



## **BOARD OF DIRECTORS**

Mr. Prabhat Sethia	-	Managing Director
Mr. Sanjay Ishwarlal Bora	-	Director
Mr. Raghu Raj	-	Director
Mr. Nortan Bothra	-	Director
Mr. Subhash Kothari	-	Director
Mr. D.P. Kelkar	-	Director
Mrs. Sangeeta Sethia	-	Director

Registered Office: May Fair Gardens, 8-2-682/3/A & 3B,  
Flat No 201, 2nd Floor, Road No 12,  
Banjara Hills, Hyderabad – 500034,  
Telangana

Works Alinagar Chettla Potharam Village,  
Jeenaram Mandal, Medak District

Bankers: Axis Bank Ltd, ICICI & Andhra Bank  
Karur Vysya Bank Ltd.,

Auditors: M/s. N.G. RAO & Associates.  
Chartered Accountants, Hyderabad

Registrars And Share Transferors M/s. Sharex Dynamic (India) Pvt Ltd.,  
Unit No.1, Luthra Ind. Premises,  
Andheri Kurla Road, Safed Pool,  
Andheri(E), Mumbai-400072.  
Phone:022-28515606, Fax. 022-28512885.



FILATEX FASHIONS LTD.

## Annual Report 2015-2016





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## **NOTICE OF THE 22nd ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Twenty Second Annual General Meeting of FILATEX FASHIONS LIMITED (CIN: L51491TG1994PLC017158) will be held at 9.30. a.m. on **Friday, the 30th day of December 2016** at Mayfair Garden Apartments, 8-2-682/3/A & 3B, Flat No 201, 2nd Floor, Road No 12, Banjara Hills Hyderabad TG 500034 to transact the following:

### **ORDINARY BUSINESS:**

To consider and if thought fit, to pass, with or without modification(s), the following resolutions, as Ordinary Resolutions:

**1. To receive, consider and adopt the Financial Statement of the Company for the financial year ended March 31, 2016:**

**"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2016 together with the reports of the Auditors thereon be and are hereby received, considered and adopted."

**2. Re-appointment of Mrs. Sangeeta Sethia (DIN:0260090), as a Director liable to retire by rotation:**

**"RESOLVED THAT** Mrs. Sangeeta Sethia (DIN:0260090), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

**3. Appointment of M/s N G Rao & Associates, Chartered Accountants, Hyderabad as Auditors of the Company and to fix their remuneration:**

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules) including any statutory modifications or re-enactments thereof for the time being in force, M/s N G Rao & Associates, Chartered Accountants, Hyderabad (Registration No.009399S) who have offered themselves for appointment and have confirmed their eligibility to be appointed as Auditors, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, at such remuneration as may be agreed upon between the Auditors and the Board of Directors, in addition to actual out-of-pocket expenses incurred by them for the purpose of audit and the applicable taxes."

By Order of the Board

Hyderabad,

2nd December, 2016.

Registered office:

Mayfair Gardens,

8-2-682/3/A & 3B, Flat No 201, 2nd Floor,

Road No 12 ,Banjara Hills, Hyderabad TG 500034

Tel: 040-667948931, Fax No. 040-66748930

Prabhat Sethia

Managing Director



Pursuant to the Secretarial Standards notified by ICSI under Section 205 of the Companies Act, 2013 which is effective from 1st July, 2015, Shareholders may please note that no Gifts/ Compliments shall be distributed at the venue of the meeting. Shareholders are requested to note that accompanying guests/ family members other than shareholder/ proxy are not allowed to attend the meeting.

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.

**Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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.**

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. The notice of AGM is being sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on 25th November, 2016.

4. Members are requested to update their preferred e-mail ids with the Company / DPs / RTA, which will be used for the purpose of future communications. Members whose e-mail id is not registered with the Company are being sent physical copies of the Notice of 22nd Annual General Meeting, Annual Report, notice of e-voting etc. at their registered address through permitted mode.

Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company at its registered office address or to the RTA, M/s. Sharex Dynamic (India) Private Limited, Registered office: Unit -1, Luthra Ind. Premises, 1st Floor, 44-E, M Vasanti Marg, Andheri-kurla Rd., Safed Pool, Andheri (E) Mumbai 400072.

