

**KUMAR WIRE CLOTH MANUFACTURING
COMPANY LIMITED**



**30th Annual Report
2011-2012**

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Board of Directors:

Mr. Jiten S. Choksey
Mr. Sushil D. Choksey
Mr. Subhash A. Mayekar
Mr. Omprakash Yadav
Mr. Kamlesh Dubey

Auditors:

Amar Bafna & Associates
Chartered Accountants
Mumbai

Bankers:

Karnataka Bank Ltd.
Dena Bank

Registered Office:

D- 23, MIDC, Taloja
Taluka- Panvel,
District Raigad,
Maharashtra
Pincode- 410218.

Factory:

D- 23, MIDC, Taloja
Taluka- Panvel,
District Raigad,
Maharashtra.
Pincode- 410218.

KUMAR WIRE CLOTH MANUFACTURING COMPANY LIMITED



NOTICE

Notice is hereby given that the **Thirtieth Annual General Meeting of KUMAR WIRE CLOTH MANUFACTURING COMPANY LIMITED**, will be held on Saturday, 29th September, 2012 at its Registered Office at D-23, MIDC, Taloja, Taluka- Panvel, District: Raigad, Maharashtra – 410218 at 10.00 AM to transact the following business;

ORDINARY BUSINESS:

1. To receive, consider approve and adopt the Audited Balance sheet as at 31st March 2012 and the Profit and Loss Account for the Year ended as on that date and the Reports of the Directors' and Auditor's thereon.
2. To Appoint a Director in place of MR. **SUSHIL DIPCHAND CHOKSEY** who retires by rotation and, being eligible offers himself for reappointment.
3. To Appoint a Director in place of MR. **KAMLESHKUMAR DUBEY** who retires by rotation and, being eligible offers himself for reappointment.
4. To Appoint Auditors and to fix their remuneration

By order of the Board of Directors
For Kumar Wire Cloth Manufacturing Co. Ltd.

PLACE: MUMBAI
DATE : 30/05/2012

JITEN CHOKSEY
CHAIRMAN

Registered Office:
D-23, MIDC, Taloja, Taluka- Panvel, District: Raigad, Maharashtra - 410218.

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NOTES:

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

The proxy form should be lodged with the company at its Registered Office at least 48 hours before the time of the meeting.

2. The Register of Members & Share Transfer Books of the Company will remain closed from **September, 26, 2012 to Saturday, September 29, 2012.**
3. Members are requested to promptly notify any changes in their address to the Company at its Registered Office.
4. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours of all days except Friday and Public Holidays between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.
5. For convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as "proxy".
6. Members are requested to bring their copies of the reports at the Annual General Meeting.
7. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company.
8. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to the Registered Office of the Company.

DIRECTOR' S REPORT

Dear Shareholders,

Your Directors hereby present the Thirtieth Annual Report of the Company together with the Audited Accounts for the year ended 31st March 2012.

FINANCIAL HIGHLIGHT

	Year ended 31-03-2012 (Amt in Rs.)	Year ended 31-03-2011 (Amt in Rs.)
Profit before Interest & Depreciation	707,525	(3,351,965)
Less: Interest	-	-
Profit before Depreciation	707,525	(3,351,965)
Provision for Tax	121,904	191,324
Reversal of Interest on Income Tax	-	108,04,448
Reversal of Interest on Income Tax	-	145,87,409
Net Profit/ Loss after Tax	829,429	11,235,444
Profit/(Loss) carried to Balance Sheet	829,429	11,235,444

DIVIDEND:

The Board do not recommend any dividend for the year under review, in view of losses incurred by the company.

DIRECTORS

In accordance with the provision of the Companies Act, 1956 and Articles of Association of the Company, MR. SUSHIL DIPCHAND CHOKSEY and MR. KAMLESHKUMAR DUBEY retire by rotation and are being eligible offer themselves for re-appointment.

CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement following have been made a part of the Annual Report:

- Management discussion and Analysis
- Corporate Governance Report
- Auditors Certificate regarding compliance of conditions of the Corporate Governance
- Declaration on compliance with code of Conduct.

DISCLOSURE UNDER THE STOCK EXCHANGE LISTING AGREEMENT:

In accordance with the amended Listing Agreement with respective Stock Exchanges, it is hereby confirmed that the Company's Shares are listed at the Bombay Stock Exchange Limited and Ahmedabad Stock Exchange Limited.

