have audited the accompanying financial statements of Minaxi Textiles Limited, which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

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 notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's 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 misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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.

**Independent Auditors' Report****Opinion**

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the Cash Flow for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in the paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
  - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
  - e. on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **RRS & Associates**  
Chartered Accountants  
(Registration No. 118336W)

**Rajesh R. Shah**  
**Partner**  
Membership No.: 034549

Ahmedabad  
Date: 30<sup>th</sup> May, 2014

**Annexure to Independent Auditors' Report**

Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of ever date.

1. a. As informed to us, the Company is in the process of updating of proper records showing full particulars including quantitative details and situation of its fixed assets.  
b. All the Fixed Assets of the Company have been physically verified by the management at reasonable period during the year and no material discrepancies have been noticed on such verification.  
c. In our opinion and according to the information and explanation given to us, substantial part of fixed assets has not been disposed off by the company during the year.
2. a. As explained to us, stock has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.  
b. As per information given to us, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.  
c. On the basis of our examination of the inventory records, in our opinion, the company is maintaining proper records of inventory. No material discrepancies were noticed on verification between the physical stocks and the book records.
3. a. The company has not granted any loans, secured or unsecured, to / from firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956, hence provision of clause (a) are not applicable to the company.  
b. During the year the company has taken unsecured loan of Rs. 46.00 lacs from one party covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount outstanding during the year in respect of the all the parties were Rs. 46.00 lacs and the yearend balance was Rs. 46.00 lacs.  
c. In our opinion and according to the information and explanation given to us, the rate of interest of such loans taken, and other terms & conditions are not prima facie prejudicial to the interest of the Company.  
d. In our opinion and according to the information and explanation given to us, the interest payments are regular and the principal amount is repayable on demand.
4. In our opinion, 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 and fixed assets and with regard to sale of goods. During the course of our audit, we have not observed any major weakness in internal control.
5. a. According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Company Act, 1956 have been so entered.

**Annexure to Independent Auditors' Report**

Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of ever date.

- b. In our opinion and according to the information and explanation given to us the above transactions, wherever they exceed the threshold limit specified, are made at prices which are not prejudicial to the interest of the company
6. As per the explanations given to us, the company has not accepted deposits from the public.
7. The Company does not have any Internal Auditor or any special department/cell for Internal Audit, but looking towards the quantum & value of transactions and the Internal Control Procedures, we are of the opinion that the Company has enough control over the transactions of the business.
8. We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Company Act, 1956 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have however not, made a detailed examination of the records with a view to determine whether they are accurate or complete.
9.
  - a. According to the information and explanations given to us, undisputed statutory dues including Provident Fund, ESI, Income-tax, Wealth-tax, Custom duty, Excise duty, cess and any other material statutory dues have been generally regularly deposited with the appropriate authorities and there are no undisputed dues outstanding as at the last day of the financial year for a period of more than six months from the date they become payable.
  - b. According to the records of the company and on the basis of the information and explanation given to us, there were no dues of sales tax, custom duty, excise duty, wealth tax, and cess, which have not been deposited on account of any dispute.
10. In our opinion and according to the records of the company, the company has not incurred cash losses during the financial year covered by our audit and immediate 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 any dues to a financial institution, banks or debenture holders.
12. In our opinion and according to the information and explanation given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provision of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.

**Annexure to Independent Auditors' Report**

Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of ever date.

14. In our opinion , the company is not dealing /trading in units of mutual funds, Therefore clause 4(xiv) of the companies (Auditor's Report ) Order, 2003 are not applicable to the company.
15. In our opinion and according to the information and explanation given to us, the Company has not given any Guarantee for loans taken by others from banks or financial institutions.
16. In our opinion, on the basis of information and explanations given to us, the term loans were applied for the purpose for which the loans were obtained.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that the no funds raised on short-term basis have been used for long-term investment and no long-term funds have been used to finance short-term assets except permanent working capital.
18. As the Company has not made any preferential allotment of share, hence the provision of clause 4(xviii) of the Companies (Auditor's Report) Order, 2003 is not applicable to the company.
19. The Company has not issued any debenture during the year.
20. The Company has not raised any money by public issue during the year.
21. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither came across any instance of fraud on or by the Company, nor such type of the case been reported or informed to us by the management.

For **RRS & Associates**  
Chartered Accountants  
(Registration No. 118336W)

**Rajesh R. Shah**  
**Partner**  
Membership No.: 034549

Ahmedabad  
Date: 30<sup>th</sup> May, 2014

**Note 1: Significant Accounting Policies****(a) ACCOUNTING CONCEPT**

The financial statements have been prepared under the historical cost convention and on the accounting principle of a going concern.

Accounting policies not specifically referred to otherwise are consistent and in consonance with accepted accounting principle.

**(b) RECOGNIZATION OF INCOME & EXPENDITURE**

1. Sales are recognized, net of returns, on dispatch of goods to customers and are reflected in the accounts at net realizable value.
2. Incomes from interest on deposits are accounted on accrual basis.
3. Miscellaneous Expenditure has been amortized over a period of 10 years. Except otherwise stated Company accounts Incomes and Expenses on accrual basis in accordance with the generally accepted accounting principle.

