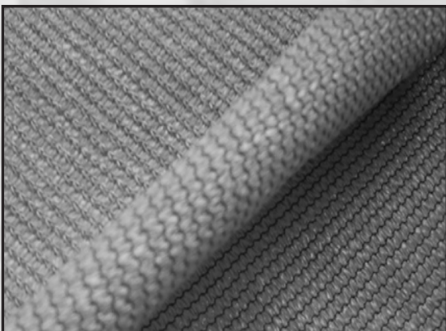




Rishi Techtex Limited

29TH ANNUAL REPORT 2012-2013



BOARD OF DIRECTORS

Mr. H.B. Patel - **Chairman**
Mr. P.J. Patel - **Director**
Mr. A.N. Nopany - **Director**
Mr. Abhishek Patel - **Whole-Time Director**

COMPANY SECRETARY

Mr. Vasant Goray

AUDITORS

Alladi Krishnan & Kumar
4, Marshal, Mogal Lane,
Mahim, Mumbai - 400016.

BANKERS

Canara Bank,
Tamarind Lane Branch,
Crossly House, Fort,
Mumbai - 400001.

REGISTRAR AND TRANSFER AGENTS

Adroit Corporate Services Pvt. Ltd.,
19/20, Jaferbhoy Industrial Estate,
1st Floor, Makwana Road,
Marol Naka, Andheri (E),
Mumbai – 400059.

REGISTERED OFFICE

612, Veena Killedar Industrial Estate,
10/14, Pais Street, Byculla (W),
Mumbai – 400011.

WORKS

Causeway Road
Village Kachigam, Taluka Daman
Union Territory of Daman & Diu.

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NOTICE

Notice is hereby given that the 29th Annual General Meeting of Rishi Techtex Limited will be held on Friday, the 23rd day of August, 2013 at 11.30 a.m. at Indian Merchants' Chamber, H.T.Parekh Conference Room, 4th floor, IMC Marg, Churchgate, Mumbai 400020 to transact the following business.

As ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2013 and the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Arvind Nopani, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

Registered Office:

612, Veena Killedar Industrial Estate,
10-14, Pais Street, Byculla (W), Mumbai - 400011

**By Order of the Board
For Rishi Techtex Ltd.**

**Vasant Goray
Company Secretary**

Dated : 30th May, 2013

NOTES

- A. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
- B. Register of Members and Share Transfer Books of the Company will remain closed from 16th August, 2013 to 23rd August, 2013 (both days inclusive).
- C. Reappointment of Director
Mr. Arvind Nopany aged 48 years is a commerce graduate with a degree in Management. He is the Managing Director of Garrison Polysacks Pvt. Ltd. and has over 24 years experience in Business. He is not holding any shares in the Company.

Registered Office :-

612, Veena Killedar Industrial estate,
10-14, Pais Street, Byculla (W),
Mumbai 400011.

**By Order of the Board
For Rishi Techtex Ltd.**

**Vasant Goray
Company Secretary**

Dated : 30th May, 2013

**DIRECTORS' REPORT****FINANCIAL RESULTS****Rs. in Lacs**

	2012-13	2011-12
Total Income	3604.15	3624.13
Earning before Interest & Depreciation	211.47	308.65
Interest	188.71	159.38
Depreciation	118.93	98.27
Profit before Tax	(96.17)	105.51
Provision for Tax	--	--
Profit after Tax	(96.17)	105.51

OPERATING RESULTS

During the year your Company earned a total Income of Rs.3604 lacs as compared to Rs.3624 lacs earned in the previous year. The operations during the year resulted in a loss of Rs.96.17 Lacs as compared to a profit of Rs.105.51 Lacs achieved in the previous year. The Company suffered losses mainly on account of increase in cost of raw materials which could not be passed on to the customers. During the current year, the Company has revised the prices which should improve the margins.

EXPANSION PLAN

The Expansion plan initiated in 2011, was completed by June 2012. The full benefit of expansion could not be availed in the year under report due to several bottlenecks such as timely non-availability of certain raw materials, frequent increase in cost of raw materials, resistance by customers in price increase etc. As stated above, we have revised the prices both in export and domestic front and hope to show improved results.

CURRENT YEAR

Sales for the first two months of the current year amounted to Rs.576.56 Lacs as compared to Rs.674.88 Lacs achieved in the same period in the previous year. With revision in prices the Directors feel that the margins will improve leading to positive results.

DIVIDEND

On account of losses suffered by the Company, the Directors express their inability to declare dividend.

INSURANCE

All the properties of the Company have been adequately insured against fire, riot, earthquake, and various other risks.

FIXED DEPOSITS

During the period under report, the Company accepted Deposits amounting to Rs.6.15 lacs and refunded Deposits amounting Rs.1.70 lacs. The total deposits outstanding at the end of the year amounts to Rs.67.09 lacs.

DIRECTORS

Mr. Arvind Nopany retires by rotation and being eligible, offers himself for re-appointment.

During the year under Report, Mrs. Smita Patel resigned as Director. The Board would like to place on record the valuable services rendered by her during her tenure.

Mr. Abhishek Patel was appointed as whole-Time Director on 1st November, 2012 to hold that office for a period of three years.

DIRECTORS RESPONSIBILITY STATEMENT

Your Directors hereby Report:

- A. That in the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departure, if any.
- B. That the Directors have selected such Accounting policies and applied them Consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company as at March 31, 2013 and of Profit and Loss account for the year ended March 31, 2013.
- C. That the Directors have taken proper and sufficient care for the maintenance of Adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- D. That the Directors have prepared the Accounts on a going concern basis.

PARTICULARS OF EMPLOYEES

During the year under Report, no employee has drawn remuneration in excess of the limits laid down under Section 217 (2A) of the Companies Act, 1956.

THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.

The information required to be disclosed is set out in Annexure.

AUDITORS

M/s. Alladi Krishnan & Kumar, Chartered Accountants, Statutory Auditors of the Company retire and offer themselves for re-appointment. The Company has obtained the requisite certificate required under section 224 of the Companies Act, 1956 to the effect that their re-appointment, if made, will be in conformity with limits specified in the said section.

APPRECIATIONS

The Directors place on record their appreciation of the efficient and loyal services rendered by the Staff and workmen as also help and guidance received from Canara Bank.

Place : Mumbai
Date : 30th May, 2013

By Order of the Board
Harshad B. Patel
Chairman

ANNEXURE

THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS RULES, 1988)

(A) CONSERVATION OF ENERGY

The new Raschel Knitting Machines to be installed are more efficient, will consume less electricity as compared to earlier machines and are faster and will reduce wastage. The Monolayer Blown Film Line installed in 2009-10 has helped the Company to reduce power consumption and wastage. The form 'A' prescribed under the rules is not applicable to the Company.

(B) TECHNOLOGY ABSORPTION

The company has been constantly improving the quality of the products to suit the requirements of customers. No specific amount is earmarked for R&D. The Company has installed new Machines as well as modified existing machines to improve the quality of its products.

TECHNOLOGY ABSORPTION, ADAPTION AND INNOVATION

The Company has not imported any Technology.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

The earning in foreign exchange on Export of bags and fabrics amounts to Rs.695.61 Lacs. Expenditure in foreign currency on account of Travelling Rs.0.92 lacs and on Import of Capital Goods Rs.95.27 Lacs.



CORPORATE GOVERNANCE REPORT

STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's Philosophy on Corporate Governance aims at attaining the highest level of Professionalism, honesty and integrity, besides transparency and accountability towards its stakeholders including shareholders, employees, the government and lenders.

The Company has fully complied with the requirements of Corporate Governance under the revised clause 49 of the listing agreement.

BOARD OF DIRECTORS (As on 31.03.2013)

The Company has four Directors. There is no Nominee Director on the Board. There are two Promoter Directors and two independent Directors on the Board.

No Director of the Company is either member of more than ten committees and/ or Chairman of more than five committees across all Companies in which he is Director and necessary disclosures to this effect has been received by the Company from all the Directors.

During the year, in all five Board Meetings were held i.e. on 29th May 2012, 13th August, 2012, 31st October 2012, 07th November, 2012 and 09th February, 2013. The time gap between any two meetings was not more than 4 months.

The details of Directors and their attendance record at Board Meetings held during the year, at last Annual General Meeting and number of other directorships and chairmanships/memberships of committees is given below:

Name	Category	Other Director Ships in public Co's	Committee Memberships/ Chairmanships (including RPL)#	Attendance At Board Meetings	Attendance atAGM	Share holding of Non executive Directors
Mr. H.B.Patel	Promoter/ Executive	1	2	5	Yes	N.A.
Mr. A.N.Nopany	Non-Promoter/Independent	Nil	3	4	No	Nil
Mr. P.J.Patel	Non-Promoter/Independent	Nil	3	4	No	1767
Mrs. Smita Patel	Promoter/ Executive	Nil	Nil	2	N.A.	N.A.
Mr. Abhishek Patel*	Promoter/ Executive	Nil	Nil	2	Yes	N.A.

While considering the memberships/chairmanships only Audit Committee and Shareholders and Investor Grievance Committee are considered.

Mrs. Smita Patel resigned as a Director w.e.f. 31st October 2012.

* Mr. Abhishek Patel was appointed as Director w.e.f. 01st November 2012.

Code of Conduct

The Board has laid down a Code of Conduct for all Board members and senior management personnel of the Company, which has been posted on the website of the Company www.rishipac.com

All Board members and senior management personnel have affirmed compliance with the code for the year ended on March 31, 2013. Declaration to this effect signed by the Whole-Time Director of the Company for the year ended on March 31, 2013 has been included elsewhere in this report.

COMMITTEES

1) Remuneration Committee

Remuneration Committee approves the remuneration payable to the Whole-Time Director and senior executives.

The Whole-Time Director is paid remuneration. Other Directors are paid sitting fees of Rs.500/- per Board Meeting.

Remuneration of Mrs. Smita Patel as Whole-Time Director upto 31.10.2012

Whole-Time Directors Remuneration

Period upto 31.10.2012

Salary Not Exceeding Rs.1,50,000 per month

HRA 50% of salary per month

Besides the above, the Whole-Time Director is entitled to perquisites such as PF, Gratuity, Medical, LTA, Telephone, Car, Accident Insurance.

Total Remuneration received by Mrs. Smita Patel, Whole-Time Director of the Company during the period from 01.04.2012 to 31.10.2012 amounts to Rs.6,75,360 lacs

Remuneration of Mr. Abhishek Patel as Whole-Time Director from 01.11.2012

Whole-Time Directors Remuneration

Period Three years from 1.11.2012

Salary Not Exceeding Rs.1,00,000 per month

HRA 50% of salary per month

Besides the above, the Whole-Time Director is entitled to perquisites such as PF, Gratuity, Medical, LTA, Telephone, Car, Accident Insurance.

Total Remuneration received by Mr. Abhishek Patel, Whole-Time Director of the Company from 01.11.2012 to 31.03.2013 amounts to Rs.4,82,400 lacs

2) Audit Committee

The Audit Committee consists of three Directors, Mr. Pranav J.Patel, Mr. Arvind N. Nopany and Mr.Harshad Patel out of which two are independent Directors.

The terms of reference to the Committee broadly are as under

1. Reviewing the quarterly and annual financial statements before submission to the Board.
2. Recommending to the Board the appointment, reappointment of the statutory auditors and fixing their remuneration.
3. Reviewing the internal control system and internal audit function.
4. Discussing with internal auditors failure in internal control system and recommending measures for improvement.
5. Discussing with statutory auditors about the nature and scope of audit and post audit discussions on any area of concern.
6. To look into any defaults in payment to depositors, shareholders and creditors.

The Committee met on 28th May, 2012, to consider the Annual Accounts for the year ended 31.03.2012, on 13th August, 2012 to consider quarterly unaudited results for the quarter ended 30.06.2012, on 31st October, 2012 to recommend appointment of Cost Auditor, on 07th November, 2012 to consider the quarterly unaudited results for the quarter ended 30.09.2012 and on 08th February, 2013 to consider the quarterly unaudited results for the quarter ended 31.12.2012.

3) Shareholders / Investors Grievance Committee

The Committee consists of two independent Directors, Mr. Arvind N. Nopany and Mr. Pranav Patel. The Committee has been constituted to look into redressal of shareholders complaints and correspondence with SEBI and the Stock Exchange.



There are no complaints pending with the company.

General Meetings

- 26thAGM - Tuesday, 14.09.2010 at 11.30 a.m. - H.T. Parekh Conference Room, 4th Floor, IMC, Churchgate, Mumbai - 400020
- 27th AGM - Tuesday, 30.08.2011 at 11.30 a.m. - H.T. Parekh Conference Room, 4th Floor, IMC, Churchgate, Mumbai - 400020
- 28th AGM - Thursday, 29.11.2012 at 11.30 a.m. - H.T. Parekh Conference Room, 4th Floor, IMC, Churchgate, Mumbai - 400020
- 28th Adjourned AGM – Monday, 17.06.2013 at 11.30 a.m. - H.T. Parekh Conference Room, 4th Floor, IMC, Churchgate, Mumbai - 400020
- 29th AGM - Friday, 23.08.2013 at 11.30 a.m. - H.T. Parekh Conference Room, 4th Floor, IMC, Churchgate, