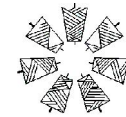


BOOK - POST



NEPC TEXTILES LIMITED

To

20th ANNUAL REPORT 2012-2013

If undelivered, please return to :
NEPC Textiles Limited
No.36, Wallajah Road
Chennai - 600 002

BOARD OF DIRECTORS

Shri *Raj Kumar (Chairman)*
 Shri Tirupathi Kumar
 Shri Rakesh Gupta
 Shri S. Rajendran*
 Shri Surendra Kumar Gupta**

COMPANY SECRETARY

Mr. N.Padmanabhan

AUDITORS

M/s M.Dinesh Kumar & Co.
 165, Strahans Road,
 Pattalam
 Chennai-600012.

**REGISTERED OFFICE
& FACTORY**

SF 256, Kannampalayam Village
 Palladam Taluk, Coimbatore 641402

CORPORATE OFFICE

36, Wallajah Road, Chennai - 600 002
 Tamilnadu

BANKERS

IDBI Bank Ltd.
 ICICI Bank Ltd.

AUDIT COMMITTEE

Shri Tirupathi kumar
 Shri Rakesh Gupta
 Shri S.Rajendran*

* Shri.S.Rajendran resigned as Director with effect from 16-02-2013

** Shri Surendra Kumar Gupta was appointed as Additional Director of the Company with effect from 16-02-2013.

CONTENTS

Notice	02
Directors' Report	04
Report on Corporate Governance	09
Management Dis. & Analysis Report...	14
Auditors' Report	17
Balance Sheet	22
Profit & Loss Account	23
Notes to Account	24
Balance Sheet Abstract	32
Cash Flow	33
Proxy Form / Attendance Sheet.....	34

**CASH FLOW STATEMENT FOR THE YEAR ENDED 30TH SEPTEMBER 2013
PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT**

₹ in Lakhs

Particulars	For the year ended 30-09-2013	For the year ended 30-09-2012
A.Cash Flow from Operating Activities		
Net profit before tax & Extra ordinary items	51.14	21.32
Adjustment for		
Depreciation net	-	-
Deferred Revenue Expenditure	-	-
Operating Profit before Working Capital Changes	51.14	21.32
Adjustment for		
Trade and Other Receivables	(5.15)	(42.67)
Inventories	-	-
Trade Payables & Other Liabilities	(43.36)	23.50
Cash Generated from Operations		
Net Cash from Operating Activities (A)	2.64	-
B.Cash Flow From Investing Activities		
Net Purchase of Fixed Assets	-	-
Purchase of Investments	-	-
Net Cash from Investing Activities (B)	-	-
C.Cash Flow from Financing Activities		
Secured Loan	-	-
Unsecured Loans	-	(2.00)
Net Cash from Finance Activities (C)	-	-
Net increase/Decrease in Cash and Cash Equivalents (A+B+C)		
Cash & Cash Equivalents as on 01.10.12 (Opening Balance)	0.41	0.27
Cash & Cash Equivalents as on 30.09.13 (Closing Balance)	3.05	0.41

For & on behalf of the Board

Raj Kumar Tirupathi Kumar

sd/- sd/-
Chairman Director

Sd/-
N. Padmanabhan
Company Secretary
15-11-2013

REPORT OF AUDITORS ON CASH FLOW STATEMENT

We have examined the above cash flow statement of **NEPC TEXTILES LIMITED** for the year ended 30.09.2013. The Statement has been prepared in accordance with the requirements of listing agreement with Stock Exchange and is based on and derived from the audited accounts of the Company for the year ended 30th September 2013.

For **M.Dinesh Kumar & Co.**

Chartered Accountant
Sd/-

Membership No 222084
15-11-2013
Chennai

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Twentieth Annual General Meeting of the members of the Company will be held on Friday, the 27th day of December 2013 at 10.00 A.M. at 1678 Trichy Road, Ramanathapuram, Coimbatore – 641 045 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 30th September, 2013 and the Profit and Loss Account for the year ended on that date and Reports of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mr. Rakesh Gupta, who retires by rotation and being eligible, offers himself to re-appointment.
3. To appoint Auditors and to fix their remuneration and for this purpose to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. M. Dinesh Kumar & Co., Chartered Accountants, Chennai be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company, on a remuneration that may be fixed by the Board."