**(c) USE OF ESTIMATES**

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

**(d) FIXED ASSETS & DEPRECIATION**

1. Fixed assets are shown at their historical cost less depreciation and impairment loss. The cost of fixed assets includes the cost of acquisition including freight, taxes, duties and other identifiable direct expenses and interest on borrowing attributable to acquisition of assets up to the date the asset put to use less the accumulated depreciation on it.
2. Depreciation is provided on straight-line method at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956.

**(e) INVESTMENT**

Long-term investments are carried at cost, less provision for diminution, other than temporary, in value of such investments. Current investments are carried at lower of Cost and fair market value.

**(f) INVENTORIES**

Inventories are valued at lower of cost (on FIFO basis) or net realizable value after providing for obsolescence and other losses, where considered necessary. Cost of Finished goods & Work in progress includes appropriate portion of Labour & overheads.

**Note 1: Significant Accounting Policies**

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**(g) CONTINGENT LIABILITIES**

Contingent liabilities are not provided (unless otherwise stated) and are disclosed by way of notes on account.

**(h) TAXATION**

Current income tax and fringe benefit tax liability is estimated considering the provision of the Income Tax Act, 1961. The deferred tax Liability for timing difference between the book and tax profit for the year is accounted using the rates and Tax Laws that have been enacted or substantially enacted at the balance sheet date. Deferred Tax assets arising from the timing difference are recognized to the extent that there is reasonable certainty that sufficient future taxable income will be available.

**(i) RETIREMENT BENEFITS**

1. Short Term Employee Benefits: The undiscounted amount of short term employee benefits expected to be paid in exchange for the service rendered by employee is recognized during the period when the employee render the service.
2. Post Employee Benefits: Contribution to defined contribution scheme such as provident fund, Gratuity etc. is charged to Profit and loss Account as incurred.



**MINAXI TEXTILES LIMITED**  
Cash flow statement for the year 2013-14

	PARTICULAR	FOR THE YEAR 2013-14		FOR THE YEAR 2012-13	
<b>(A)</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
	Net Profit before Taxes & Extra-Ordinary Items		15,894,175		17,900,105
	<b>Adjustments for :</b>				
	Depreciation	11,394,535		8,513,565	
	Interest & Other Financial Charges	20,915,091		17,670,184	
	Profit on Sale of Assets	(880,565)		0	
	Interest Received	(473,847)	30,955,214	(265,036)	25,918,713
	Operating Profit before Working Capital Changes		46,849,389		43,818,818
	(Increase) / Decrease in Inventory	(38,025,404)		(3,932,812)	
	(Increase) / Decrease in Trade & Others Receivables	(84,521,639)		(23,338,073)	
	(Increase) / Decrease in Trade Payables & Other Payable	79,808,786	(42,738,258)	(9,444,469)	(36,715,354)
	Cash Generated from Operation		4,111,131		7,103,465
	Direct Taxes Paid		(6,768,594)		(2,243,323)
	Net Cash From Operating Activities		(2,675,463)		4,860,142
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
	Sale of Fixed Assets	22,595,000		0	
	Purchase of Fixed Assets	(140,955,763)		(2,240,311)	
	Interest Received	473,847		265,036	
	Net Cash (used in) / from investing Activities		(117,886,916)		(1,975,275)
<b>C</b>	<b>CASH FLOW FROM FINANCE ACTIVITIES</b>				
	Increase in Long Term Loans & Other Borrowings	136,554,155		21,245,207	
	Interest Paid	(20,915,091)		(17,670,184)	
	Net Cash (used in) / from Financing Activities		115,639,064		3,575,023
<b>D</b>	<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>		(4,923,315)		6,459,889
	Opening Cash & Cash Equivalents		8,277,924		1,818,035
	<b>Closing Cash &amp; Cash Equivalents</b>		<b>3,354,608</b>		<b>8,277,924</b>
	<b>Cash and Cash Equivalent Comprises of :</b>				
	Cash on Hand		1,296,123		1,379,359
	Balance with the Bank		2,058,486		6,898,566
	<b>Total</b>		<b>3,354,609</b>		<b>8,277,924</b>

Notes :

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Notified Accounting Standard-3 on Cash Flow Statements.

Figures in bracket indicate cash outgo.

As per our Report of even date

**For, R.R.S & Associates**

Chartered Accountant

FRN 118336W

**Rajesh R. Shah**

**Partner**

Membership No. 034549

Place : Ahmedabad

Date : 30th May 2014

For, and on behalf of the Board of

**Minaxi Textiles Limited**

**B.P. Patel**

Managing Director

**D.P. Patel**

Director

Place : Chhatral

Date : 30th May 2014

## **AUDITORS' CERTIFICATE**

We have examined the above Cash Flow statement of MINAXI TEXTILES LIMITED for the year ended 31st March, 2014. The Statement has been prepared by the Company in accordance with the requirements of listing agreement Clause 32 with Bombay Stock Exchanges, and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report.

