

22nd ANNUAL REPORT

MAVI INDUSTRIES LIMITED

REGISTERED OFFICE

Betegaon Village, Boisar (east), Taluka Palghar, Dist. Thane - 401 501.

MAVI INDUSTRIES LIMITED
(Formerly Known as Krishna Filaments Limited)

TWENTY SECOND ANNUAL REPORT 2009-2010

BOARD OF DIRECTORS

Mr. Krishnakumar Agarwal	Director
Ms. Julie Jani	Director
Mrs. Amita Agarwal	Director

AUDITORS

M/s. B.N.Kedia & Co.,
Chartered Accountants
Mumbai.

BANKERS

Karnataka Bank
Central Bank of India

SOLICITORS AND ADVOCATES

Little & Co., Mumbai

REGISTERED OFFICE & FACTORY

Betegaon Village,
Boisar (E), Tal. Palghar,
Dist. Thane - 401 501.
Maharashtra, India.

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai – 400 078.

MAVI INDUSTRIES LIMITED
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NOTICE

NOTICE is hereby given that the **Twenty Second Annual General Meeting** of the Members of **MAVI INDUSTRIES LIMITED** will be held on Thursday, 30th September, 2010 at Registered Office of the Company situated at Betegaon Village, Boisar (East), Taluka Palghar, Dist. Thane – 401 501 at 10.30 a.m. to transact the following business –

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Profit and Loss Account for the year ended on 31st March, 2010 and the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
- 2) To appoint Director in place of Ms. Julie Jani, who retires by rotation, and being eligible offers herself for re-appointment.
- 3) To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**.

“RESOLVED that M/s B.N.Kedia & Co. Chartered Accountants, be and are hereby re-appointed as Auditors of the Company to hold office as such from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors.”

SPECIAL BUSINESS

- 4) To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**.

“**Resolved that** subject to the consents , approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary , the consent of the Company be and is hereby accorded in terms of Section 293(1) (a) and other applicable provisions , if any , of the Companies Act , 1956 to the Board of Directors of the Company (Board) .to sell ,transfer or otherwise dispose of at such consideration and with effect from such date as the Board may think fit , Company’s undertaking comprising of Factory Land situated at Shahpur to M/s Vima Infrastructure Private Limited (a wholly owned subsidiary of the company)

Resolved Further that the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid Resolution and to settle any question that may arise in this regard.”

- 5) To consider and if thought fit , to pass the following Resolution as an **Ordinary Resolution**:

“**Resolved that** subject to the consents , approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary , the consent of the Company be and is hereby accorded in terms of Section 293(1) (a) and other applicable provisions ,

MAVI INDUSTRIES LIMITED

(Formerly Known as Krishna Filaments Limited)

if any, of the Companies Act, 1956 to the Board of Directors of the Company (Board) to sell, transfer or otherwise dispose of at such consideration and with effect from such date as the Board may think fit, Company's undertaking comprising of Factory Land & Factory Shed of the Company situated at Sinnar, Nasik to M/s Vima Projects Private Limited (a wholly owned subsidiary of the company).

Resolved Further that the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid Resolution and to settle any question that may arise in this regard."

**By Order of the Board of Directors
For MAVI INDUSTRIES LIMITED**

**Place : Betegaon
Date : 03/09/2010**

DIRECTOR

Registered Office :

Betegaon Village, Boisar (E),
Tal. Palghar,
Dist. Thane - 401 501.

NOTES

1. A SHAREHOLDER ENTITLED TO ATTEND THE MEETING AND VOTE THEREAT MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF ONLY ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
3. The instrument appointing a proxy should, however be deposited at the registered office of the company not later than 48 hours before the time for holding the meeting the proxy need not be a member of the company.
4. The Register of Members and the Share Transfer Register of the Company shall remain close from 27th September, 2010 to 30th September 2010 (both days inclusive).
5. Members are also requested to notify changes in address, details of bank account number, name of the bank, bank's branch name and address, if any, immediately to the Company's Registrar & Share Transfer Agents – Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078.
6. Members holding shares in the same name or same order of names under different ledger folios are requested to apply for consolidation of such folios, to the Company's Registrar's and Transfer Agents, at the address as stated in note.5 above.

