

UNITEX DESIGNS LIMITED

(Formerly known as Induj Infotech Ltd)

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**5th Annual Report
2005-2006**

BOARD OF DIRECTORS

Shri. Warij A. Kasliwal	: Chairman
Shri. Mukul S. Kasliwal	: Vice-Chairman
Shri. V. K. Jain	: Directoe
Shri. S. C. Dalal	: Director
Shri. M. Hudli	: Director
Shri. Y. R. Shah	: Additional Director

REGISTERED OFFICE

S. KUMARS HOUSE, Plot No. 60,
MIDC, Phase II, Street 14,
Andheri (E), Mumbai - 400 093.

AUDITORS

M/s Malpani & Associates
Charterd Accountants,
307, Chartered House,
Marine Lines, Mumbai - 400 002.

MAIN BANKER

ICICI Bank Ltd, MIDC Branch

REGISTRARS & TRANSFER AGENTS

M/s. Bigshare Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri (East), Mumbai - 400 093.

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NOTICE

Notice is hereby given that the 6th Annual General Meeting of the members of Unitex Designs Ltd (Formerly known as Induj Infotech Ltd.) will be held at Walchand Hirachand Hall, 4th Floor, Indian Merchant Chamber, IMC Building, Churchgate, Mumbai-400 020, on Monday, the 25th day of September, 2006 at 5.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2006 and the Audited Balance Sheet as on that date together with the reports of the Auditors and the Directors thereon.
2. To appoint a director in place of Shri. S. C. Dalal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Shri. M. Hudli, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Malpani & Associates, Chartered Accountants as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the 7th Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT, Shri. Y. R. Shah be and is hereby appointed as a director of the company, liable to retire by rotation."

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6. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 31 of the Companies Act, 1956 and other applicable provisions, if any, consent of the shareholders be and is hereby accorded for alteration of the Articles of Association of the company by deleting Article 82 and Article 106 in respect of "S Kumars Directors"

7. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 17 and other applicable provisions of the Companies Act, 1956 Object 1A of the Main Object clause and Object Nos 2,3,4,5,6 & 12 of the Objects incidental or ancillary to the attainment of the Main Object be shifted to the Other Object clause of the Memorandum of Association of the Company."

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself / herself and a proxy need not be a member of the Company. Proxy forms should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to the special business to be transacted at the meeting is annexed hereto.
3. Members are requested to notify immediately any change in their address along with Pin Code Number to the Company / Share Transfer Agents.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2006 to 23rd September, 2006 (both days inclusive) for the purpose of 6th Annual General Meeting.
5. Members may avail of the facility of dematerialisation by opening Depository accounts and get the equity share certificates held by them dematerialised.

**For Unitex Designs Ltd
(Formerly known as Induj Infotech Ltd.)**

**Mumbai
26/06/2006**

**W.A. Kasliwal
Chairman**

ANNEXURE TO THE NOTICE

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

ITEM NO. 5

Shri. Y. R. Shah was appointed as an additional director of the company in accordance with the provisions under Section 260 of the Companies Act, 1956 read with article 109 of the Articles of Association of the company with effect from 30/1/06 to hold office upto the ensuing general meeting of the members of the company. The company has received a notice together with the required deposit from a member under Section 257 of the Companies Act, 1956, signifying his intention proposing Shri. Y. R. Shah as candidate for the office of director. The approval of the shareholders is sought for the said appointment as director liable to retire by rotation.

Shri. Y. R. Shah aged 64 years, has done B. Text. He is having huge experience of 42 years in textile technical, marketing, and related consultancy services.

Shri. Y. R. Shah is not related to any director of the company and not holding shares of the company.

The Board of Directors recommend the passing of the resolution.

None of the Directors except Shri. Y. R. Shah is concerned or interested in the resolution.

ITEM NO. 6

Board of Directors felt that the company is now embarking upon expansion plan and the company should be professionally managed under the guidance of Board of Directors & members. Article 82 and Article 106 have given the powers of appointing the directors to S. Kumars Ltd may be deleted. Directors now will be appointed based on the professional competence as per the provisions of the Companies Act 1956.

ITEM NO. 7

The Board of Directors in their meeting held on 24th November, 2005 decided to enter into the textile business.

Thereafter, in the 5th Annual General Meeting the shareholders have approved the change of the main object clause by inserting a new object in relation to textile business and consequently the change of name through postal ballot procedure. During the Name change procedure the company had given an undertaking to the Registrar of Companies, Mumbai that the objects relating to IT business will be shifted to "Other Object clause" in the next General Meeting.

Hence, in this AGM it is proposed that Object 1A of the Main Object clause and Object Nos 2,3,4,5,6 & 12 of the Objects incidental or ancillary to the attainment of the Main Object be shifted to the Other Objects clause accordingly.

The Board of Directors recommend the passing of the resolution.

None of the Directors is concerned or interested in the resolution.

