

# **BIJLEE TEXTILES LIMITED**

**ANNUAL REPORT**

**2014-15**

# BIJLEE TEXTILES LIMITED

**Board of Directors** PRAFUL AMICHAND SHAH  
SHILPA PRAFUL SHAH  
HARJIBHAI P. DHADUK  
HARISHCHANDRA B. BHARUCHA

**Chief Financial Officer** NAVINCHANDRA C. MEHTA

**Auditors** Bipinchandra J. Modi & Co.  
Chartered Accountants,  
Surat.

**Bankers** HDFC Bank Ltd.  
Bank of Baroda

**Registered Office** Dr.Amichand Shah's Wadi, Rampura Tunki, Surat-3.

**Registrar & Transfer Agents** MCS Share Transfer Agent Ltd ,  
12/1/5, Manoharpukur, Road,  
Kolkata,West Bengal - 700026  
Branch : Neelam Apartment, 88,  
Sampatrav Colony,  
Alkapuri, Baroda-390 005.

## NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of **Bijlee Textiles Limited** will be held on Friday July 3, 2015 at **10.30 a.m.** at the registered office of the Company at Dr. Amichand Shah's Wadi, Rampura Tunki, Surat 395003, to transact the following businesses:

### Ordinary Business:

- 1 To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereof.
- 2 To appoint a Director in place of Shri Praful A. Shah, who retires by rotation and, being eligible, offers himself for re-appointment.

### Special Business:

- 3 To consider, and if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution** "RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 Messrs A. M. Modi & Associates, Chartered Accountant (Membership Registration No. 034904), be and are hereby appointed as Statutory Auditors of the Company, in place of the retiring auditors Messrs Bipinchandra J. Modi & Co., Chartered Accountant to hold office from the conclusion of this Annual General Meeting until the conclusion of the thirty-third annual general meeting of the Company, subject to ratification at every annual general meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

**By Order of the Board of Directors**  
**Praful A. Shah**  
**Chairman**

Surat, 26th May 2015

Registered Office:  
Dr. Amichand Shah's Wadi,  
Rampura Tunki,  
Surat 395003  
CIN: L51110GJ1985PLC013252,  
e-mail.: [bijleetex@yahoo.com](mailto:bijleetex@yahoo.com)  
[www.bijleetex.com](http://www.bijleetex.com)

### Notes:

- 1 A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Proxies in order to be effective, must be received by the Company, at its Registered Office not less than 48 hours before the Meeting.
- 2 A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten per cent of the total share capital of the Company. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 3 The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (erstwhile Section 173 of the Companies Act, 1956), relating to Special Business is annexed hereto.

### Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013.

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

#### Item No.3

Messrs Bipinchandra J. Modi & Co., Chartered Accountants, have been the Statutory Auditors of the Company since their appointment at the 29th Annual General Meeting of the Company held on 3<sup>rd</sup> July 2014. They have, vide their letter dated 11<sup>th</sup> June 2015, expressed their unwillingness to continue as the Statutory Auditors of the Company, due to other pre-occupations. The Board of Directors places on record their appreciation for the services rendered by Messrs Bipinchandra J. Modi & Co., Chartered Accountants.

Considering the above facts, the Board of Directors has, on the recommendations of the Audit Committee proposed the appointment of Messrs A. M. Modi & Associates, Chartered Accountants as the Statutory Auditors of the Company. They have vide their letter dated 12<sup>th</sup> June 2015, informed the Company that their appointment, if made, will be in compliance of Section 139 and 141 of the Companies Act, 2013. The Board, therefore, recommends their appointment as the Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting i.e. 30th Annual General Meeting till the conclusion of 33rd Annual General Meeting of the Company.

The Board of Directors recommends the adoption of the Resolution at Item No. 3 of the Notice.

None of the Directors or Key Managerial Personnel of the Company is in any way concerned with or interested in the resolution at Item No.3 of the accompanying Notice.

**DIRECTORS' REPORT**

To the Members of  
Bijlee Textiles Limited

Your Directors have pleasure in submitting their 30th Annual Report together with the audited financial statements of the Company for the financial year ended 31st March 2015.

**SUMMARISED FINANCIAL RESULTS**

	(Amount in Rs.)	
	2014-15	2013-14
Net Sales / Income from operations	2,11,351	2,06,811
Other Income	45,479	64,022
Total Income	2,56,830	2,70,833
Profit / (Loss) before depreciation	(3,04,067)	(1,08,907)
Less: Depreciation	0	0
Profit / (Loss) before Tax	(3,04,067)	(1,08,907)
(Add)/Less: Provision for Tax / adjustment	181	0
Net Profit / (Loss) after Tax	(3,04,248)	(1,08,907)

**DIVIDEND**

Considering the loss incurred by the Company, your Directors do not recommend any dividend on equity shares for the year.

**TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

In terms of Section 125 of the Companies Act, 2013, any unclaimed or unpaid Dividend relating to the financial year 2006-2007 is due for remittance on 27/11/2014 to the Investor Education and Protection Fund established by the Central Government. Company has transferred Rs.405/- unclaimed dividend to Investor Protection Fund on 04/12/2014.

**REVIEW OF BUSINESS OPERATIONS**

During the year under review, the net sales / income from business operation of your Company marginally increased at Rs.2,11,351 as against Rs.2,06,811 in the previous year. The year under review witnessed lower demand growth and the downturn continued in the textile industry due to oversupply situation. The profitability of the Company was adversely affected and the loss for the year 2014-15 increased from Rs.1,08,907 to Rs.3,04,067.

**MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate on the date of this report

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The provisions of Section 134(m) of the Companies Act, 2013 is not applicable to our Company. There was no foreign exchange inflow or Outflow during the year under review.

**STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

The Company does not have any Risk Management Policy as the element of risk threatening the Company's existence is very minimal.

**DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

**EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

There were no qualifications, reservations or adverse remarks made by either by the Statutory Auditors or by the Secretarial Auditors in their respective reports.

**COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, and other related matters as provided under Section 178(3) of the Companies Act, 2013 are as under :

1. Policy on Directors appointment is to follow the criteria as laid down under the Companies Act, 2013 and the Listing Agreement with Stock Exchanges and good corporate practices. Emphasis is given to persons from diverse fields or professionals.
2. The Company has formulated the remuneration policy for its KMP and other employees keeping in view the level and composition of remuneration as reasonable. Ensuring that remuneration meets the performance benchmark and it reflects long term performance objectives.
3. For Directors, it is based on the shareholders resolutions, provisions of the Companies Act, 2013 and rules framed therein, circulars and guidelines issued by the Central Government and other authorities from time to time.

#### **ANNUAL RETURN**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure - A** and is attached to this Report.

#### **NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW**

The Board of Directors have met 11 (eleven) times during the financial year ended 31st March, 2015.

#### **DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 your Directors state that :

(a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

(b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2015 and of the loss of the Company for the year ended on that date;

(c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the Directors have prepared the annual accounts on a going concern basis.

(e) the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and

(f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint venture or Associate Company.

#### **DEPOSITS**

The Company has neither accepted nor renewed any deposits during the year under review.

#### **DIRECTORS**

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Shri Praful A. Shah Director of the Company retire at the ensuing Annual General Meeting and being eligible have offered himself for re-appointment. The Company devised a policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of the non-executive directors and executive directors.

#### **DECLARATION OF INDEPENDENT DIRECTORS**

The Company has received declarations from all the Independent Directors of the Company confirming they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

#### **STATUTORY AUDITOR**

Messrs Bipinchandra J. Modi & Co. Chartered Accountants, Statutory Auditors of the Company were due for retirement at the ensuing Annual General Meeting (AGM). However, they have expressed their unwillingness for re-appointment due to preoccupations. The Company therefore proposes to appoint Messrs A. M. Modi & Associates as the Statutory Auditors at the ensuing AGM for a period 3 (three) consecutive years from the conclusion of the 30th AGM to the conclusion of the 33rd AGM. They have confirmed that their appointment, if made, will be in compliance with Section 139 and 141 of the Companies Act, 2013.

#### **SECRETARIAL AUDITOR**

The Board has appointed Mr. Jigar K. Vyas, Practicing Company Secretary to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed herewith to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

#### **PARTICULARS OF EMPLOYEE AND RELATED DISCLOSURE**

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 there was no employee drawing the remuneration in excess of the limits set out in the said rules.

#### **RISK MANAGEMENT POLICY**

As the elements of risk threatening the Company's existence is very minimal. The Company does not have any Risk Management Policy

#### **DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

The Audit Committee comprises Independent Directors namely Shri Harjibhai Poonabhai Dhaduk and Shri Harish Balvantrai Bharucha. All the recommendations made by the Audit Committee were accepted by the Board.

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

#### **SHARES**

##### **BUY BACK OF SECURITIES**

The Company has not offered any buyback of securities during the year under review.

##### **SWEAT EQUITY**

The Company has not issued any Sweat Equity Shares during the year under review.

##### **BONUS SHARES**

No Bonus Shares were issued during the year under review.

##### **EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option Scheme to the employees.

#### **ACKNOWLEDGEMENTS**

The Directors wish to place on record their appreciation for the continued support and co-operation extended to your Company its bankers, customers, suppliers, government authorities, regulatory authorities and other stake holders. You Directors also acknowledge the support extended by the employees and the guidance by the members on the Board.

#### **FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

Praful A. Shah  
Chairman  
Place: Surat  
Date: May 26th 2015.

