

**ANNUAL REPORT**  
**2017-2018**

**HYTONE TEXTYLES LIMITED**

## CORPORATE INFORMATION

L17120MH1989PLC050330

Date : 29<sup>th</sup> September, 2018  
 Time : 10.00 a.m

Venue : Plot No.70, TTC (MIDC)  
 Industrial Area,  
 Textile Processing Zone,  
 Mahape Village,  
 Navi Mumbai 400706

Members are requested to bring their copy of Annual Report with them at the Annual General Meeting as copies of the Report will not be distributed at meeting.

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**BOARD OF DIRECTORS**

Mr. Amrut T. Shah - Chairman & Managing Director  
 DIN: 00259420  
 Mrs. Ranjan S. Gala –Director  
 DIN: 01015712  
 Mr. Hardik J. Gala – Independent Director  
 DIN: 02746305  
 Mr. Hemang C. Shah – Independent Director  
 DIN: 07898953

**AUDITORS**

M/s. UKG & Associates  
 Chartered Accountant

**BANKERS**

Union Bank of India

**SHARE TRANSFER AGENT**

Link Intime India Private Limited  
 C-101, 247 Park, L B S Marg,  
 Vikhroli West,  
 Mumbai-400083

**SHARES LISTED AT**

Bombay Stock Exchange Limited  
 Mumbai - 400 001.

**REGISTERED OFFICE**

Plot No. A-70,  
 TTC (MIDC) Industrial Area,  
 Mahape Village,  
 Navi Mumbai - 400 709,  
 Maharashtra

**WORKS**

Plot No 77, Kopar Khairane,  
 MIDC, Navi Mumbai 400709

## NOTICE

NOTICE is hereby given that the 28<sup>th</sup> Annual General Meeting of the members of the Company will be held on Saturday, the 29<sup>th</sup> day of September, 2018 at 10.00 a.m. at Plot No. 70, TTC (MIDC) Industrial Area, Textile Processing Zone, Mahape Village, Navi Mumbai – 400709 to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the year ended March 31, 2018, and the reports of the Board of Directors and Auditors thereon and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mr. Amrut Shah (DIN: 00259420), who retires by rotation and being eligible, offers himself for re-appointment, pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Amrut Shah (DIN: 00259420), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### SPECIAL BUSINESS:

3. To sell full or part of land or consider redevelopment of joint development of the property and in this regards, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions, if any, and the provisions contained in the Memorandum and Articles of Association of the Company, subject to other approvals, consents, permissions and sanctions, if any, as may be required from the appropriate statutory / regulatory authorities and financial institutions, if any, the consent of the Company, be and is hereby accorded to the Board of Directors of the Company (the “Board” which expression shall include any committee thereof) to sell, lease or otherwise dispose of full or part of land situated at Plot No. 70, Textile Processing Zone, TTC, MIDC, Mahape, Navi Mumbai and / or Plot No. A-77, TTC, MIDC Industrial Area, Koparkhairane, Navi Mumbai on such terms and conditions at such time(s) and in such form and manner, as the Board in its absolute discretion thinks fit in favour of entity at market price or at such price as may be mutually decided and also to consider redevelopment or joint development of the said land on such terms and conditions at such time(s) and in such form and manner, as the Board in its absolute discretion thinks fit in favour of entity.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, determining the exact effective date, if needed to be changed and finalizing and executing necessary documents, its registration with appropriate authorities, including contracts, schemes, agreements, deeds of assignment / conveyance and such other documents, file applications and make representations in respect thereof and seek approval from appropriate authorities, including Statutory or Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein above conferred, to any Director or Committee of Directors or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors  
For **Hytone Textstyles Limited**

**Amrut T. Shah**  
Chairman & Managing Director  
DIN: 00259420

Mumbai, September 6, 2018

**Registered Office:**

Plot No. 70, TTC (MIDC) Industrial Area,  
Textile Processing Zone, Mahape Village,  
New Mumbai - 400709.

**Notes:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and a proxy need not be a member of the Company. The instrument appointing the proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of 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.

3. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board resolution to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
6. Mr. Amrut T Shah is interested in the Ordinary Resolution as set out in Item No. 2 of the notice with regard to his re-appointment. Save and except the above, none of other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business as set out under Item No. 1 and 2 of the Notice.
7. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 30, 2017.
8. Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