**For Unitex Designs Ltd
(Formerly known as Induj Infotech Ltd.)**

Sd/-

**W.A. Kasliwal
Chairman**

**Place: Mumbai
Date : 26/06/2006**

DIRECTORS' REPORT

To,

The Members,

Your Directors are pleased to present the Sixth Annual Report together with the Audited Statement of Accounts for the year ended on 31st March, 2006 along with a Management Discussion and Analysis Report in Annex. I

FINANCIAL HIGHLIGHTS

The operating results of the Company for the period under review are as follows:

(Amount in Rupees)

Particulars	From 01/04/2005 to 31/03/2006 (12 months)	From 01/04/2004 to 31/03/2005 (12 months)
Profit / (Loss) before depreciation & tax	(14,32,351)	(2,21,06,402)
Less: Depreciation	3,32,057	2,93,247
Profit / (Loss) before tax	(17,64,408)	(2,23,99,649)
Add: Provision for tax	-	-
Add: Deferred Tax	2,66,837	(26,438)
Fringe benefit Tax	(17,586)	-
Profit / (Loss) after tax	(15,15,157)	(2,23,73,211)
Add: Balance in Profit & Loss account brought forward from previous year	(4,25,10,461)	(2,01,37,250)
Transfer to deferred tax liability during the year	-	-
Balance carried to Balance Sheet	(4,40,25,618)	(4,25,10,461)
Appropriation	-	-
Proposed Dividend	-	-
Provision for dividend tax	-	-
Balance available for appropriation	(4,40,25,618)	(4,25,10,461)

DIVIDEND

Directors do not recommend any dividend.

THE YEAR IN RETROSPECT

During the year, the management has decided to change the main business activity from IT to textile field. Accordingly, the shareholder's approval was taken in the 5th Annual General Meeting for inserting a new object in the Main Object Clause of the Memorandum and Articles of Association of the Company and also for change of name of the Company.

Since the Company has entered into the textile business it has changed the name of the Company from Induj Infotech Limited to "**Unitex Designs Limited**" with effect from 4th January, 2006 to reflect the business of the Company. Your Company, "Unitex Designs" has aimed to cater to the requirements of the companies who needs superior quality fabrics and are on the lookout for *complete uniform solutions*.

The Company has entered the market with two brands

- i) "Uniserve Design" - ready-to-wear Corporate Uniforms
- ii) "Medallion" ready-to-wear brand of School Uniforms

Your Company has acquired an efficient and dedicated team of merchandisers and fashion designers and it is slowly creating its mark in the ready-to-wear uniforms segment. It's clientel includes Maruti Udyog Ltd, ESSAR, Neyvelli Lignite, Hindustan Aeronautics, Taj Group of Hotels, Parle Products, Fun Republic etc to name a few.

DEMATERIALISATION OF SHARES

The Equity Shares of the Company are under compulsory Dematerialisation as per the notification issued by Securities and Exchange Board of India. Your Company offers simultaneous transfer cum Demat facility to shareholders who send physical shares for transfer. A total of 78.46 % of the shares are held in dematerialised form. We request the shareholders who are holding shares in physical form to get the same dematerialised at the earliest.

DIRECTORS

Pursuant to the provisions of the Companies Act, 1956 and the Articles of Association of the Company Shri. S. C. Dalal & Shri. M. Hudli retire by rotation and being eligible offer themselves for reappointment.

AUDIT COMMITTEE

The Audit committee of the Company consists of Shri S. C. Dalal Chairman, Shri Warij A. Kasliwal and Shri V. K. Jain.

AUDITORS

M/s. Malpani & Associates, Chartered Accountants, Mumbai, the statutory auditors of the Company retire at the conclusion of the ensuing 6th annual general meeting of the Company. They have expressed their willingness to be re-appointed as an Auditor for the next financial year. The notes to the accounts and the qualifications in the Auditors' report are self-explanatory.

FIXED DEPOSITS

The Company has not accepted any Deposits from the public.

CORPORATE GOVERNANCE

Corporate Governance report forms part of the annual report.

PARTICULARS OF EMPLOYEES

The information pursuant to Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975, is nil.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, your Directors confirm that to the best of their knowledge:

- i) In the preparation of the Annual Accounts, the applicable accounting standards have been followed.
- ii) Your Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give true and fair view of the State of Affairs of the Company as at 31.03.2006 and of the profit/loss of the Company for year ended as on that date.
- iii) Your 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 / detecting fraud and other irregularities.
- iv) Your Directors have prepared the attached Statement of Accounts for the year ended 31.03.2006 on a going concern basis.

CONSERVATION OF ENERGY

Your Company is committed to energy conservation at every stage of its operations.

TECHNOLOGY ABSORPTION

To keep pace with the technology revolution, your Company is taking necessary steps in utilising modern and advance technology.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Earning : Nil

Outgo : Nil

ACKNOWLEDGMENT

The Directors wish to place on record their gratitude to the staff members for their valuable contribution to the Company, advisors and bankers for their timely assistance and also place on record their appreciation for the wholehearted and continuing support extended by the shareholders.

For and on behalf of the Board,

Sd/-

Sd/-

W.A. Kasliwal
Chairman

M. S. Kasliwal
Vice-chairman

Place: Mumbai

Date: 26th June, 2006