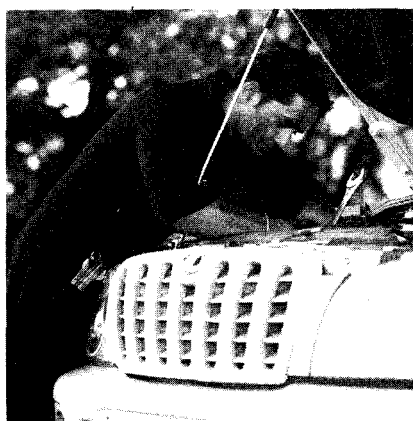


An MW Corp Enterprise

MWunitexx
total uniform solutions

TOTAL UNIFORM SOLUTIONS

13th Annual Report 2013



MW Unitexx Limited

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’, ‘UniMart’ and ‘Klopman’, the most popular uniform brands**
- **Offering “Total Uniform Solutions” (TUS) to our customers by customising uniforms based on their requirements through UniMart**

BOARD OF DIRECTORS

Mr. Mukul S. Kasliwal

Mr. Warij A. Kasliwal

Mr. N. Ramakrishnan

Mr. Y. R. Shah

Mr. G. Banerjee

Mr. P. S. Shenoy

Chairman

Vice Chairman

Director

Director

Director

Director

**Asst. Company Secretary &
Compliance Officer**

Mr. Nitin V. Upadhye

BANKERS

IDBI Bank Limited

Yes Bank Limited

SUBSIDIARIES

1) S. Kumars Limited

2) MW Unitexx S.A

AUDITORS

M/s. Shyam Malpani & Associates

Chartered Accountants

307, Chartered House, Marine Lines,

Mumbai – 400 002

REGISTERED OFFICE

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

MARKETING OFFICE

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

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**

REGISTRAR & SHARE TRANSFER AGENT

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

EQUITY SHARES LISTING

The Bombay Stock Exchange Limited (BSE)

INDEX

Notice	3
Directors' Report	5
Management Discussion & Analysis Report	8
Report on Corporate Governance	13
Certificate on Corporate Governance	21
Certificate by Chief Financial Officer on Financial Statement	22
Annual Accounts	
• Auditors' Report	23
• Balance Sheet	28
• Profit & Loss Account	29
• Cash Flow Statement	30
• Schedules Forming part of Accounts'	31-38
• Significant Accounting Policies and Notes to Financial Statements	39-47
• Statement pursuant to Section 212 of the Companies Act, 1956	48
• Consolidated Financial Statements	49

NOTICE

NOTICE is hereby given that the **Thirteenth Annual General Meeting** of the members of **MW UNITEXX LIMITED** will be held on Saturday the 28th Day of September, 2013 at 10.30 am at Sunville Hall, Orchid Room, 2nd Floor, 9, Dr. Annie Besant Road, Worli, Mumbai to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet for the year ended 31 March, 2013 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. Y. R. Shah who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in place of Mr. N. Ramakrishnan who retires by rotation and is eligible for re-appointment.
4. To appoint auditors and fix their remuneration.

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 26th of September, 2013.
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: 10th August, 2013

Sd/-
Mukul S. Kasliwal
Chairman

EXHIBIT TO NOTICE

Pursuant to Clause 49 of the Listing Agreement with the stock exchanges, following information in respect of Directors proposed to be appointed / re-appointed.

Particulars	Y. R. Shah	N. Ramakrishnan
Date of Birth	31 st August, 1942	12 th March, 1955
Date of Appointment	30/01/2006	23/04/2010
Expertise in specific functional Area	Textile Industry	Finance, Accounting and General Management
Directorship held in other Public Limited Companies	1. Rishiraj Filaments Limited 2. Nitin Spinners Limited	1. S. Kumars Life Assurance Corporation Limited 2. S. Kumars Limited
Number of Shares held in the Company	NIL	NIL

DIRECTORS' REPORT

Dear Members,

Your Directors have immense pleasure in presenting the **13th Annual Report** and Audited Accounts of your Company for the financial year ended 31st March, 2013.