SPECIAL BUSINESS:

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

"RESOLVED THAT Mr. Surendra Kumar Gupta, who was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act,1956) w.e.f 16/02/2013 and who holds office upto the forthcoming Annual General Meeting, and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company subject to retirement by rotation under the Articles of Association of the Company".

(By Order of the Board)
For NEPC Textiles Limited
Sd/-

Place : Chennai
Date : 15-11-2013

Raj Kumar
Chairman

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote in his stead and the proxy need not be a member of the Company. The instrument of proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. Members are requested to notify immediately any change in their address to the Company.
3. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
4. Members are requested to bring their copies of Annual Report to the Meeting.
5. Members are already informed that Securities and Exchange Board of India (SEBI) have made it compulsory for all investors to trade the Company's securities in dematerialisation form, effective 27-11-2000. Members are, therefore, requested to avail of dematerialisation facility.
6. Members with identical order of names who are holding in multiple Folios are requested to write to the Company to consolidate their holdings into one Folio.
7. Members who hold share in the physical form can nominate a person in respect of all the share held by them singly or jointly. Members who holds share in single name are advised, in their own interest, to avail of nomination facility by filling Form 2B. Members who hold share in the dematerialised form may contact their Depository Participant for recording nomination in respect of their shares.
8. At this Annual General Meeting Mr. Rakesh Gupta, Director of the Company retires by rotation and being eligible, offers himself for re-appointment to the Board.

The brief background, and the functional expertise of the Director proposed for reappointment is furnished below along with details of companies in which he is a Director.

(a) Mr. Rakesh Gupta aged about 40, has an MBA, qualification, having 12 years of experience in different organisations in Sales & Marketing, Administration, Commerce and Liaisoning and is associated with the Company as Director with effect from September, 2007. Details of other Directorships held by him:- Director in the Boards of NEPC India Limited, NEPC Textiles Limited, NEPC Agro Foods Limited, National Wind Power Corporation Limited.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 (CORRESPONDING TO SECTION 173 (2) OF THE COMPANIES ACT, 1956)

Item No. 4

Mr. Surendra Kumar Gupta who was appointed as an Additional Director w.e.f. 16/02/2013, vacates office at the forthcoming Annual General Meeting.

The Company has received a Notice from a member of the Company, in writing, proposing the name of Mr. Surendra Kumar Gupta, to be considered for the post of directorship along with a deposit of Rs.500/- as required under Section 257 of the Companies Act, 1956. Hence, the resolution is placed before the Members for their approval and adoption. The letter received from the member of the Company under Section 257 of the Companies Act, 1956 is available for inspection at the Registered Office of the Company on all working days and hours upto the date of conclusion of this Annual General Meeting of the Company.

Mr. Surendra Kumar Gupta, aged 69 years, has rich and varied experience in Factory Management and Business Administration for the past 35 years. His shareholding in the Company is Nil. Details of other Directorships held by him:- Director in the Boards of NEPC India Ltd, NEPC Agro Foods Limited, National Wind Power Corporation Ltd, Sai Televisions Ltd and Gujarat Wind Farms Ltd.

None of the Directors are concerned or interested in the said resolution.

For **NEPC Textiles Limited**

Sd/-

Raj Kumar
Chairman

Place : Chennai
Date : 15-11-2013

20. Balance Sheet abstract and Company's General Business Profile

i) Registration Details

Registration No.	08610
State Code	181
Balance Sheet Date	30th September, 2013

ii) Capital raised during the year

Public Issue	Nil
Right Issue	Nil
Bonus Issue	Nil
Preferential Allotment	Nil

iii) Position of mobilisation & deployment of funds (₹ in lacs)

Sources of Funds

Paid Up Capital	1493.90
Reserves & Surplus	0.00
Secured Loans	0.00
Unsecured Loans	153.84

Application of Funds

Net Fixed Assets	1001.26
Investments	0.00
Net Current Assets	282.84
Miscellaneous Expenditure	0.00
Profit & Loss Account	(363.64)

iv) Performance of the company (₹ in lacs)

Turnover	93.18
Total Expenditure	42.04
Profit / (Loss) before Tax	51.14
Profit / (Loss) after Tax	-
Earning per Share	0.34
Dividend Rate	NIL

v) Generic names of the principal services of the company

Item Code No. (ITC Code)	520513
Product Description	Cotton Yarn

For & on behalf of the Board

For **M.Dinesh Kumar & Co.**

Chartered Accountant

Sd/-

Membership No 222084
15-11-2013
Chennai

Raj Kumar Tirupathi Kumar

Sd/-

N. Padmanabhan

Company Secretary
15-11-2013

Sd/-
Director

Sd/-
Director

16. Production and Sales of Finished Goods (Cotton Yarn)

(₹/Kgs .in lakhs)

Particulars	Production & Sales Value			2011-12
	2012-13	2012-13	2011-12	
	Kg.	₹	Kg.	
Opening Stock	0.28	35.15	0.28	35.15
Production	0.00	0.00	0.00	0.00
Sales	0.00	0.00	0.00	0.00
Closing Stock	0.28	35.15	0.28	35.15

17. Raw material consumed

(₹ in lakhs)

Particulars	2012-13	2012-13	2011-12	2011-12
	Kgs.	₹	Kgs.	₹
Cotton	0.00	0.00	0.00	0.00

18. Value of imported / indigenous material / components consumed

Raw materials	2012-13 (12 months)	2012-13 (12 months)	2011-12 (12 months)	2011-12 (12 months)
	As %	₹	As %	₹
Imported	Nil	Nil	Nil	Nil
Indigenous	100.00	100.00	100.00	100.00

19. Value of imported / indigenous materials / components consumed

(₹ in lakhs)

Particulars	2012-13 (12 months) As%	2012-13 (12 months) ₹	2011-12 (12 months) As%	2011-12 (12 months) ₹
Raw Materials & consumables	NIL	NIL	NIL	NIL
Capital Goods	NIL	NIL	NIL	NIL
Consultancy, Foreign Tour & Other	NIL	NIL	NIL	NIL

DIRECTORS' REPORT

To the Members of **NEPC TEXTILES LIMITED**

Your Directors have pleasure in presenting the Twentieth Annual Report and Audited Accounts of your Company for the year ended 30th September, 2013. The accounts for the year under review have been prepared for twelve months from 1st October, 2012 to 30th September, 2013.

FINANCIAL HIGHLIGHTS

The Financial Results of the Company during the year under review are as follows:-

(₹ in lakhs)

Particulars	Year ended (12 months) 30-09-2013	Year ended (12 months) 30-09-2012
Gross Income	93.18	112.73
Profit/ (Loss) before Depreciation	51.14	21.32
Depreciation	-	-
Profit / (Loss) after Depreciation	51.14	21.32
Provision for taxation	-	-
Profit / (Loss) after taxation	51.14	21.32
Balance Profit / (Loss) Account B/F	(414.78)	(436.10)
Add: Transfer from Dividend Payable A/c	-	-
Add:- B/F of balance General Reserve	-	-
TOTAL	(363.64)	(414.78)
Appropriations:		
General Reserve	-	-
Capital Work in Progress written off	-	-
Balance Profit / (Loss) carried to Balance Sheet	(363.64)	(414.78)

The Company has been able to generate an income of Rs. 93.18 lakhs and an operating profit of Rs. 51.14 lakhs during the year ended review.

DIVIDEND

The Directors do not recommend dividend for the year ended 30th September 2013, in view of the accumulated losses incurred by the Company.

DIRECTORATE

Mr.Rakesh Gupta, retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

Mr.S.Rajendran resigned as Director with effect from 16-02-2013.

Mr. Surendra Kumar Gupta was appointed as an Additional Director of the Company in terms of Section 161 of the Companies Act,2013 (corresponding to Section 260 of the Companies Act,1956) with effect from 16th February 2013 .He vacates his office at the forthcoming Annual General Meeting and being eligible,offers himself for appointment as a Director of the Board.