9. All documents referred to in the accompanying notice and the explanatory statements are open for inspection at the Registered Office of the Company during office hours on all working days, except Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
10. 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 / RTA. SEBI has also mandated that securities of listed Companies can be transferred only in dematerialized w.e.f. December 5, 2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
11. Members who hold shares in dematerialized form are requested to submit their PAN to their respective DPs with whom they are maintaining their demat accounts, as mandated by SEBI for every participant in securities market and are advised to contact their respective DPs for availing the nomination facility.
12. Members desirous of getting any information about the accounts of the Company are requested to send their queries so as to reach at least ten days before the meeting at the company's Registered office at Plot No.70, TTC (MIDC) Industrial Area, Textile Processing Zone, Mahape Village, Navi Mumbai – 400 709.
13. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrars & Transfer Agents, for consolidation into a single folio.
14. Members are requested to notify immediately any change in their address (with Pin code), if any, Quoting their Folio No.(s) to the Company. In case your mailing address mentioned on this Annual Report is without Pin code, and then you are requested to kindly inform your Pin code immediately.
15. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
16. The Company's Registrars & Transfer Agents for its share registry (both, physical as well as electronic) is Link Intime India Private Limited having its office at C-101,247 Park, L B S Marg, Vikhroli (West) Mumbai - 400083.
17. The Company's share capital had been dematerialized under ISIN "INE926D01012" with CDSL shareholder who have not dematerialized their shares may opt the same accordingly.
18. The Register of members and the Share Transfer Books of the Company would be closed from 23/09/2018 to 29/09/2018 (both days inclusive).
19. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual reports, Notices, Circulars, etc. from the Company electronically.
20. Voting through electronic means
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 29<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") will be provided by Central Securities Depository Limited (CSDL).
  - II. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Saturday, September 22, 2018 (cut-off date) are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may also exercise their right to vote by electronic means.

- III. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- IV. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- V. The remote e-voting period commences on 26<sup>th</sup> September, 2018 (9:00 am) and ends on 28<sup>th</sup> September, 2018 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders / Members
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
	<p>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.</p> <ul style="list-style-type: none"> <li>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 (iv).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for Hytone Textstyles Limited.

- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) 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.
- VI. 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).
- VII. If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22<sup>nd</sup> September, 2018.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e 22<sup>nd</sup> September, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

- XI. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Ms. Teena Dedhia, Partner of M/s Teena Dedhia & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.hytonetextiles.com](http://www.hytonetextiles.com) and on the website of CSDL. The results shall simultaneously be communicated to the Stock Exchange Limited (BSE), Mumbai.

By Order of the Board of Directors  
For **Hytone Textyles Limited**

**Amrut T. Shah**

Chairman & Managing Director  
DIN: 00259420

Place : Mumbai  
Date : September 6, 2018



**Explanatory Statement**  
**(Pursuant to Section 102 of the companies Act, 2013)**

Statement of material facts as required under Section 102 of the Companies Act, 2013:

**Item No. 3:**

The Company is in possession of land situated at Plot No. 70, Textile Processing Zone, TTC, MIDC, Mahape, Navi Mumbai and Plot No. A-77, TTC, MIDC Industrial Area, Koparkhairane, Navi Mumbai. In order to facilitate the Company to meet its financial obligations, loans etc. and to strengthen its financial stability and viability, it is proposed to sell the full or part of land of the Company under the provisions of Section 180(1)(a) of the Act as the same is not required for the operations of the Company in near future. The Board has proposed to sell the said part of land at the market price or at mutually agreed price in the best interest of the Company. The Board has also proposed to consider redevelopment of the said property of joint development of the said property with some developer, so that the premises may be utilized in a better manner.

Sale of full or part of the land would require an approval from the Members of the Company by way of Special Resolution in terms of Section 180 of the Act. The Board of Directors of the Company has accorded its approval at its meeting held on September 6, 2018 for sale of full or part of the land pursuant to the provisions of Section 180 (1) (a) of the Act, subject to the requisite approval by the Members and of the appropriate statutory authorities.

The Board is of the opinion that the aforesaid resolution is in the best interest of the Company and its Members and hence, recommends Special Resolution for your approval.

None of the Directors or Key Managerial Personnel and their relatives are interested / concerned or deemed to be interested / concerned, financially or otherwise, in the above resolution.

By Order of the Board of Directors  
For **Hytone Textstyles Limited**

**Amrut T. Shah**  
Chairman & Managing Director  
DIN: 00259420

Place : Mumbai  
Date : September 6, 2018

**ANNEXURE – A****DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING:**

<b>Name of Director</b>	Mr. Amrut T Shah
<b>DIN</b>	00259420
<b>Date of birth and age</b>	17.09.1956
<b>Date of appointment on the Board</b>	01.04.1992
<b>Qualifications</b>	Diploma in Textile Engineering, Spinning Weaving
<b>Brief profile, experience and expertise</b>	Mr. Amrut Shah has rich experience of over 2 decades in the business of textiles. He has been on the Board of the Company, since 1992. Mr. Amrut Shah is responsible for the overall administration of the Hytone's operations. He has been looking after the affairs and operations of the Company under the expert supervision and control of the Board of Directors. He is involved in policy planning, vision and strategy and long term development activities of the Company.
<b>Number of meetings of the Board attended during the year</b>	5 out of 5
<b>List of Directorship Membership/ Chairmanship of Committees of other Board</b>	Directorships: 1. Anant Synthetics Private Limited 2. Magnifique Décor Private Limited 3. Hytone Holdings Private Limited 4. Kutch Corporate Forum
<b>Shareholding in the Company</b>	153625 equity shares
<b>Relationship with other directors, manager and other Key Managerial Personnel of the Company</b>	Not related to any Director / Key Managerial Personnel