FINANCIAL RESULTS:

The brief highlights of financial results of the Company for the Financial Year 2012-13 as compared to the previous financial year 2011 - 12 are as under:

(Amt In Lacs)

Particulars	The year ended on 31/03/2013		The year ended on 31/03/2012	
	Standalone	Consolidated	Standalone	Consolidated
Profit/ (Loss) before depreciation & Tax	2.91	1,596.24	52.05	6,752.52
Less: Depreciation	10.93	2,854.79	1.00	2,864.30
Profit/ (Loss) before Tax and Extra Ordinary Item	(8.02)	(1,258.55)	51.05	3,888.22
Less : Provision for tax	1.50	426.51	11.50	1140.34
Less : Fringe benefit tax	-	-	-	-
Less : Deferred tax	(3.16)	(459.40)	(2.22)	688.98
Exceptional items	-	(494.33)	20.83	126.61
Profit/(Loss) after tax	(6.36)	(731.33)	20.94	1,932.29
Minority interest	-	(62.38)	-	23.74
Less: Prior period adjustments / extra ordinary items	(2.41)	(2.41)	(3.35)	(3.35)
Adjusted Profit / (Loss)	(3.95)	(666.54)	24.29	1,911.90
Add: Profit / (Loss) brought forward from previous year	(465.46)	1,624.27	(489.75)	(287.63)
Balance carried to Balance Sheet	(469.41)	957.73	(465.46)	1,624.27

DIVIDEND:

Keeping in view the current economic scenario your directors do not recommend dividend for the year under review.

THE YEAR IN RETROSPECT:

During the year under review, company achieved consolidated turnover of INR 935.72 cr. with revenues from Overseas business amounting to INR 787.28 cr. and Domestic business amounting to INR 148.47 cr. The focus on sales has continued to be in the local markets of India for S.Kumars, Unimart and Klopman products, the focus has been to further consolidate its position in European markets as well as to explore new international markets.

BUSINESS OUTLOOK AND PLANS:

S Kumars Unitexx Division is diversifying the portfolio of Unimart by expanding its customer base to cover segments such as Oil and Gas, Iron and Steel, Pharma and Cement, to name a few. It has been also planned to launch Unimart stores all over India which will be a one-stop-shop for all uniform needs.

S.Kumars Limited is modernising and upgrading its existing plants to improve the quantity and quality of the production.

Klopman is in the process of expanding its base to cover international markets like India, Middle East, South Africa, Australia and New Zealand along with existing markets. Middle East is an important market for Klopman, to increase the focus in this market Klopman has started a branch office in Dubai from January 2013. Further Klopman International has formed a Joint Venture Company in Indonesia with Argo Group. The Joint Venture Company is called as PT Klopman Argo International and would produce about 15 million meters work wear fabric per annum at its rated capacity with a sales revenue of 25 million Euros.

SUBSIDIARY COMPANIES:

S. Kumars Limited is having 2 subsidiaries namely a) Manmade Fabrics Sales Services Private Limited b) Manors Textiles Limited. MW Unitexx S.A. is having subsidiary Companies namely Klopman Holding S.a.r.l. which in turn holds six subsidiaries namely: 1) Klopman Espana SA 2) Klopman GmbH 3) Klopman AG 4) Intex S.A. 5) Klopman International Srl 6) Klopman India Private Limited.

Further, Klopman India Private Limited is having one Subsidiary Company namely Klopman Textiles Private Limited.

Pursuant to the provision of Section 212 of the Companies Act, 1956 a statement containing a brief of the financial details of the Company's subsidiaries for the financial year ended March 31, 2013 is included in the Annual Report. The annual accounts of the Subsidiary companies will be made available for inspection to the members of the Company, if they so desire.

