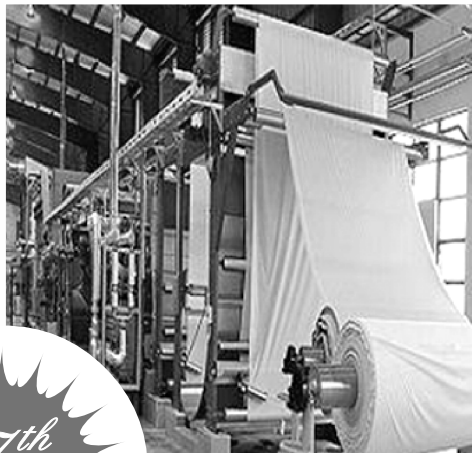




# Maharaja Shree UMAID MILLS LIMITED



MAHARAJA SHREE UMAID MILLS LIMITED



## *77<sup>th</sup> Annual Report* *2016-17*

Regd. Office : "Krishna", R.No. 706, 7th Floor, 224, A.J.C.Bose Road, Kolkata-700017

Phone : +91-33-22230016, Fax : +91-33-22231569,

E-mail : [kolkata.msum@lnbgroup.com](mailto:kolkata.msum@lnbgroup.com)

Website : [www.msumindia.com](http://www.msumindia.com), CIN : U17124WB1939PLC128650

Head Office and Works: Jodhpur Road, Pali - 306 401 (Rajasthan)

Phone : +91-2932-220286/288, Fax: +91-2932-221333,

Email : [ho.msum@lnbgroup.com](mailto:ho.msum@lnbgroup.com)

**Board of Directors :**

Mr. LN BANGUR, *Chairman & Managing Director*  
Mrs. ALKA DEVI BANGUR, *Director*  
Mr. YOGESH BANGUR, *Deputy Managing Director*  
Mr. CHANDRAVADAN DESAI, *Independent Director*  
Mr. AMITAV KOTHARI, *Independent Director*  
Mr. RAJIV KAPASI, *Independent Director*

**Chief Financial Officer :**

Mr. PRABHAT SINGHEE

**Company Secretary :**

Mr. PRADIP KUMAR OJHA

**Statutory Auditors :**

M/s SINGHI & CO.

UNIT NO.1704, 17<sup>TH</sup> FLOOR, TOWER B, WORLD TRADE TOWER, DND FLYWAY, C-01, SECTOR-16,  
NOIDA-201301, GAUTAMBUDH NAGAR, U.P.

**Internal Auditors :**

ERNST & YOUNG LLP

OVAL OFFICE, 18, ILAB CENTRE, HITECH CITY, MADHAPUR, HYDERABAD – 500 081

**Bankers :**

STATE BANK OF INDIA  
IDBI BANK LTD.  
ICICI BANK LTD.  
BANK OF BARODA

**Regd. Office :**

“KRISHNA”, R.No. 706, 7th FLOOR, 224, AJC BOSE ROAD, KOLKATA – 700017 (W.B.)

Phone : +91-33-22230016, Fax : +91-33-22231569, E-mail : [kolkata.msum@lnbgroup.com](mailto:kolkata.msum@lnbgroup.com)

**Website :** [www.msumindia.com](http://www.msumindia.com), **CIN :** U17124WB1939PLC128650

**Head Office and Works :**

JODHPUR ROAD, PALI – 306 401 (Rajasthan)

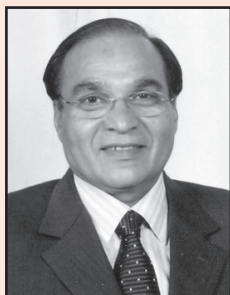
Phone : +91-2932-220286/288, Fax: +91-2932-221333, Email : [ho.msum@lnbgroup.com](mailto:ho.msum@lnbgroup.com)

**Important Communication to Members on Green Initiative**

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings, with their respective Depository Participants.

Members who hold shares in physical form are requested to download the “E- Communication Registration Form” from our website: [www.msumindia.com](http://www.msumindia.com) under “financials” and send the duly filled-in and signed form to Company Secretary, Maharaja Shree Umaid Mills Limited, Krishna, R.No. 706, 7th Floor, 224, AJC Bose Road, Kolkata-700 017 (W.B.)

## CMD's Communiqué



Dear Fellow Shareholders,

It's my pleasure to share the Financial Statements of your Company.