For **RRS & Associates**

Chartered Accountants

(Registration No. 118336W)

**Rajesh R. Shah**

**Partner**

Membership No.: 034549

Ahmedabad

Date: 30<sup>th</sup> May, 2014

**MINAXI TEXTILES LIMITED**  
Balance Sheet as at 31st March, 2014

Particulars	Note No	As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	55,603,160	55,603,160
(b) Reserves and Surplus	3	44,626,301	32,576,885
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings	4	102,123,485	11,714,021
(b) Deferred tax liabilities (Net)	5	6,480,392	4,688,650
(c) Other Long term libilites	6	118,743	207,271
<b>(3) Current Liabilities</b>			
(a) Short-term borrowings	7	159,209,942	120,949,592
(b) Trade payables	8	97,560,475	18,434,256
(c) Other current liabilities	9	20,237,374	12,260,818
(d) Short-term provisions	10	5,343,929	6,965,049
<b>Total</b>		<b>491,303,801</b>	<b>263,399,703</b>
<b>II. ASSETS</b>			
<b>(1) Not-current assets</b>			
(a) Fixed assets (Tangible)	11	186,891,008	86,231,101
(b) Capital Work in Progress	11	7,807,555	620,669
(b) Long term loans and advances	12	2,294,555	1,712,349
(c) Other non-current assets	13	135,130	135,130
<b>(2) Current assets</b>			
(a) Inventories	14	104,832,027	66,806,623
(b) Trade receivables	15	157,682,631	86,472,279
(c) Cash and cash equivalents	16	3,354,609	8,277,924
(d) Short-term loans and advances	17	1,936,405	11,179,714
(e) Other Current Assets	18	26,369,881	1,963,914
<b>Total</b>		<b>491,303,801</b>	<b>263,399,703</b>
Significant Accounting Policies			
Note to Financial Statements	1 to 28		

As per our Report of even date

**For, R.R.S & Associates**

Chartered Accountant

FRN 118336W

**Rajesh R. Shah****Partner**

Membership No. 034549

Place : Ahmedabad

Date : 30th May 2014

For, and on behalf of the Board of  
Minaxi Textiles Limited**B.P. Patel**

Managing Director

**D.P. Patel**

Director

Place : Chhatral

Date : 30th May 2014

## MINAXI TEXTILES LIMITED

## Statement of Profit and Loss for the year ended 31st March, 2014

Particulars	Note No	As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
I. Revenue from operations	19	526,816,959	378,206,791
II. Other Income	20	2,075,362	1,063,281
III. <b>Total Revenue (I + II)</b>		<b>528,892,321</b>	<b>379,270,072</b>
IV. Expenses :			
Cost of materials consumed	21	256,499,223	211,377,346
Purchase of Stock-in-Trade		213,928,248	64,426,924
Changes in inventories of finished goods, Work in progress and stock-in-Trade	22	(52,939,368)	17,968,555
Employee benefit expense	23	19,351,370	13,662,897
Financial costs	24	20,915,091	17,670,184
Depreciation and amortization expense	11	11,394,535	8,513,565
Other expenses	25	43,849,047	29,250,496
<b>Total Expenses</b>		<b>512,998,146</b>	<b>362,869,967</b>
V. Profit before tax & Extraordinary Items		15,894,175	16,400,105
VI. Extraordinary Items (Capital Advance Forfeited)		- 0	- 1,500,000
VII. Profit / (Loss) Before Tax		<b>15,894,175</b>	<b>17,900,105</b>
VIII. Less : Tax expense :			
(1) Current tax		3,100,000	5,400,000
Less : Mat Credit (Entitlement)/Reversal		(1,030,353)	0
Net Tax		2,069,647	5,400,000
(2) Deferred tax		1,791,742	429,953
(3) Previous Year Income tax Expenses		(16,630)	398,584
IX. Profit / (Loss) for period		<b>12,049,416</b>	<b>11,671,568</b>
X. Transfer to General Reserve		12,049,416	11,671,568
XI. Earning Per equity share :	26		
(1) Basic & Diluted EPS (Face Value of Rs 1)		0.22	0.20
Significant Accounting Policies Note to Financial Statements			

As per our Report of even date

**For, R.R.S & Associates**

Chartered Accountant

FRN 118336W

**Rajesh R. Shah****Partner**

Membership No. 034549

Place : Ahmedabad

Date : 30th May 2014

For, and on behalf of the Board of

Minaxi Textiles Limited

**B.P. Patel**

Managing Director

**D.P. Patel**

Director

Place : Chhatral

Date : 30th May 2014

## MINAXI TEXTILES LIMITED

Notes on Financial Statement for the Year ended on 31st March, 2014

Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
2	<b>i) Share Capital</b>		
	Equity Share Capital		
	Authorised Share capital (7,00,00,000 Equity Shares of Rs. 1/- each)	70,000,000	70,000,000
	Issued Share Capital (61,800,000 Equity Share at Rs 1/- each)	61,800,000	61,800,000
	Subscribed & fully paid share capital (5,56,03,160 Equity Share of Rs 1/- each fully paid up) (P. Y 4,94,16,000 paid up and 1,23,84,000 shares forfeited)	4,94,16,000	4,94,16,000
	Forfeited shares (Amount Paid up on 1,23,84,000 Shares of Rs 1/- each in Financial Year 2006-2007)	6,187,160	6,187,160
	<b>Total</b>	<b>55,603,160</b>	<b>55,603,160</b>