CONSOLIDATED FINANCIAL STATEMENTS:

The Audited Consolidated Financial Statements, based on the financial statements received from the subsidiaries as approved by their respective Board of Directors, have been prepared in accordance with the requirements of Accounting Standard 21 on "Consolidated Financial Statements" and Accounting Standard 23 on "Accounting for investment in Associates in Consolidated Financial Statements.

DIRECTORS:

Mr. Y. R. Shah and Mr. N. Ramakrishnan, Directors, retire by rotation and being eligible, offer themselves for re-appointment at the ensuing Annual General Meeting.

AUDITORS:

M/s. Shyam Malpani & Associates, Chartered Accountants who are liable to retire at the conclusion of the forthcoming Annual General meeting, have offered themselves for re-appointment as Auditors of the Company. A written certificate to the effect that their appointment, if made, would be within the prescribed limits under Section-224(1B) of the Companies Act, 1956, has been obtained by the Company from them. The members are requested to consider their re-appointment and fix remuneration.

AUDITORS REPORT:

The observations of the Auditors in their report read together with the Notes to Accounts are self explanatory and therefore, in the opinion of the Directors, do not call for any further explanation.

COST AUDITOR:

The Company has appointed M/s Sanjay Kumar & Co., Cost Accountants (M. No. 27376) as the Cost Auditor for conducting Cost Audit of S. Kumars Unitexx Division for the financial year 2013-14

HUMAN RESOURCE:

Maintenance of a cordial and supportive environment is a pre-requisite for the smooth functioning of any organization. This requires the management and the employees to fully understand and respect each other. On an ongoing basis the management identifies and implements necessary measures to maintain a positive climate and improve performance levels. Your Directors also wishes to place on record their appreciation for the dedication and commitment displayed by all executives, officers and staff at all levels of the company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, is presented in a separate section forming part of the Directors' Report.

CORPORATE GOVERNANCE :

The Company is committed to uphold the highest standards of Corporate Governance and adhere to the requirements set out by Clause 49 of the Listing Agreement with Stock Exchange. Reports on Corporate Governance along with the Certificate from the Practicing Company Secretary regarding the compliance of Corporate Governance conditions are made part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 217 (2AA) of the Companies Act, 1956, the directors confirm that:

- i) In the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departure;
- ii) Appropriate accounting policies have been selected and have 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 2012-2013 and Profit of the Company for that the year ended on 31st March, 2013;
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The annual accounts have been prepared on a going concern basis.

DEMATERIALIZATION OF SHARES :

The trading in equity shares of the company is permitted only in Dematerialised form. A total of 85.79 % shares are held in Dematerialised form with NSDL & CDSL as on 31st March, 2013.

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

The Company has appointed M/s. Roy Jacob & Co, Practicing Company Secretary, to conduct Reconciliation of Share Capital Audit of the Company. The Audit is carried out every quarter and the report thereon is placed before the Board of Directors & thereafter is submitted to Stock Exchanges.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

CONSERVATION OF ENERGY:

The scope for conservation of energy is limited in the type of industry in which your Company is engaged. However, the Company continues to accord high priority to conservation of energy by opting for more power effective replacements of equipments and electrical installations.

TECHNOLOGY ABSORPTION:

Every effort is made by the company to update the technological skills of its technical staff in order to ensure that they possess adequate skills to enable them to serve the Company's clients.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

The relevant information in respect of the foreign exchange earnings and outgo has been given in the Notes forming part of the Accounts for the year ended on 31st March, 2013.

PARTICULARS OF EMPLOYEES:

In terms of provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended the Company has no employees who were in receipt of the remuneration of Rs. 60,00,000/- or more per annum during the year ended 31st March, 2013 or Rs. 5,00,000/- or more per month during any part of the said year.

ACKNOWLEDGEMENTS:

Your Directors place on record their sincere appreciation for the co-operation and assistance received from the Customers, Bankers, Regulatory bodies, Stakeholders including financial Institutions and other business associates who have extended their valuable sustained support and encouragement during the year under review.

By Order of the Board of Directors

Place: Mumbai
Date: 10th August, 2013

Sd/-
Mukul S. Kasliwal
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

The year 2012-2013 was marked as a year of recovery in advanced economies and the strengthening of emerging and developing economies. The year initially began with a noticeable slowdown in the beginning half of the year in emerging markets and developing economies alike due to a deceleration in demand from advanced economies, the end of investment booms in some of the major emerging markets and domestic policy tightening. But due to the resilience of consumer demand, activity stabilised in advanced economies and picked up in emerging markets towards the end of 2012 thus bringing about renewed confidence.

The year witnessed some appreciation of the Euro and in the currencies of various emerging markets and some depreciation of the U.S. dollar. Private demand started picking up in the United States and remained a bit sluggish in the euro area. In the eurozone, great strides were made in creating a roadmap for the banking union. The Outright Monetary Transactions program offered by the European Central Bank greatly helped in reducing investment risks. European policymakers greatly helped improve confidence and financial conditions and demand from advanced Europe picking up was also a great turning point. The most notable feat was that advanced economy policymakers managed to successfully defuse two of the biggest threats to the global recovery, a breakup of the euro area and a sharp fiscal contraction in the United States.

World growth was around 2¼ percent in the second quarter of 2012 and reached 2¾ percent in the second half of the year. Real GDP growth is forecasted to reach 4 percent on an annual average basis in 2014. Global inflation had fallen to about 3¼ percent from 3¾ percent in early 2012, and it is projected to stay around this level through 2014. The setbacks to the global recovery in 2012 were mirrored in a slowing of world trade growth, which had begun from around 2011.

Since mid-2012, there has been a broad market rally. Policy rates have evolved broadly as expected, as a number of central banks in advanced and emerging markets implemented modest rate cuts in response to the slowdown. Furthermore, by April 2013, near-term financial stability risks seemed to have eased.

MW Unitexx, the textile arm of MW Corp witnessed a robust growth in the Financial Year 2012-2013. Your Company reported a consolidated turnover of INR 935.72 cr.

MW Unitexx comprises of S.Kumars Limited - a market leader in uniform fabrics in India, Klopman International – Europe's largest player Work Wear and Protective Wear brand and S.Kumars Unimart - the Ready-To-Wear uniforms division, making MW Unitexx the largest uniforms fabric manufacturer in the world with a combined capacity of more than 70 million meters per annum.

Your Company is poised to witness tremendous growth in the textiles and uniforms market as MW Unitexx covers the entire gamut of uniform needs, with operations spread across three continents: Asia, Europe and Africa. Your Company is thus well-positioned to capitalise on its wide reach and further expand its business in other economies.

INDUSTRY OVERVIEW

The textile industry provides ample scope for business opportunities by way of textile tenders, tenders from textile industry, textile public tender notice, textile bids, international textile tender and global textile tenders. After the exclusion of global quota scheme, the textile industry is flourishing at high speed. The world is on a new corridor of industrial revolution.

After two fairly successful years, the business climate in the global textile industry became more moderate in 2012. However, the overall textile market had a value of more than \$1,500 billion in 2012, with garments worth around \$1,200 billion and home textiles \$170 billion.

The global demand is expected to reach 30.71 million tons by 2018, growing at a CAGR of 3.3% from 2012 to 2018. Factors such as product durability, advancement in the automotive industry are some of the factors that would drive the market for textiles and apparel. However, factors such as high cost of the finished product impacting end users and fragmentation of the current market are aspects that need to be addressed.

The global market was dominated by Asia and by 2018, it is anticipated that Asia Pacific would be generating revenues of USD 61.26 billion. Thanks to Government intervention, improvement in technology and a robust demand from various industries, the apparel and textiles market would clearly be leading at the helm.