FIXED DEPOSITS:

The Company has not accepted any deposits from the public within the meaning of Section 58A of the Companies Act, 1956, read with the Companies (Acceptance of Deposits) Rules, 1975.

AUDITORS:

M/s. Amar Bafna & Associates Chartered Accountants, Mumbai, Statutory Auditors of the Company retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

AUDITOR'S REPORT

The comments and remarks from Auditors are self explanatory and do not call for any further clarification.

SECRETARIAL COMPLIANCE REPORT:

Secretarial Compliance Report pursuant to Section 383A of the Companies Act, 1956 as issued by Company Secretary in Whole time in Practice is enclosed herewith

PARTICULARS OF EMPLOYEES:

The Company has no employees of the specified categories under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended upto date.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

Particulars of conservation of energy, Technology Absorption and Foreign Exchange earnings and out go pursuant to section 217(1) (e) of the Companies Act. 1956, read with the rules there under is given in the Annexure – A to this report.

DIRECTORS RESPONSIBILITY STATEMENTS (Pursuant to Section 217 (2AA) of Companies Act, 1956):

- (i) that in the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period.
- (iii) that the directors had 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;(iv) that the directors had prepared the annual accounts on a going concern basis.

APPRECIATION: The Board of Directors wishes to place on record its sincere appreciation for due co-operation received from the Company's Bankers and others for their continued support and co-operation.

By order of the Board of Directors
For Kumar Wire Cloth Manufacturing Co. Ltd.

PLACE: MUMBAI
DATE: 30/05/2012

JITEN CHOKSEY
CHAIRMAN

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ANNEXURE TO THE DIRECTORS' REPORT (Annexure – A)

FORM B:

Disclosure of Particulars with respect to Technology Absorption (to the extent applicable) **Research and Development (R& D)**

1. Specific areas in which R&D carried out by the Company	None
2. Benefits derived as a result of the above R&D	Not Applicable
3. Future Plan of Action	Not at present
4. Expenditure on R&D:	
a. Capital	NIL
b. Recurring	NIL
c. Total	NIL
d. Total R&D expenditure (as a percentage of total turnover	NIL

Technology Absorption, Adaption & Innovation 1. Efforts in brief, made towards technology absorption, adaption and innovation - Not Applicable 2. Benefits derived as a result of the above efforts e.g. product improvement, cost reduction product developments, import substitution etc. - Not Applicable

3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) following information may be furnished.

a. Technology imported and year of import	Not Applicable
b. Has Technology been fully absorbed	Not Applicable
c. If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action	Not Applicable

FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars with regard to Foreign Exchange Earnings and Outgo are as set out in Note 31 & 32 in Notes to the Accounts.

By order of the Board of Directors
For Kumar Wire Cloth Manufacturing Co. Ltd.

PLACE : MUMBAI
DATE : 30/05/2012

JITEN CHOKSEY
CHAIRMAN

AUDITOR'S REPORT

To

The Members

M/s. Kumar Wire Cloth Manufacturing Company Limited

1. We have audited the attached Balance sheet of **M/s. Kumar Wire Cloth Manufacturing Company Limited** as at 31st March, 2012, the Profit & Loss Account & Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of materials misstatements. An audit includes examining on a test basis, evidence supporting the amounts and disclosure in the financial statements. Audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4 a) of section 227 of the Companies Act, 1956, and on the basis of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we enclose in the Annexure a statement on the matters specified in paragraph 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, 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 book 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 and the Profit & Loss Account dealt by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet and Profit & Loss Account dealt by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (e) On the basis of written representations received from the directors, as on 31st March, 2012 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2012 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the companies Act, 1956;

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(f) In our opinion, and to the best of our information and according to the explanations given to us, the said accounts read together with Significant Accounting Policies and Notes give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. in the case of the Balance Sheet, of the state of affairs of the company as at 31st March 2012
- ii. In case of the Profit & Loss Account, of the "Profit" for the year ended on that date and
- iii. In the case of cash flow statement of the cash flow for the year ended on that date

For AMAR BAFNA & ASSOCIATES
Chartered Accountants
FRN: 114854W

(Amar Bafna)
Partner
M No. 048639

Place: Mumbai
Date: May 30, 2012