Financial results and performance of the company has been below expectations and not satisfactory. The key reasons for such adverse performance were increase in cost of raw material without corresponding increase in the Unit Value Realization (UVR) of finished product, increased cost of power, low capacity utilization levels with low contribution product mix. Besides these, Non Performance of synthetic section of spinning plant, Fabrics Process Plant, Labour availability issues and high finance cost, also led to the losses.

The Company, as a part of revival strategy is taking several measures including expansion in Open End capacity by utilizing available spare capacity of Blow room and preparatory unit, upgradation of spinning machinery & humidification plant to increase productivity with better quality, increased utilization of the weaving plant, reducing power costs though captive or contracted renewable power and focusing on capacity enhancement of Value added products like Mercerized Yarn, Slub Yarn, Core Yarn etc.

The Company is focused to achieve its rated capacity, supply quality products by improving operational efficiency, undertaking upgradation programs, adopting stringent cost control and reduction measures and aggressively marketing of its products thereby aiming to substantially improve its operational and financial performance in the forthcoming quarters.

Thanking you,

**LNBANGUR**

Chairman and Managing Director  
(DIN 00012617)

**NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the 77th Annual General Meeting of the members of MAHARAJA SHREE UMAID MILLS LIMITED will be held at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpriya Sasmal Road, Kolkata- 700033 on Thursday, the 14<sup>th</sup> day of September, 2017 at 11.30 A.M. to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt:
  - a. the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2017 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and
  - b. the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2017 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
2. To appoint a Director in place of Mrs. Alka Devi Bangur (DIN 00012894), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s Singhi & Co., Chartered Accountants (Firm Registration Number: 302049E) as Statutory Auditors of the Company for the Financial Year 2017-18 and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the appointment of M/s Singhi & Co., Chartered Accountants (Firm Registration Number: 302049E), be and is hereby ratified as Statutory Auditors to hold office from conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company at such remuneration and other terms and conditions as may be decided by the Board of Directors of the Company based on recommendations of the Audit Committee.”

**SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to the provisions of sections 196, 197, read with Schedule V, and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modifications or re-enactments thereof), and in terms of the applicable clauses of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Yogesh Bangur (DIN: 02018075) as Deputy Managing Director of the Company for a period of 3 years with effect from 12<sup>th</sup> April, 2017 and liable to retire

by rotation on such remuneration and other terms and conditions set out in the Explanatory Statement;

**RESOLVED FURTHER THAT** the Board of Directors and/or a Committee of the Board be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or agreement, in such manner as may be mutually decided between the Board of Directors and Mr. Yogesh Bangur, within the limits prescribed under Schedule V read with other applicable provisions of the Companies Act, 2013 and to do all such acts, deeds and things to give effect to the above resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modifications or re-enactments thereof) and in terms of the applicable clauses of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Lakshmi Niwas Bangur (DIN: 00012617) as Chairman & Managing Director of the Company for a further period of 3 years with effect from 11th August, 2017 on such remuneration and other terms and conditions set out in the Explanatory Statement;

**RESOLVED FURTHER THAT** the Board of Directors and/or a Committee of the Board be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or agreement, in such manner as may be mutually decided between the Board of Directors and Mr. Lakshmi Niwas Bangur, within the limits prescribed under Schedule V read with other applicable provisions of the Companies Act, 2013 and to do all such acts, deeds and things to give effect to the above resolution.”

**6. To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the Cost Accounting Records of the Textile Unit of the Company for the financial year ending March 31, 2018, be paid a Consolidated Remuneration of Rs. 40,000/- (Rupees Forty Thousand only) plus applicable tax and exclusive of out of pocket expenses, if any, incurred during their course of assignment, which shall be reimbursed separately;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Kolkata  
May 27, 2017

**By Order of the Board  
For MAHARAJA SHREE UMAID MILLS LTD.  
Pradip Kumar Ojha  
COMPANY SECRETARY**



**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. (a) A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.  
  
(b) The proxy holder shall prove his identity at the time of attending the Meeting. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked. Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the meeting. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning Item No. 4 to 6 of Special Business to be transacted at the Meeting is annexed hereto and forms part of the Notice.
4. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she can participate in the meeting but not vote.
5. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. The relevant documents referred to in this Notice and Explanatory Statement are open for inspection in physical form at the meeting and such documents will also be available for inspection at the registered office of the Company on all working days except Saturdays, from 10:00 a.m. to 12:00 noon upto the date of the ensuing Annual General Meeting.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules made thereunder will be available for inspection at the AGM. Members who require communication in physical form in addition to e-communication, may write to us at [kolkata.msum@lnbgroup.com](mailto:kolkata.msum@lnbgroup.com)
8. The Notice and Annual Report of the Company for the year ended 31st March, 2017 is uploaded on the Company's website at [www.msumindia.com](http://www.msumindia.com) and may be accessed by the members. Members are requested to bring their copy of the Annual Report to the Meeting.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 8<sup>th</sup> September, 2017 to Thursday, 14<sup>th</sup> September, 2017 (both days inclusive) for the purpose of Annual General Meeting.