Note No.	ii) Reconciliation of the number of shares	As at 31st March, 2014	As at 31st March, 2013
2.1	No. of Equity shares issued at the beginning of the period	55,603,160	55,603,160
	Add no. of Equity shares issued during the period	-	-
	Less no. of Equity shares bought back during the year	-	-
	No. of Equity shares at the end of the period	<b>55,603,160</b>	<b>55,603,160</b>

Note No.	Details of share held by shareholding more than 5% of the aggregate shares in the Company.				
Sr. No.	Name of Shareholders	No. of Share	% held	No. of shares	% held
1.	Bharatbhai P. Patel	8977815	18.17%	8858454	17.93%
2.	Dinesh P. Patel	4438171	8.98%	4397640	8.90%
3.	Kiritkumar S. Patel	4136606	8.37%	4128529	8.35%
4.	Mukesh P. Patel	2622720	5.31%	2501625	5.06%

<b>Note 2.3</b>	<b>Terms / rights attached to equity shares :</b>
1.	The Company has equity shares having par value of Re. 1 per share. Each holder of equity shares is entitled to have one vote per share.
2.	In the event of liquidation of the company, the holders of the equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of shares held by the shareholders.

<b>Note No.</b>		<b>As at 31st March, 2014 Amount (Rs.)</b>	<b>As at 31st March, 2013 Amount (Rs.)</b>
3.	<b>Reserves and Surplus</b>		
	<b>General Reserves</b>		
	As at commencement of the year	32,576,885	20,905,317
	Surplus (Transferred from profit and loss account)	12,049,416	11,671,568
	<b>Total</b>	<b>44,626,301</b>	<b>32,576,885</b>

<b>Note No.</b>		<b>As at 31st March, 2014 Amount (Rs.)</b>	<b>As at 31st March, 2013 Amount (Rs.)</b>
4.	<b>Long-term borrowings</b>		
	Secured		
	Term Loans (From Bank)	101,164,134	22,214,404
	Less : Current Maturities of Term Loan	(12,661,045)	(11,529,103)
	<b>(A)</b>	<b>88,503,089</b>	<b>10,685,301</b>
	Vehicle Loans (From Bank)	1,039,652	1,386,358
	Less : Current Maturities of Term Loan	(381,152)	(357,638)
	<b>(B)</b>	<b>658,500</b>	<b>1,028,720</b>
	Un-Secured		
	Loan from Financial Institution	11,693,420	–
	Loan from Others	7,997,361	–
	Less : Current Maturities of Financial Institution	(6,728,885)	–
	<b>(C)</b>	<b>12,961,896</b>	<b>–</b>
	<b>Total</b>	<b>102,123,485</b>	<b>11,714,021</b>

**Note 4.1** Term loan is taken from bank of India (ROI 13.85%), which is hypothecated against the plant and Machinery & Furniture and fixture of the company and also Equitable Mortgage of factory block owned by the company at Unit No. 2, plot no. 3311, GIDC Chhatral and Shop of one of the director.

**Note 4.2** Term loan is further secured by way of Residential flat (four) situated at fortune empire Kalol.

**Note 4.3** Term loan are also further secured by the personal guarantees of all the directors of the company.

**Note** Terms of Repayment of term loans taken from Bank of India :

- 4.4** (1) 42 EMI of Rs. 4,94,109/- each commencing from July 2011  
 (2) 72 EMI of Rs. 52,771/- each commencing from November 2011  
 (3) 60 EMI of Rs. 56,145/- each commencing from July 2012  
 (4) 4 Quartely Installment of Rs. 25 Lacs, 8 Quartely Installment of 35 Lacs, 9 Quaretelly Installment of 50 Lacs, 1 Quartely Installment of 49 Lacs each commencing from 2014  
 (5) 22 Quartely Installment of Rs. 4,13,637/- each commencing from August, 2014

**Note** Vehicle loan is hypothecated against the respective vehicle.

**4.5**

**Note** Terms or Repayment of vehicle loan taken from Bank of India and HDFC Bank :

- 4.6** (1) 60 EMI of Rs. 26,180/- each commencing from June 2012  
 (2) 60 EMI of Rs. 14,863/- each commencing from April 2010

Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
<b>5</b>	<b>Deferred Tax Liability</b>		
	Balance as per last year	4,688,650	4,258,697
	Add : Provided during the year	1,791,742	429,953
	<b>Total</b>	<b>6,480,392</b>	<b>4,688,650</b>

Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
<b>6</b>	<b>Other Long Term Liabilities</b>		
	Unclaimed Dividend	118,743	207,271
	<b>Total</b>	<b>118,743</b>	<b>207,271</b>

Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
<b>7.</b>	<b>Short Term Borrowing Secured</b>		
	Working Capital Loans From Bank of India	159,209,942	120,949,592
	<b>Total</b>	<b>159,209,942</b>	<b>120,949,592</b>

**Note** cash Credit Facilities from Bank of India is hypothecated against the Raw Material and Stock in Progress.

- 7.1** Finished Goods, Store and entire present and future book debts and further secured by first charge on immovable/movable properties of Unit II of the company.

**Note** The above facilities are further secured by the personal guarantees of all the Directors.

**7.2**

**Note** The above facilities are further secured by way of Residential flat (four) situated at fortune empire Kalol.

**7.3**

**Note** Terms : Repayment on Demand. ROI 13.75 %

**7.4**

Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
<b>8</b>	<b>Trade Payable</b>		
	- For Goods	89,269,715	15,466,252
	- For Expenses	8,290,760	2,968,004
	<b>Total</b>	<b>97,560,475</b>	<b>1,48,23,932</b>

Note : 11 Depreciation As per Books for The Year 2013 - 2014

Sr. No.	Nature of Assets	Gross Block				Depreciation				Net Block	
		As at 1/4/2013	Additions	Deduction	As at 31.03.14	As at 1/04/2013	Additions	Deduction	As at 31/03/2014	As at 31/03/2013	
(A)	<b>Tangible Assets</b>										
1.	Land	2,473,352	66,300	-	2,539,652	-	-	-	2,539,652	2,473,352	
2.	Building (Other than Factory)	-	4,087,680	-	4,087,680	-	18,985	-	4,068,695	0	
3.	Factory Building	20,720,553	1,756,250	-	22,476,803	6,047,837	718,535	-	6,766,372	15,710,431	
4.	Vehicles	4,696,026	-	-	4,696,026	1,540,584	446,122	-	1,986,706	2,709,320	
5.	Furniture & Fixtures	2,439,141	1,310,316	-	3,749,457	1,980,469	169,282	-	2,149,751	1,599,706	
6.	Avery Weighing Scale	43,000	-	-	43,000	43,000	-	-	43,000	0	
7.	Air Conditioner & Office Equipments	224,295	62,400	-	286,695	82,236	12,978	-	95,214	191,481	
8.	Plant & Machinery	96,083,475	121,279,271	29,727,862	187,634,884	30,997,432	9,746,885	8,013,427	32,730,890	154,903,994	
9.	Computer	257,948	61,881	-	319,829	257,948	48,846	-	306,793	13,036	
10.	Humidification Plat	1,142,954	5,144,779	-	6,287,733	1,015,254	220,770	-	1,236,024	5,051,709	
11.	Laboratory Equipment	255,414	-	-	255,414	140,297	12,132	-	152,429	102,985	
	<b>Total</b>	<b>128,336,158</b>	<b>133,768,877</b>	<b>29,727,862</b>	<b>232,377,173</b>	<b>42,105,057</b>	<b>11,394,535</b>	<b>8,013,427</b>	<b>45,486,165</b>	<b>186,891,008</b>	
										<b>86,231,101</b>	
(B)	<b>Capital Assets Work in Progress</b>	<b>620,669</b>	<b>7,807,555</b>	<b>620,669</b>	<b>7,807,555</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7,807,555</b>	
	<b>Grand Total</b>	<b>128,956,827</b>	<b>141,576,432</b>	<b>30,348,531</b>	<b>240,184,728</b>	<b>42,105,057</b>	<b>11,394,535</b>	<b>8,013,427</b>	<b>45,486,165</b>	<b>194,698,563</b>	
	Previous Year	126,716,516	2,240,311	-	128,956,827	33,591,827	8,513,565	-	42,105,057	86,851,770	
										<b>93,125,024</b>	



Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
9	<b>Other current liabilities</b>		
	<b>Secured</b>		
	Current maturities of long term debt		
	– From Bank (Term Loan)	12,661,045	11,529,103
	– From Bank (Vehicle Loan)	381,152	357,638
	<b>Unsecured</b>		
	Current maturities of long term debt		
– From Financial Institution	6,728,885		
Advance for the Machinery Sales	–	125,000	
Other Payables #	466,292	249,077	
	<b>Total</b>	<b>20,237,374</b>	<b>12,260,818</b>

# This includes statutory dues payable like PF, ESIC, VAT, Service Tax etc.

Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
10	<b>Short-term provisions</b>		
	For Expenditure	2,243,929	1,565,049
	For Tax	3,100,000	5,400,000
	<b>Total</b>	<b>5,343,929</b>	<b>6,965,049</b>

Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
12	<b>Long Term Loans and Advances</b> (Unsecured And considered good)		
	Security Deposits	2,294,555	1,712,349
	<b>Total</b>	<b>2,294,555</b>	<b>1,712,349</b>

Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
13	<b>Other non-current assets</b>		
	Other Receivable	135,130	135,130
	<b>Total</b>	<b>135,130</b>	<b>135,130</b>

Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
14	<b>Inventories</b>		
	Raw materials	22,726,011	37,730,821
	Work in progress	9,712,043	9,045,355
	Finished goods	68,894,812	14,840,426
	Stores and spares	1,542,677	1,451,831
	Stock in Transit	1,956,484	3,738,190
	<b>Total</b>	<b>104,832,027</b>	<b>66,806,623</b>

**MINAXI TEXTILES LTD.**
**19<sup>TH</sup> ANNUAL REPORT**

Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
15	<b>Trade receivables</b> (Unsecured and considered good)		
	More than six months	20,382,678	3,149,491
	Others	137,299,953	86,322,788
	<b>Total</b>	<b>157,682,631</b>	<b>86,472,279</b>

Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
16	<b>Cash and cash equivalents</b>		
	Balance with banks	6,101	6,211
	Bank of India Dividend Account	118,743	211,911
	Cash on hand	1,296,123	1,379,359
	Fixed Deposits ##	1,933,643	6,680,444
	<b>Total</b>	<b>3,354,609</b>	<b>8,277,924</b>

## Fixed Deposit include Rs. 19,33,643/- (P.Y. Rs. 9,16,591/-) having maturity more than 12 months

Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
17	<b>Short Term Loan and Advance</b> (Unsecured Advances)		
	Prepaid Expenses	278,433	353,023
	Advance for Capital Assets (New Plant & Machinery)	0	10,703,880
	Advance for Store & Spare	754,719	0
	Other Short term loans and advances*	903,253	122,811
	<b>Total</b>	<b>1,936,405</b>	<b>11,179,714</b>

\* includes advances to suppliers and others

Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
18	<b>Other Current Assets</b>		
	Balance With Revenue Authorities	3,146,872	1,745,578
	Mat Credit Receivable	1,030,353	0
	Tender Deposit	25,000	0
	Interest Subsidy Receivable	3,269,494	0
	Capital Subsidy Receivable	18,499,350	0
	Interest accrued but not received	398,812	218,336
	<b>Total</b>	<b>26,369,881</b>	<b>1,963,914</b>

Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
19	<b>Revenue from Operations</b>		
	Sale of Products		
	– Domestic Sale	510,348,584	363,949,358
	– Export Sale	12,540	0
	Other operating revenues	16,455,835	14,257,433
	<b>Total</b>	<b>526,816,959</b>	<b>378,206,791</b>

Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
<b>20</b>	<b>Other Income</b>		
	Interest Income	473,847	265,036
	Sundry Balance written off (Net)	373,139	321,850
	Profit on Sale of Machinery	880,565	0
	Exchange Difference	4,158	148,017
	Sale of Scrape	343,653	328,378
	<b>Total</b>	<b>2,075,362</b>	<b>1,063,281</b>

Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
<b>21</b>	<b>Cost of Material Consumed #</b>		
	Stock at Opening	37,730,821	15,571,285
	Add : Purchase	238,805,174	231,174,642
	Add : Inward Transportation Exp	2,689,239	2,362,240
	Less : Closing	22,726,011	37,730,821
	<b>Total</b>	<b>256,499,233</b>	<b>211,377,346</b>

# Major item of Raw Material Includes Yarn Used for manufacturing of Grey Cloth.

Note No.		As at 31st March, 2014 Quatntity (KG)	As at 31st March, 2013 Quatntity (KG)
<b>21.1</b>	<b>Quantity Details of Raw Material</b>		
	Opening Stock	194,142	88,920
	ADD : Purchase (net)	1,192,985	1,193,079
	<b>Total</b>	<b>1,387,127</b>	<b>1,281,999</b>
	Less : Closing Stock	110,444	194,142
	<b>Raw Material Consumed</b>	<b>1,276,683</b>	<b>1,087,857</b>

**Note** The above raw material consumption shows consumption of Indegenous raw materials only.

**21.2** There is no imported raw material used.

Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
<b>22</b>	<b>Changes in inventories of finished goods, work in- progress and Stock-inTransit Inventories (at Close)</b>		
	Work in progress	9,712,043	9,045,355
	Finished Goods	68,894,812	14,840,426
	Stock in Transit	1,956,484	3,738,190
		<b>80,563,339</b>	<b>27,623,971</b>
	<b>Inventories (at Commencement)</b>		
	Work in progress	9,045,355	9,838,787
	Finished Goods	14,840,426	32,628,798
	Stock in Transit	3,738,190	3,124,941
		<b>27,623,971</b>	<b>45,592,526</b>
	<b>Total</b>	<b>52,939,368</b>	<b>(17,968,555)</b>

Note 22.1	Quantity Details of Finished Goods Including (Grey Cloth Trading)	As at 31st March, 2014 Quantity (MTR)	As at 31st March, 2013 Quantity (MTR)
	<b>Opening Stock</b>	<b>138,689</b>	<b>352,632</b>
	Add : Purchase during the year	1,388,589	617,443
	Add : Production during the year	3,148,767	2,883,379
	Less : Sales during the year	4,040,654	3,714,765
	<b>Closing Stock</b>	<b>635,391</b>	<b>138,689</b>

Note 22.2	Quantity Details of Work - In Progress	As at 31st March, 2014 Quantity (KGS)	As at 31st March, 2013 Quantity (KGS)
	Opening Stock	43,302	48,681
	Closing Stock	50,766	43,302

Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
<b>23</b>	<b>Employee Benefits Expense</b>		
	Salaries and wages	14,388,491	9,417,429
	Directors Remmuration	4,143,224	3,528,234
	Contribution to provident and other funds	361,077	388,285
	Staff welfare expenses	458,578	328,949
	<b>Total</b>	<b>19,351,370</b>	<b>13,662,897</b>

Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
<b>24</b>	<b>Finance Costs</b>		
	<b>Interest expenses On :</b>		
	Working Capital	14,531,476	12,165,099
	Term Loans	4,632,175	3,903,710
	Interest to Others	1,390,906	625,240
	Bank and Other borrowing costs	360,535	976,134
	<b>Total</b>	<b>20,915,091</b>	<b>17,670,184</b>

Note No.		As at 31st March, 2014 Amount (Rs.)	As at 31st March, 2013 Amount (Rs.)
25	<b>Others Expenses</b>		
	<b>Manufacturing Expenses :</b>		
	Consumption of stores and spare parts	4,916,100	6,125,660
	Electricity Expenses	13,284,482	12,337,700
	Job and Process Expenses	19,831,651	4,117,894
	Repairs & Maintenance	646,836	1,666,700
	Other Manufacturing Expenses	735,062	449,624
	<b>Administrative Expenses :</b>		
	Audit Fees (Note 25.2)	247,192	219,102
	Insurance Premium	506,340	418,617
	Legal, Professional & Consultancy Charges	408,540	834,428
	Rates & Taxes	677,466	258,486
	Vehicle Repairs & Maintenance	294,764	394,580
	Office Rent	148,500	132,500
	Other Administrative Expenses	477,969	682,401
	<b>Selling &amp; Distribution Expenses :</b>		
	Brokerage & Commission	1,206,747	1,165,090
	Travelling Expenses	311,883	202,051
	Other Selling & Administrative Expenses	155,515	245,663
	<b>Total</b>	<b>43,849,047</b>	<b>29,250,496</b>

Note 25.1	Imprted and Indigenous Store and Spare Parts Consumed :	As at 31st March, 2014 Amount (Rs.)	%	As at 31st March, 2013 Amount (Rs.)	%
	Imported	547,549	11.64%	1,297,181	22.02%
	Indigenous	4,154,873	88.36%	4,593,139	77.98%
	<b>Total</b>	<b>4,702,422</b>	<b>100.00%</b>	<b>5,890,320</b>	<b>100.00%</b>

*Note 25.2		As at 31st March, 2013 Amount (Rs.)	As at 31st March, 2012 Amount (Rs.)
(a)	As Auditor		
	For Statutory Audit	1,35,000	1,15,000
	For Tax Audit Fees	30,000	25,000
(b)	For Certification & Others	82,192	74,102
	<b>Total</b>	<b>2,47,192</b>	<b>2,19,102</b>

Note 26		As at 31st March, 2013 Amount (Rs.)	As at 31st March, 2012 Amount (Rs.)
	<b>Earning Per Share</b>		
	Profit After Tax	12,049,416	11,671,568
	Weighted Average No. of Equity Shares Outstanding	55,603,160	55,603,160
	Basic & Diluted Earning Per Share (in Rs.) (Face Value of Rs. 1/- each)	<b>0.22</b>	<b>0.21</b>

**Note: 27 Contingent Liabilities and Commitments (to the extent not provided for)**

1) Company has imported 17 Machineries worth Rs 198.97 lacs under EPGC and saved Rs 42.57 lacs of custom duty, company has to export Rs 340.56 lacs before 02/08/2018. Non compliance of the above would result into liabilities of Rs 42.57 lacs (P.Y. 42.57 lacs). Company has also given guarantee of Rs 6.39 lacs (P.Y. 6.39 lacs) to custom authority.

2) During the year company has imported 31 Machineries under Zero duty EPGC Scheme and saved Rs 284.15 lacs of custom duty, company has to export 6 times of the duty saved within a period of 6 years. Non compliance of the above would result into liabilities of Rs 284.15 lacs. Company has also given guarantee of Rs 42.70 lacs to custom authority.

**Note : 28 Micro and Small Scale Business Enterprises :**

The management has initiated the process of identifying enterprises those have provided goods and services to the company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprise Development Act, 2006. Accordingly, the disclosure requirement here under is not furnish.

**Note : 29 Employee Benefits :**

The disclosures required under Accounting Standard -15(Revised) "Employee Benefits" notified in the Companies (Accounting Standard) Rules 2006 are given below:

**Defined Contribution Plan**

Amount towards Defined Contribution Plan have been recognized under "Contribution to Provident and Other funds" in the note no. 23 Rs. 2,33,391/- (P.Y. 2,54,856/-)

**Note : 30 Related Party Disclosures**

Names of related parties and description of relationship from/ to which following transactions were entered during the year

Sr. No.	Name	Relationship
1.	Bharatbhai P. Patel	Managing Director
2.	Dineshbhai P. Patel	Director
3.	Kiritbhai S. Patel	Director
4.	Nirmal B. Patel	Director
5.	Kanubhai Patel	Non-Executive Director

## Transactions with related parties &amp; Balance Outstanding as at the year end

(Amount in Rs)

Sr. No.	Nature of Transaction	2013-14	Outstanding as on 31/03/2014	2012-13	Outstanding as on 31/03/2013
<b>1</b>	<b>Remuneration</b>				
	Bharatbhai Patel	15,76,624	29,837	13,81,626	0
	Dineshbhai Patel	9,76,644	41,070	7,31,646	0
	Kiritbhai Patel	8,16,644	58,030	7,31,646	0
	Nirmal Patel	7,73,312	60,000	6,83,316	0
<b>2</b>	<b>Loan Taken</b>				
	Kanubhai Patel	46,00,000	46,00,000	0	0

**Note : 31** Previous year figures have been accordingly regrouped / reclassified to confirm to the current year's classification.

As per our Report of even date

**For, R.R.S & Associates**

Chartered Accountant

FRN 118336W

**Rajesh R. Shah**

**Partner**

Membership No. 034549

Place : Ahmedabad

Date : 30th May 2014

For, and on behalf of the Board of

Minaxi Textiles Limited

**B.P. Patel**

Managing Director

**D.P. Patel**

Director

Place : Chhatral

Date : 30th May 2014

## MINAXI TEXTILES LIMITED

CIN : L17119GJ1995PLC025007

Registered Office: Plot No.3311, Unit No.2, GIDC Industrial Estate, Phase-IV, Village Chhatral, Taluka : Kalol, Dist. Gandhinagar(N.G)

## FORM NO. MGT 11

## PROXY FORM

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

Name of the shareholder(s)	:	
Registered address	:	
E-mail ID	:	
Folio No. /DP ID & Client ID*	:	
No. of shares held	:	

\* Applicable in case shares are held in electronic form.

I/We, being the holder(s) of \_\_\_\_\_ shares of MINAXI TEXTILES LIMITED,

hereby appoint:

Name	:	
Address	:	
E-mail ID	:	Or failing him:
Name	:	
Address	:	
E-mail ID	:	Or failing him:
Name	:	
Address	:	
E-mail ID	:	

and whose signature(s) are appended below as my / our proxy to attend and vote (on Poll) for me/us and on my/ our behalf at the Nineteenth Annual General Meeting of the Company to be held on Tuesday, 30<sup>th</sup> day of September, 2014 at 11.00 a.m. at Plot No.3311, Unit No.2, GIDC Industrial Estate, Phase-IV, Village Chhatral, Taluka - Kalol, Dist. Gandhinagar(N.G) and at any adjournment thereof in respect of such resolutions as are indicated below:



Ordinary Business		For	Against
1.	To receive, consider, approve and adopt the Audited Accounts for the Financial Year ended on 31 <sup>st</sup> March, 2014, and the reports of the Board of Directors and Auditors thereon.		
2.	To appoint a director in Place of Shri. Bharatbhai P. Patel, who retires by rotation and being eligible, offers himself for reappointment.		
3.	To appoint a director in Place of Shri. Kanubhai S. Patel, who retires by rotation and being eligible, offers himself for reappointment.		
4.	To appoint Auditors to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of next Annual General Meeting and fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution.		
Special Business		For	Against
5.	Appointment of Shri Kiritkumar S. Patel as Whole Time Director of the Company for a further period of five year w.e.f. 01 <sup>st</sup> February, 2014.		
6.	Re-appointment of Shri Jashwantkumar K. Patel as Independent Director for a consecutive period of five years for a term upto 31.03.2019.		
7.	Re-appointment of Shri Vasudevhai L. Patel as Independent Director for a consecutive period of five years for a term upto 31.03.2019.		
8.	Re-appointment of Shri Ghanshyam C. Patel as Independent Director for a consecutive period of five years for a term upto 31.03.2019.		
9.	Re-appointment of Shri Dharmendra N. Patel as Independent Director for a consecutive period of five years for a term upto 31.03.2019.		
10.	Re-appointment of Shri Sandipkumar J. Patel as Independent Director for a consecutive period of five years for a term upto 31.03.2019.		

Signed this \_\_\_\_\_ days of \_\_\_\_\_ 2014

Signature of Share holder \_\_\_\_\_

Signature of first proxy holder \_\_\_\_\_

Signature of second proxy holder \_\_\_\_\_

Signature of third proxy holder \_\_\_\_\_

1. ₹  
Revenue  
Stamp

Note :- 1. This form of proxy in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.

2. Please put a "✓" in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

**MINAXI TEXTILES LIMITED**

CIN : L17119GJ1995PLC025007

Registered Office: Plot No.3311, Unit No.2, GIDC Industrial Estate, Phase-IV, Village  
Chhatral, Taluka - Kalol, Dist. Gandhinagar(N.G)

**ATTENDANCE SLIP**

Reg. Folio No. \_\_\_\_\_

DP Id.\* \_\_\_\_\_

No. of shares held

Client Id.\* \_\_\_\_\_

I certify that I/ We am/are a registered shareholder / proxy for the registered shareholder of the company.

I hereby record my presence at the Nineteenth Annual General Meeting of the company at the registered office of the company Plot No.3311, Unit No.2, G.I.D.C, Industrial Estate, Phase-IV, Village: Chhatral, Taluka - Kalol, Dist –Gandhinagar (N.G) on Tuesday, 30<sup>th</sup> day of September, 2014 at 11:00 a.m.

\_\_\_\_\_  
Shareholder's / Proxy's name\_\_\_\_\_  
Shareholder's/ Proxy's SignatureIn **BLOCK** Letters

Note : Please fill in this attendance slip and hand it over at the entrance of the meeting hall. Joint Shareholder(s) may obtain additional attendance slip at the venue of the meeting.

\*Applicable for investors holding shares in electronic form