MAVI INDUSTRIES LIMITED
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7. Members may please address all their documents/ correspondences relating to the equity shares directly to the Company's Registrars and Transfer Agents, at the address as stated above.
8. Nomination facility for shares is available for members. The prescribed format in this regard can be obtained from the Company's Registrars and Transfer Agents at the address as stated above.
9. The Company's equity shares are under compulsory dematerialisation. Accordingly, trading of these shares through the Stock Exchange would be facilitated if share certificates are dematerialized. Members having the physical shares certificate are advised to consider opening of a Demat Account with an authorized Depository Participant and arrange for dematerializing their shareholdings in the Company.
 - a) All unclaimed dividend for the financial year 1997-98 (Interim Dividend) and 1997-98 (Final Dividend) of the company has been transferred to the Investors Education and Protection Fund in terms of Section 205C of the COMPANIES ACT, 1956
10. Members attending the Annual General Meeting are requested to bring with them the following:
 - a) Members holding shares in dematerialized form, their DP & Client ID Numbers.
 - b) Members holding shares in physical form, their folio Numbers.
 - c) Copy of the Annual Report and Notice, as no copies thereof would be distributed at the Meeting.
 - d) The Attendance Slip duly completed and signed in terms of specimen signature lodged with the Company.

The company would accept only the Attendance Slip from a member actually attending the Meeting or from the person attending as a proxy under a valid proxy form registered with the Company not less than 48 hours prior to the Meeting. Attendance Slip of Members/ valid proxies not personally present at the Meeting, or relating to proxies which are invalid, will not be accepted from any other member/person.

**By Order of the Board of Directors
For MAVI INDUSTRIES LIMITED**

**Place : Betegaon
Date : 03/09/2010**

DIRECTOR

Registered Office :
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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM No: 5

The Company has to settle the dues of its Secured Creditors and for that it has been considered advisable to sell or transfer or otherwise dispose of one of the undertakings of the Company situated at Shahpur comprising of Factory Land.

Hence the Board recommends the sale or transfer or otherwise dispose of the undertaking of the Company situated at Shahpur comprising of Factory Land..

Section 293(1)(a) of the Companies Act 1956, provides interalia that the Board of Directors of the Company shall not except with the consent of the Company in General Meeting sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking or undertakings of the Company or where the Company owns more than one undertaking the whole or substantially the whole of any such undertakings.

Hence approval from the members is sought by passing as Ordinary Resolution.

None of the Directors of the Company is in any way concerned or interested in the resolution.

The Board of Directors recommends the Resolution for approval of members

Item No: 6

The Company has to settle the dues of its Secured Creditors and for that it has been considered advisable to sell or transfer or otherwise dispose of one of the undertakings of the Company situated at Sinnar, Nasik comprising of Factory Land & Factory Shed.

Hence the Board recommends the sale or transfer or otherwise dispose of the undertaking of the Company situated at Sinnar, Nasik comprising of Factory Land & Factory Shed.

Section 293(1)(a) of the Companies Act 1956, provides interalia that the Board of Directors of the Company shall not except with the consent of the Company in General Meeting sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking or undertakings of the Company or where the Company owns more than one undertaking the whole or substantially the whole of any such undertakings.

Hence approval from the members is sought by passing as Ordinary Resolution

MAVI INDUSTRIES LIMITED
(Formerly Known as Krishna Filaments Limited)

None of the Directors of the Company is in any way concerned or interested in the resolution.

The Board of Directors recommends the Resolution for approval of members

**By Order of the Board of Directors
For MAVI INDUSTRIES LIMITED**

**Place : Betegaon
Date : 03/09/2010**

DIRECTOR

Registered Office :
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MAVI INDUSTRIES LIMITED
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DIRECTORS' REPORT

To
The Members,

Your Directors present the Twenty-Second Annual Report of your Company together with the Audited Accounts for the year ended 31st March 2010.