10. Corporate Members are requested to send a duly certified copy of the Board Resolution pursuant to section 113 of the Companies Act, 2013 authorizing their representative(s) to attend and vote at the Annual General Meeting.
11. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office, mandate, bank particulars and Permanent Account Number (PAN) to the Company's Registrar and Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
12. Pursuant to Section 72 of the Companies Act, 2013 and Rules made thereunder, Members holding shares in physical form and desirous of making/changing nomination in respect of their shareholding in the Company, are requested to submit the prescribed form SH -13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), as applicable and deposit the same with the Company or its RTA. Members holding shares in demat form may contact their respective DP for recording Nomination in respect of their shares.
13. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the Members to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories.
14. The Ministry of Corporate Affairs vide its Circular Nos.17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, has undertaken a 'Green Initiative' and allowed Companies to share documents with its shareholders through electronic mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with Depository Participants and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agent, i.e. M/s. Maheshwari Datamatics Private Limited, 23, R N Mukherjee Road, Kolkata – 700 001 at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).
15. Members are requested to bring their attendance slip duly completed and signed, to be handed over at the entrance of the meeting hall. Members are also requested to bring their copy of Annual Report at the meeting.
16. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.
17. Pursuant to Section 124 and 125 of the Companies Act, 2013, the Company has transferred on due dates the Unclaimed/unpaid dividends upto financial year 2008-09 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Members who have not encashed the dividend warrant(s), so far for the financial year ended March 31, 2010, or any subsequent financial years are requested to make their claims to the Registrar & Share Transfer Agent of the Company. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on 27.09.2016 (date of the last Annual General Meeting) on the website of the Company at [www.msumindia.com](http://www.msumindia.com) and also on the website of the Ministry of Corporate Affairs.
18. Electronic copy of the Annual Report including Notice of the 77<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and Proxy Form are

being sent to all the members whose email IDs are registered with Company/Depository Participants. Members other than above, physical copy of the Annual Report including Notice of the 77<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and Proxy Form are being sent in the permitted mode.

19. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically.
20. Members holding Shares of the Company in physical form through multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agent of the Company.
21. Information to Members as prescribed in Secretarial Standard - 2 in respect of appointment or reappointment and/or fixation of Remuneration of Directors, is given at Annexure –A to this notice.
22. **E-voting:**
  - (a) In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 w.e.f. 19<sup>th</sup> March, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote on resolutions proposed to be passed at the 77<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through E-voting Services provided by Central Depository Services (India) Limited(CDSL).
  - (b) The facility of voting through ballot or polling paper shall be made available for the members at the Meeting who have not been able to vote electronically and who are attending the Meeting. The members who have casted their vote electronically would be entitled to attend the Meeting but would not be permitted to cast their vote again at the Meeting. The facility to vote by electronic voting system will not be provided at the Meeting.
  - (c) The instructions for shareholders voting electronically are as under:
    - (i) The remote e-voting period begins on 11<sup>th</sup> September, 2017 at 10.00 A.M. and ends on 13<sup>th</sup> September, 2017 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 7<sup>th</sup> September, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
    - (ii) Shareholders who have already voted through remote e-voting prior to the meeting date would not be entitled to vote at the meeting venue.
    - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
    - (iv) Click on Shareholders.
    - (v) Now Enter your User ID
      - a. For CDSL: 16 digits beneficiary ID,
      - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.



- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for "MAHARAJA SHREE UMAID MILLS LIMITED", on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxii) Any person who acquire share and became the member after despatch of Notice and hold shares as of the cut-off dates may obtain the sequence number for remote e-voting by sending a request to the Company’s RTA at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).
- (d) The Voting shall be reckoned in proportion to a Member’s share of voting rights on the paid up equity share capital of the Company as on the cut-off date of 7<sup>th</sup> September, 2017. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- (e) The Board of Directors of the Company at their meeting held on 27<sup>th</sup> May, 2017 has appointed, Mr. Arun Kumar Maitra [Membership No: A3010], Partner of M/s Vinod Kothari & Company, Practising Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and the Ballot/ Polling paper received at the meeting, in fair and transparent manner.
- (f) The Chairman shall, at the Meeting, at the need of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot or polling paper for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.