



TOTAL UNIFORM SOLUTIONS



Our Vision

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

Our Mission

- **Providing “Value for Money” to our customers by delivering quality products at an affordable price**
- **Leveraging on 'S.Kumars', 'Klopman and 'Unimart', the most popular uniform brands**
- **Offering “Total Uniform Solutions” (TUS) to our customers by customising uniforms based on their requirements**

BOARD OF DIRECTORS:

Mr. Mukul S. Kasliwal
Mr. Warij A. Kasliwal
Mr. V. K. Maloo
Mr. N. Ramakrishnan
Mr. Y. R. Shah
Mr. G. Banerjee
Mr. P.S. Shenoy

Chairman
Vice Chairman
Managing Director
Director
Director
Director
Additional Director

**Asst. Company Secretary &
Compliance Officer**
Mr. Ankit Agrawal

BANKERS
IDBI Bank Limited
Yes Bank Limited

SUBSIDIARIES

- 1) S. Kumars Limited
- 2) MW Unitexx S.A

AUDITORS

Malpani & Associates
Chartered Accountants
307, Chartered House, Marine Lines,
Mumbai – 400 002

CORPORATE OFFICE

4th Floor, Harchandrai House,
Maharshi Karve Road,
Marine Lines (East)
Mumbai – 400 002.
Tel: 022-66044242, Fax: 66550320
Email id: info@skumarsunitexx.com
Website: www.skumarsunitexx.com

MARKETING OFFICE:

E-209, Crystal Plaza, New Link Road
Opp. Infinity Mall,
Andheri (West)
Mumbai - 400 053
Tel: 022 – 67084302,

REGISTRAR AND SHARE TRANSFER AGENT (COMMON AGENCY)

Bigshare Services Pvt. Ltd.,
E-2/3, Ansa Industrial Estate,
Sakivihar Road, Saki Naka,
Andheri (E), Mumbai-400 072.
Tel: 022-2847 3474, 2847 0652

REGISTERED OFFICE

S. Kumars House, Plot No 60,
Street No 14, MIDC Marol,
Andheri (E), Mumbai- 400 093.

EQUITY SHARES ARE LISTED AT:

The Bombay Stock Exchange Ltd (BSE)

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NOTICE

NOTICE is hereby given that the **Twelfth Annual General Meeting** of the members of **MW UNITEXX LIMITED** will be held on Thursday, the 27th September, 2012, at 10.30 am at Sunville Hall, Orchid Room, 2nd Floor, Dr. Annie Besant Road, Worli Mumbai - 400 018 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet for the year ended 31 March, 2012 and Profit & Loss Account for the year ended on that date together with the Auditors' and Directors' Report thereon.
2. To appoint a Director in place of Mr. Mukul S. Kasliwal who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in place of Mr. Warij A. Kasliwal who retires by rotation and is eligible for re-appointment.
4. To appoint auditors and fix their remuneration.

SPECIAL BUSINESS:

5. To consider & if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**

"RESOLVED THAT Mr. Srinivasa Panemangalore Shenoy (Mr. P.S. Shenoy), who was appointed by the Board of Directors as an Additional Director and who holds office up to the date of this Annual General Meeting of the Company, in terms of section 260 of the Companies Act, ("the Act") and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Act, proposing the candidature of Mr. P.S. Shenoy for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT subject to the provision of section 31 and all other applicable provisions if any, of the Companies Act, 1956 and confirmation of the Registrar of Companies, the following Clause No.77 (a) be and is hereby inserted after the existing clause no. 77 of Articles of Association of the Company.

77 (a). Every Members and Directors of the Company shall be entitled to participate in the all general meetings of the Company through electronic mode or other media as permitted by applicable laws from time to time.

7. ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT subject to the provision of section 31 and all other applicable provisions, if any, of the Companies Act, 1956 and confirmation of the Registrar of Companies, the following Clause No.80 (c) be and is hereby inserted after the existing clause no. 80 (b) of Articles of Association of the Company.

80 (c). For the purpose of quorum, member’s participation in general meeting through video conferencing or teleconferencing or through any other electronic or other media be considered as valid as permitted by applicable laws from time to time”.

8. ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT subject to the provision of section 31 and all other applicable provisions, if any, of the Companies Act, 1956 and confirmation of the Registrar of Companies, the following Clause No.89 (a) be and is hereby inserted after the existing clause no. 89 of Articles of Association of the Company.

89 (a). For the purpose of voting, member’s participation and voting in general meeting through electronic media there under shall be considered as valid as permitted by applicable laws from time to time”.

9. ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT subject to the provision of section 31 and all other applicable provisions, if any, of the Companies Act, 1956 and confirmation of the Registrar of Companies, the following Clause No. 135 (a) be and is hereby inserted after the existing clause no. 135 of Articles of Association of the Company.

135 (a). The Directors of the Company may participate in the meeting of Board or Committee of Directors through electronic mode or other media as permitted by applicable

laws from time to time. However, every Director of the Company must attend the meeting of Board and Committee of Directors personally at least one meeting in a financial year of the Company.