Financial Results

(Rupee in Lakhs)

Description	Year Ended 31-03-2010	Year Ended 31-03-2009
Other Income	70.23	20.52
Profit before Interest, Depreciation & Tax	52.44719	(34.65)
Interest	0.00719	82.59
Profit/(Loss) before Depreciation and Tax	52.44	(117.24)
Depreciation	27.33	54.37
Profit/(Loss) before Tax & Provisions	25.11	(171.61)
Provision for Diminution in Value of Investment	Nil	Nil
Provision for Doubtful Debts	Nil	Nil
Provision for Tax	Nil	Nil
Profit/(Loss) after Tax	25.11	(171.61)
Add : Non-operating loss	Nil	Nil
Add : Prior period and extra ordinary items	865.91	22227.97
Add : Surplus b/f from the previous year	(33353.09)	(55409.45)
Surplus / Deficit	891.02	(22056.36)
Balance carried forward to Balance Sheet	(32462.07)	(33353.09)

Dividend

In view of the losses incurred by the Company during the year under review, your directors regret their inability to declare any dividend on equity shares of the Company.

Operations and Outlook

During the year there was no manufacturing operation at plant of the company due to unavoidable circumstances beyond control of the company.

Directors

In accordance with the Companies Act, 1956 and the Articles of Association of the Company, Ms. Julie Jani, retires by rotation at the conclusion of ensuing Annual General Meeting and being eligible, offers herself for reappointment.

MAVI INDUSTRIES LIMITED
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Directors' Responsibility Statement

As required by section 217(2AA) of the companies Act, 1956, your directors state:

- ◆ that in the preparation of annual accounts, for the year ended 31st March 2010, the applicable accounting standards have been followed along with proper explanations relating to material departures except AS 5 with respect to secured loan liability w/back on settlement of secured loans, amounting to Rs. 10.80 crores, which should have routed through profit & Loss Account instead of directly crediting to General Reserve
- ◆ that the directors had selected such accounting policies and applied them consistently and made judgements 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 financial year and of the loss of the company for that year;
- ◆ 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 irregularity;
- ◆ that the directors had prepared the annual accounts for the year ended 31st March 2010, on a going concern basis.

Corporate governance

Pursuant to Clause 49 of the Listing Agreement a separate report on Corporate Governance and a certificate from the Mr. Pradip C. Shah, FCS, Practicing Company Secretary regarding compliance of the conditions of Corporate Governance are annexed to the Directors Report.

Auditors

M/s. B.N.Kedia & Co., Chartered Accountants, Statutory Auditors of the Company, will retire at the conclusion of the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment. The Company has received a certificate from the Auditors to the effect that their reappointment, if made, would be in accordance with the limits specified under Section 224(1 B) of the Companies Act, 1956.

The Board recommends their re-appointment.

The Notes to the Accounts referred to in the annual report are self explanatory and therefore do not call for any further explanation.

Auditors' Report -

The observations and qualifications made by auditors in the Auditors' Report are explained as under:

MAVI INDUSTRIES LIMITED

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- ◆ With reference to point no. 2 (d) in the Auditor' Report, the company has not complied with AS 5 with respect to secured loan liability w/back on settlement of secured loans , amounting to Rs.10.80 crores, which should have routed through profit & loss Account instead of directly crediting to General Reserve.
- ◆ With reference to point no. 2 (g) in the Auditors' Report, the net worth of the company is fully eroded due to heavy losses and financial institutions and Bankers of the Company have already recalled the credit facilities extended to the company
- ◆ With reference to point No. 2 (h) in the Auditors' Report, No provision has been made for Interest on working capital loans, the liability for which remains to be ascertained.

Particulars of Employees

There were no employees drawing a salary in excess of the limit prescribed under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

Conservation of Energy, Technological Absorption, Foreign Exchange Earnings and Outgo

In accordance with the provisions of Section 217(1) (e) of the Companies Act, 1956, the required information relating to the conservation of energy, technology absorption and foreign exchange earnings and outgo is annexed to this report.

Acknowledgements

The Board of Directors wishes to thank the Company's members and esteemed business associates for their valued contributions and support.

**By Order of the Board of Directors
For MAVI INDUSTRIES LIMITED**

**Place : Betegaon
Date : 03/09/2010**

DIRECTOR

DIRECTOR

Registered Office :

Betegaon Village, Boisar (E),
Tal. Palghar,
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