5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during the business hours up to the date of the Meeting.



8. The Company has notified that the Register of Members and Share Transfer Books will be closed from 23rd December, 2016 to 30th December, 2016 (both days inclusive) in connection with the ensuing Annual General Meeting.

9. In terms of Section 125 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, will be transferred as per the details mentioned below to the Investor Education and Protection Fund (IEPF). Since the members who have not encashed their dividend warrant for respective financial years, are requested to write to the Company / Registrar and Share Transfer Agents before said below due date.

<b>S. No</b>	<b>Details of the Unpaid Dividend Accounts</b>	<b>Date of declaration</b>	<b>Due date to transfer to IEPF</b>
1	Unpaid Dividend A/c 2008-09	Nil	Nil
2	Unpaid Dividend A/c 2009-10	Nil	Nil
3	Unpaid Dividend A/c 2010-11	Nil	Nil
4	Unpaid Dividend A/c 2011-12	Nil	Nil
5	Unpaid Dividend A/c 2012-13	Nil	Nil
6	Unpaid Dividend A/c 2013-14	Nil	Nil
7	Unpaid Dividend A/c 2014-15	Nil	Nil

**10. Details of Unclaimed Shares:**

The details of shares remaining unclaimed in the unclaimed suspense account are furnished in Corporate Governance Report forming part of this Annual Report.

11. Members holding shares in dematerialized mode are requested to instruct their respective Depository Participants regarding Bank Accounts in which they wish to receive the dividend. However, the Bank details as furnished by the respective Depositories to your Company will be used for the purpose of distribution of dividend and other entitlements through National Electronic Clearing Service (NECS) or any other method of direct credit as directed by the Stock Exchanges. Your Company / Registrar and Share Transfer Agents will not act on any direct request from Members holding shares in dematerialized form for change / deletion of such Bank details.

12. Members holding shares in physical form, are requested to inform the Company / Registrar and Share Transfer Agents - Sharex Dynamic (India) Private Limited (Sharex) of any change in their addresses immediately for future communication at their correct addresses and Members holding shares in demat form are requested to notify change of address and bank mandates to their Depository Participants.

13. Members holding shares in identical order of names in more than one folio are requested to write to the Company's Share Transfer Agents to enable them to consolidate their holdings into one folio.



14. As required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 brief information / resume, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / Chairmanships of Board Committees, shareholding (in case of Non-executive Director) and relationships between directors inter-se, of Directors being appointed / reappointed, are annexed. Mr. Prabhat Sethia and Mrs. Sangeeta Setia are relatives of each other.

15. Members requiring any clarification / information on any report / statements, are requested to send their queries to the Registered Office of the Company, at least 10 days before the date of the AGM.

16. Members are requested to quote their folio numbers/ DP ID and Client ID numbers in all correspondence with the Company and the Registrar and Share Transfer Agent.

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Sharex.

18. In compliance with the provisions of Section 108 of the Companies Act, 2013 and rules made thereunder read with Regulation 44 of SEBI (LODR) Regulations, 2015, Members have been provided with the facility to cast their vote electronically, through the e-voting services from a place other than the venue of the Meeting ("remote e-voting") provided by Sharex Dynamic (India) Private Limited on all resolutions set forth in this Notice.

19. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting through ballot / polling paper.

20. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.

21. Notice of the 22nd Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same.



22. For members who have not registered their email address, physical copies of the Notice of the 22nd Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

23. Mr. Vinod Sakaram, a Practising Company Secretary (ACS:23285; CP:8345) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

24. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting : From 10:00 a.m. (IST) on December 27, 2016

End of remote e-voting : Upto 5:00 p.m. (IST) on December 29, 2016

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Sharex upon expiry of aforesaid period.

**25. The voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. 23rd December, 2016.**

26. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off date i.e. 23rd December, 2016 shall only be entitled to avail the facility of remote e-voting / physical voting.

27. The instructions for e-voting are as under:

**The instructions for shareholders voting electronically are as under:**

(i) The voting period begins on 27-12-2016 10 AM and ends on 29-12-2016 05 PM During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd December 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iv) Click on Shareholders.





(v) Now Enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

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

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

<b><i>For Members holding shares in Demat Form and Physical Form</i></b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

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



- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xix) Note for Non – Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

30. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.