

ISHWAR TEXTILES LIMITED
16TH
ANNUAL REPORT
1998-1999

Registered Office

Diamond Plaza,
391 Dr. D.B. Marg,
Mumbai - 400 004.

ISHWAR TEXTILES LIMITED

NOTICE

NOTICE is hereby given that the 16th ANNUAL GENERAL MEETING of **ISHWAR TEXTILES LIMITED** will be held at Diamond Plaza, 391, Dr.D.B.Marg, Mumbai - 400 004 on Friday, 27th August, 1999 at 11 A.M to transact the following business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 1999 and Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint Director in place of Shri Sanjay Sanghai who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

Special Business

4. To consider and if thought fit to pass the following resolution with or without modification as an Ordinary Resolution:

“Resolved that the Company do appoint Smt.Sanjuladevi Sanghai as a director 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 AND THE PROXY NEED NOT BE A MEMBER. HOWEVER, PROXY FORMS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.
2. MEMBERS / PROXIES SHOULD BRING THE ATTENDANCE SLIP SENT HERewith DULY FILLED IN FOR ATTENDING THE MEETING.
3. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOK OF THE COMPANY WILL REMAIN CLOSED FROM THURSDAY, 26TH AUGUST, 1999 TO TUESDAY, 31ST AUGUST, 1999 (BOTH DAYS INCLUSIVE).

BY ORDER OF THE BOARD OF DIRECTORS

CERTIFIED TRUE COPY

Diamond Plaza,
391, Dr.D.B.Marg,
Mumbai - 400 004

FOR ISHWAR TEXTILES LIMITED


DIRECTOR

SHEKHAR SANGHAI
CHAIRMAN

Date: 28th May, 1999.

Explanatory Statement

(Pursuant to Section 173 of the Companies Act, 1956)

Item no.4

Smt.Sanjuladevi Sanghai was appointed as an additional director of the Company by the Board of Directors of the Company at its meeting held on 11th May, 1999 and held office of directorship upto the date of 16th Annual General Meeting of the Company. He is eligible for appointment and offered himself for re-appointment. The Board has recommended his appointment as director of the Company. All directors being related to each other may be deemed to be concerned or interested in this resolution.

BY ORDER OF THE BOARD OF DIRECTORS

CERTIFIED TRUE COPY

SHEKHAR SANGHAI
CHAIRMAN

Diamond Plaza,
391, Dr.D.B.Marg
Mumbai-400 004

FOR ISHWAR TEXTILES LIMITED


DIRECTOR

Date: 28th May, 1999.

ISHWAR TEXTILES LIMITED**DIRECTORS REPORT**

Dear Share Holders,

Your Directors hereby present the 16th ANNUAL REPORT of the Company together with Audited Statement of Accounts for the year ended 31st March, 1999.

FINANCIAL RESULTS :**Operating Results**

	(AMOUNT IN RS.)	
	<u>CURRENT</u> <u>YEAR</u>	<u>PREVIOUS</u> <u>YEAR</u>
Profit before Depreciation & Provision for Taxation	2,33,237	4,12,162
LESS: Depreciation	1,23,303	1,52,895
Provision for Taxation	70,440	1,33,900
Net Profit	39,494	1,25,367
Add: Balance brought forward	(1,25,667)	(57,608)
Adjustment relating to earlier years.	Nil	(1,93,426)
Balance carried to Balance Sheet	<u>(86,173)</u>	<u>(1,25,667)</u>

DIVIDEND :

In view of brought forward losses your Directors have not recommended dividend.

DIRECTORS :

Shri Sanjay Sanghai, the Director of the Company retire by rotation and being eligible offer himself for re-appointment. Smt.Sanjuladevi Sanghai was appointed as an additional director of the Company and hold office of directorship upto the date of 16th Annual General Meeting of the Company. The Company has received a notice from a member signifying his intention to propose her as a candidate for the office of directorship along with prescribed deposit.

CERTIFIED TRUE COPY

FOR ISHWAR TEXTILES LIMITED


DIRECTOR

PUBLIC DEPOSIT :

The Company has not accepted any deposit from the Public during the year under report.

CONSERVATION OF ENERGY :

Information pursuant to Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (disclosure of particulars in the Report of Board of Directors) Rules, 1988 is not applicable in the case of this Company and hence the requisite details have not been given hereby. The Company has not earned/spent any Foreign Exchange.

PARTICULARS OF EMPLOYEES:

No employee draws remuneration of Rs.6,00,000/- per annum nor Rs.50,000/- per month during part of the year.

Y2 K Compliance

The Company has taken necessary steps to Company Y2K Compliance for which no significant cost is incurred.

AUDITORS :

You are requested to appoint M/s.N.K.Jalan & Company, Auditor of the Company.