NOTES:

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE MEMBER OF THE COMPANY.**
2. The proxy form, in order to be effective, must be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.
3. The register of members and the share transfer books of the Company will remain closed on Tuesday 25th day of September, 2012.
4. Members are requested to bring their copy of the Annual Report to the Meeting.
5. Members/proxies attending the Meeting should bring the Attendance Slip, duly filled, for handing over at the venue of the meeting.
6. (a) Members holding shares in physical form are requested to advise immediately change in their address, if any, quoting their folio number(s) to the Registrar & Share Transfer Agent of the Company.
(b) Members holding shares in the electronic form are requested to advise immediately change in their address, if any, quoting their Client ID no., to their respective Depository Participants.
7. Members may avail dematerialisation facility by opening Demat Accounts with the Depository Participants of either National Securities Depository Limited or Central Depository Services (India) Limited and get the equity share certificates held by them dematerialised. The ISIN No. of the Company is **INE578D01011**.
8. Members desirous of getting any information in respect of accounts of the Company and proposed resolutions, are requested to send their queries in writing to the Company at its registered office at least 7 days before the date of the meeting, so that the required information can be made available at the meeting.
9. Members, who have not registered their e-mail addresses, are requested to register their e-mail address in respect of electronic holdings with the depository through their concerned Depository Participants and members who hold shares in physical form are requested to send their details to Bigshare Services Pvt. Ltd (Registrar & Transfer agent) in order to enable the company to serve the notice/Documents including Annual Report through e-mail as an green initiative in consonance with circular issued by Ministry of Corporate Affairs allowing paperless compliances by the companies.

By Order of the Board of Directors

Place: Mumbai
Date: 30/07/2012

Sd/-
Mukul S. Kasliwal
Chairman

ANNEXURE TO NOTICE

EXPLANATORY STATEMENTEXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.ITEM NO. 5:

The Board of Directors, appointed Mr. P. S. Shenoy as Additional Director in the category of Independent Director w.e.f. July 30, 2012. Mr. P. S. Shenoy hold Office as director only till the date of this Annual General Meeting pursuant to Section 260 of the Companies Act, 1956 (the Act) and Articles of Association of the Company. Notice has been received from members as required by Section 257 of the Act, signifying their intention to propose the candidatures of Mr. P. S. Shenoy for the office of Director.

Mr. P. S. Shenoy is a retired banker with over 40 years of experience in the Banking Industry. A First Class B.Com Graduate from the University of Mysore, he is a Certified Associate of the Indian Institute of Bankers (CAIIB) and is also a Fellow of the Indian Institute of Banking and Finance. He has worked in various reputed banking institutions in India and abroad and these include the Bank of India, Bank of Baroda, Canara Bank and Syndicate Bank. He served as the Chairman and Managing Director of the Bank of Baroda from 2000-2005 and was also the Chairman of the Indian Banks' Association from 2004-2005. In addition to his professional profile, Mr. Shenoy has also been associated with various committees of the Reserve Bank of India that deal with policy making and has played a pivotal role in the same.

The Board recommends the ordinary Resolution for your approval.

None of the Directors other than Mr. Shenoy is interested in the resolution.

ITEM NO. 6, 7, 8 & 9.

Pursuant to notifications issued by Ministry of Corporate Affairs, Govt. of India, Shareholders & Directors can participate in various meetings under the provisions of the Companies Act, 1956 through electronic mode.

Accordingly following amendments have been proposed in the Articles of Association of the Company for member's consideration and approval.

1. Article 77 (a) amendments for authorising shareholders to participate in General Meetings through electronic mode.
2. Article No. 80 (c) amendment to consider members participation through electronic mode as valid quorum.

3. Article No. 89 (a) amendment to consider voting of members through electronic mode as valid.
4. Article No. 135 (a) amendment for authorising the Directors to participate in Board / Committee meeting through electronic mode.

None of the directors are in any way interested or concerned

The Board of Directors accordingly recommend all the resolution for the approval of the Members.

By Order of the Board of Directors

Place: Mumbai
Date: 30/07/2012

Sd/-
Mukul S. Kasliwal
Chairman

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

Particulars	Mukul S. Kasliwal	Warij A. Kasliwal	P.S. Shenoy
Date of Birth	20 th October, 1964	2 nd July, 1954	13 th February, 1945
Date of Appointment	15/12/2000	15/12/2000zz	30/07/2012
Expertise in specific functional Area	Power and Textile Industry	Power and Textile Industry	Banking Industry
Directorship held in other Public Limited Companies	<ol style="list-style-type: none"> 1. Entegra Limited 2. Shree Maheshwar Hydel Power Corporation Limited 3. Shree Ram Urban Infrastructure Limited 4. S. Kumars Limited 5. Cable Corporation of India Limited 6. MW Advisers Limited 7. Klopman International Srl. 8. Dhvani Terefabs Exports Limited 9. K. U. Enterprises Limited 10. MW Infra Developers Limited 11. S.Kumar Enterprises (Synfabs) Limited 	<ol style="list-style-type: none"> 1. Entegra Limited 2. S. Kumars Limited 3. S. Kumar Enterprises (Synfabs) Limited 4. MW Advisers Limited 5. S. Kumars Life Assurance Corporation Limited 6. MW Infra Developers Limited 7. S. Kumars Tyre Manufacturing Company Limited 8. K. U. Enterprises Limited 9. Dhvani Terefabs Exports Ltd. 10. Klopman International srl 11. Manors Textiles Limited 	<ol style="list-style-type: none"> 1. SIDBI Venture Capital Limited. 2. ICRA Management Consulting Services Limited 3. Reliance Capital Pension Fund Limited 4. IDBI Bank Limited 5. Tamboli Casting Limited 6. B L Kashyap and Sons Limited
Number of Shares held in the Company	NIL	NIL	NIL