

S.Kumars®

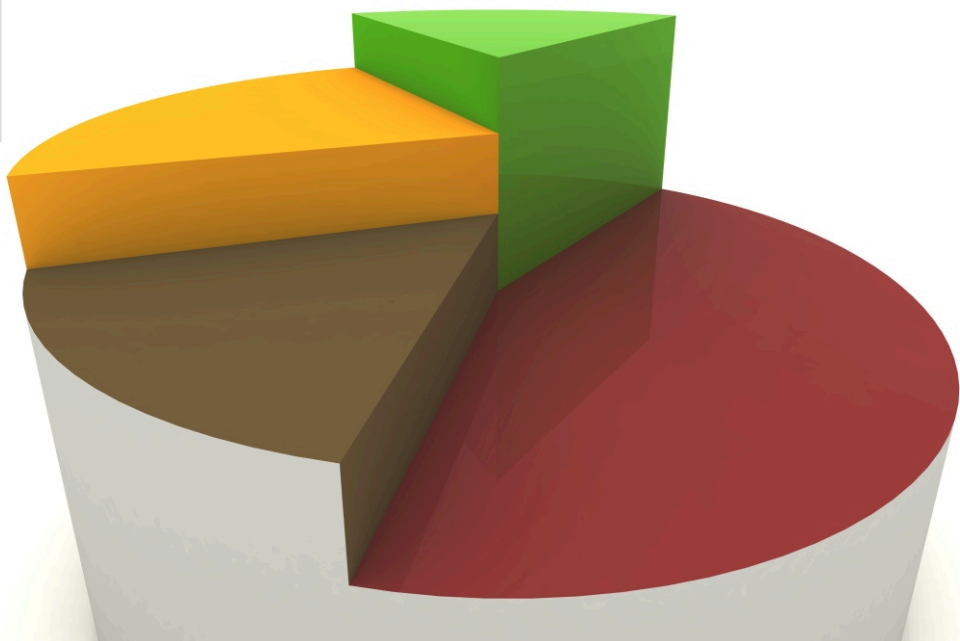


Unitex Designs Limited

Annual Report 2009-10

unitexx
total uniform solutions


An **MW Corp** Enterprises



OUR VISION

“To be a leading textile player with special emphasis on uniforms.”

OUR MISSION

- Providing “value for money” for our customers by providing quality products at affordable price.
- Leverage on brand *S.Kumars* the most popular uniform brand.
- Offering Total Uniform Solutions (TUS) to our customers by customizing uniforms based on their requirements.

BOARD OF DIRECTORS

Shri. Mukul S. Kasliwal	:	Chairman
Shri. Warij A. Kasliwal	:	Vice Chairman
Shri V. K. Maloo	:	Managing Director
Shri. V. K. Jain	:	Director
Shri. Y. R. Shah	:	Director
Shri G. Banerjee	:	Director
Shri N. Ramakrishnan	:	Additional Director

CORPORATE OFFICE

Harchandrai House,
4th floor, Maharshi Karve Road,
Marine Lines (E), Mumbai - 4000002
Tel : 022-66044242
Fax : 022-6655320

AUDITORS

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

MAIN BANKERS

ICICI Bank Ltd,
MIDC, Marol, Andheri (E)

REGISTERED OFFICE

S. Kumars House, Plot No. 60,
MIDC, Phase II, Street 14,
Andheri (E), Mumbai – 400093
Tel: 022 28322676
Email: info@skumarsunitex.com
Website: www.skumarsunitex.com

REGISTRARS & TRANSFER AGENTS

M/s. Bigshare Services Pvt. Ltd.
E-2, Ansa Industrial Estate,
Sakivihar Road, Saki Naka,
Andheri (East), Mumbai – 400 073
Tel: 022 28470652
Fax : 022 28475207
Email : info@bigsharesonline.com
Website : www.bigsharesonline.com

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Chairman's Statement

Dear Shareholders,



With the Indian Economy picking up in Year 2009-10 and the Indian textile sector entering recovery mode, your Company is well placed to take full advantage of the strong expected growth in the Indian uniform market. Your company has shown consistent focus and commitment to designing uniforms that meet the unique, industry-specific needs of all our clients on the back of a six decade old relationship of trust built with our customers. Your Company has in place a team of experienced professionals who create customized uniform solutions that set industry standards for consistency, value, durability, and, of course, style.

During 2009-10, your company saw domestic market sales improving though the recession in international markets affected exports to some extent. The Indian uniform market has a huge potential with school uniform market estimated at around Rs 12,000 crore and the corporate/institutional uniform market at around Rs 5,000 crore and growing at around 15-18%. The organized segment is very small with few private players and the market is dominated by unorganized sector with small capacity and inconsistent quality. Today, as both our major end user markets institutional and corporate markets - witness rapid expansion we are well set to cater to specific needs in both segments with our bouquet of established brands S.Kumars, Medallion, Workstarr and Unimart.

The Government's strong focus on the education sector has seen organised chains emerging in the school and higher education sector translating into volumes for the uniform market. Further, in the corporate sector, with the importance of a strong brand image and corporate branding increasing, business houses are increasingly veering towards creating an environment that best projects their brand. One of the main aspects of creating a brand image is an impressive corporate uniform.

With an objective to consolidate its position in the textile sector and increase presence in global markets, your company plans to bring all its textile business under a single entity. We have proposed to consolidate our two associate companies S.Kumars Limited and Klopman International with Unitex Designs in order to improve our global market share and have greater access to customers. While S. Kumars is a well established and highly recognized uniform brand in the Indian markets, Klopman is the largest workwear and protective wear brand in Europe (acquired by MW Corp in 2008). The proposed consolidation would help your company to widen its presence in the newer markets of Middle East, New Zealand and India where it is planning to expand in the near future. The directors of your company have also proposed to change the name of the Company from 'Unitex Designs Limited' to 'S. Kumars Unitexx Limited' with an objective to strengthen its positioning in both domestic and international markets.

Further, continuous repeat orders from our esteemed clients including Tata Teleservices, Croma, Voltas, Bisleri, Haldiram, and Nissan, amongst others, bears a testimony to our consistent quality assurance and complete satisfaction of our existing customers from our services. Your company proactively focused its efforts towards expansion and diversification of its customer base in 2009-10 to gear-up for the improving market scenario and to insulate your company further from the economic downturns. We are pleased to report addition of many marquee new clients including HPCL, Plethico, Meru Cab, Galaxy, Schrader Duncan, Shoppers Stop, amongst others, which would lead to strong growth in our Corporate Uniform Solutions division in the coming years.

Our actions have started bringing in positive results for your company. However, the financial results bear only partial testimony to this. We are confident that our actions will translate into better numbers in the years to come.

Also, looking at the developments in the economy, we believe that the Indian textile sector is in for good times with positive tailwinds expected to continue across all the segments. The high import of textile machinery in the last few months is an evidence of the fact that the sector is gaining momentum in recovery from domestic as well as global markets. The global cues such as rising labour cost in China and the recent moves to allow appreciation of Chinese Yuan together would also bode well to improve India's global competitiveness.

The improving industry outlook coupled with our inbuilt competitive advantages and well defined growth strategies, would help Unitex Designs to take advantage of the expanding opportunities in the sector and grow at a faster pace in the future.

Finally, we would like to thank all our stakeholders – our esteemed customers, associate suppliers, employees, bankers and shareholders - who are our partners in success. We at Unitex Designs are committed to grow from strength to strength notwithstanding the industry dynamics, and deliver high value to our esteemed shareholders.

With best wishes,

Sd/-

Mukul Kasliwal

NOTICE

NOTICE is hereby given that the Tenth Annual General Meeting of the members of **Unitex Designs Limited** will be held on Wednesday, 29th day of September 2010 at Sunville Hall, 2nd Floor, Orchid, 9 Dr. Annie Besant Road, Mumbai - 400018 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2010, the Profit & Loss Account for the year ended March 31, 2010 and the Reports of the Directors and the Auditors thereon.
2. To appoint a director in place of Shri Warij A. Kasliwal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Shri Y. R. Shah, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Malpani & Associates, Chartered Accountants as Statutory Auditor of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the 11th Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

5. Appointment of Mr. N. Ramakrishnan as a Director.

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

“RESOLVED THAT Mr. N. Ramakrishnan who was appointed as an Additional Director by the board under section 260 of the Companies Act, 1956 and Article 109 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, under section 257 of the Companies Act, 1956 from a member signifying his intention to propose him as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation”

6. Change of Name of the Company to **S. Kumars Unitexx Limited**

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

“RESOLVED FURTHER THAT pursuant to the provisions of Section 21 read with Section 23 and all other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government and such other consents and approvals as may be necessary, the name of the Company be changed from UNITEX DESIGNS LIMITED to **S. KUMARS UNITEXX LIMITED.**”

“RESOLVED FURTHER THAT the name UNITEX DESIGNS LIMITED wherever it occurs in the Memorandum & Articles of Association of the Company & all other documents, be substituted by the name **S. KUMARS UNITEXX LIMITED.**”

7. Alteration of Name Clause in the Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to Section 16 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Registrar of Companies, Maharashtra, and such other consents and approvals as may be necessary, Clause I of the Memorandum of Association of the Company be and is hereby altered by substituting the following clause in its place:

- I. The name of the Company is **“S. KUMARS UNITEXX LIMITED.”**

NOTES

- 1 The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETNG IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Members / Proxies are requested to bring their copy of the Annual Report and the Attendance Slip sent herewith to attend the Annual General Meeting.
4. The Register of Members and Share Transfer Books will remain closed from Thursday, 23rd September, 2010 to Friday, 24th September, 2010 (both days inclusive).
5. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. Members are requested to notify immediately any change in their address along with Pin Code Number to the Company / Share Transfer Agents.
7. Pursuant to the requirement on Corporate Governance under Clause 49 of the listing agreements entered into with stock exchanges, the information about Directors proposed to be appointed / re-appointed is given in the Annexure to the Notice.
8. Members are requested to address all correspondence to the Registrar and Share Transfer Agent , M/s Bigshare Services Pvt. Ltd., E - 2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai 400 073.
9. Members may avail of the facility of dematerialization by opening Depository accounts and get the equity share certificates held by them dematerialized.
10. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company at least 7 days before the Annual General Meeting so that the same can be suitable replied.

Details of Directors seeking Appointment/ Reappointment at the ensuing Annual General Meeting.

Particulars	Mr. Warij A. Kasliwal	Mr. Y. R. Shah	Mr. N. Ramakrishnan
Date of Birth	2 nd July 1954	31 st August, 1942	23 rd March 1945
Date of Appointment	15/12/2000	30.01.2006	23 rd April 2010
Expertise in specific functional Area	Power & Textiles Industry	Textiles Industry	Accounts, Finance, Secretarial & Legal
Directorship held in other Public Companies	1) Entegra Limited 2) S. Kumars Limited 3) S. Kumar Enterprises (Synfabs) Limited 4) SKM Fabrics (Amana) Limited. 5) S. Kumars (Investment) Limited (U.K.) 6) S. Kumars Life Assurance Corporation Limited	1) Nitin Spinners Limited 2) Rishraj Filaments Limited	1) S. Kumars Life Assurance Corporation Limited
Number of shares held in the Company	Nil	Nil	Nil

**By Order of the Board
For Unitex Designs Limited
Sd/-
Mukul S. Kasliwal
Chairman**

**Place: - Mumbai
Date: - 11/08/2010**

EXPLANATORY STATEMENT

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

ITEM NO. 5:

The Board of Directors, at its meeting held on April 23, 2010 appointed Mr. N. Ramakrishnan as Additional Director in the category of Independent Director on the Board of the Company w.e.f. April 23, 2010. He holds the Office upto the date of this Annual General Meeting pursuant to Section 260 of the Companies Act, 1956 (the Act) and Article 109 of the Articles of Association of the Company & in respect of whom the Company has received notice in writing, under Section 257 of the Companies Act, 1956, from the members signifying their intention to propose him as a candidate for the office of a Directors of the Company. The brief resume of Mr. N. Ramakrishnan is given below:

Profile

Mr. N. Ramakrishnan son of Mr. Narayanan Gopalakrishnan is the member of Institute of Chartered Accountants of India and Institute of Company Secretaries of India and has has more than 28 years works experience in the field of Accounts, Finance, Secretarial & Legal.

The Company has received a notice from the member under Section 257 of the Act along-with the deposit of Rs.500/- only signifying their intention to propose the name of Mr. N. Ramakrishnan for appointment as a Director of the Company.

Except Mr. N. Ramakrishnan none of the Directors are concerned or interested in this resolution at item no. 5.

The Board of Directors recommend the passing of ordinary resolution.

ITEM NO. 6:

“**S. Kumars**” originally founded by Chairman Emirates Shri Shambhukumar Kasliwal and his brother Late Shri Abhayakumar Kasliwal, is a household name in India, synonymous with 'Value for Money'. As it is a highly recognized and established brand in the textile market in India, Company intends to explore this brand name to capture & strengthen its position in both domestic and international markets. As such it is proposed to change the name of the Company from Unitex Designs Limited to “**S. Kumars Unitexx Limited.**”

None of the Directors are concerned or interested in this resolution at item no. 6.

The Board of Directors recommend the passing of special resolution.

ITEM NO. 7:

As a consequence of change of name proposed at Item No.6 above the name clause in the Memorandum of Association of the Company is also required to be changed to incorporate the new name in place of the old name.

The new name clause would read as 'The name of the Company is **S. KUMARS UNITEXX LIMITED.**'

The Members' approval is sought to amend the name clause in the Memorandum of Association of the Company as explained above.

None of the Directors are are concerned or interested in this resolution at item no. 7.

**By Order of the Board
For Unitex Designs Limited
Sd/-
Mukul S. Kasliwal
Chairman**

**Place: Mumbai
Date: 11.08.2010**