FOR AND ON BEHALF THE BOARD OF DIRECTORS

CERTIFIED TRUE COPY

SHEKHAR SANGHAI
CHAIRMAN

MUMBAI
DATED: 28TH MAY, 1999.

FOR ISHVAR TEXTILES LIMITED


DIRECTOR

N. K. J A L A N & C O.
Chartered Accountants.

2-A, Mayur Apartments,
Dadabhai Cross Road No-3,
Vile Parle (West),
Mumbai-400 056.
Off : 6714104/6234104.
Res : 6711209.

AUDITORS REPORT

TO THE SHAREHOLDERS OF M/S. ISHWAR TEXTILES LTD. MUMBAI

We have audited the Balance Sheet of M/S. ISHWAR TEXTILES LTD. for the year ended 31st March, 1999 and also the Profit and Loss Account for the year ended on that date and report as under :-


- 1) As required by the Manufacturing and Other Companies (Auditor's Report) Order, 1988, issued by the Company Law Board in terms of section 227(4A) of the Companies Act, 1956 we give in the Annexure hereto a statement of the matter specified in the paragraph 4 & 5 of the said order.
- 2) Further to our comments in the Annexure referred to in Paragraph-1 above, we report that :-
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit ;
 - (b) In our opinion, proper Books of Accounts as required by the law have been kept by the Company so far as appears from our examination of such books ;
 - (c) The Balance Sheet and t& Profit & Loss Account referred with by this report are in agreement with the Books of Accounts ;
 - (d) In our opinion the Balance Sheet and the Profit and Loss Account complies with the Mandatory Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956.
 - (e) In our opinion, and to the best of our information and according to the explanations given to us, the said Balance Sheet and Profit and Loss account read together with the significant Accounting Policies and other notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view :-
 - (i) In so far as it relates to the Balance Sheet of the state of affairs of the Company as at 31st March, 1999 and
 - (ii) In so far as it relates to the Profit & Loss Account of the Profit of the Company for the year ended on that date.

FOR N. K. JALAN & CO.,
CHARTERED ACCOUNTANTS

MUMBAI,

DATED : 28.05.1999.

(N.K.JALAN) PROPRIETOR



ANNEXURE TO AUDITORS'S REPORTREFERRED TO IN PARAGRAPH-1 OF OUR REPORT OF EVEN DATE

1. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. As explained to us, all the assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
2. None of the fixed assets have been revalued during the year.
3. As explained to us, the Company did not have any stock of finished goods at any time during the year. Therefore, the question of physical verification of stocks does not arise.
4. In our opinion, the rate of interest and the terms and conditions on which loans have been obtained from Companies, Firms or Other Parties listed in the register maintained under section 301 and 370 (1-B) are not prima-facie prejudicial to the interest of the Company.
5. In respect of advances in the nature of loans given to Companies, Firms or other parties listed in the register maintained under Section 301 and/or to the companies under the same management as defined under sub-section (1B) of Section 370 of the Companies Act, 1956 have repaid the principal amount as stipulated and have been regular in the payment of interest.
6. In our opinion, and according to the informations and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and nature of its business with regard to purchases, sales & services.
7. During the accounting year no transaction of purchase and sale of goods and services, made in pursuance to contracts or arrangements with party as entered in the register maintained under section 301 of the Companies Act, 1956.
8. According to the information and explanation given to us, the company has not accepted any deposits as defined under section 58A of the Companies Act, 1956 and the rules framed there under during the year of review.
9. The company has no separate internal audit system as such but its internal control procedures are sufficient considering the size and nature of business.
10. The maintenance of cost record has not been prescribed by the Central Government Under Section 209(1)(d) of the Companies Act, 1956.
11. According to the records of the company, Provident Fund dues have been regularly deposited during the year with the appropriate authorities and there are no arrears as at 31st March, 1999.

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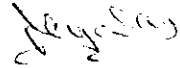
12. According to the Informations and explanations given to us no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Customs Duty & Excise Duty were outstanding as at 31st March, 1999 for a period of more than six months from the date they became payable.
13. According to the informations and explanations given to us no personal expenses of employees or directors have been charged to revenue account, other than those payable under contractual obligations or in accordance with generally accepted business practice.
14. The Company is not a Sick Industrial Company within the meaning of section 3(1)(O) of the Sick Industrial Companies (Special Provisions) Act, 1985.
15. The other clauses of the Manufacturing & Other Companies (Auditor's Report) Order, 1988 are not applicable to this Company.

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FOR N. K. JALAN & CO.,
CHARTERED ACCOUNTANTS

MUMBAI,

DATED : 28.05.1999.



(N.K. JALAN) PROPRIETOR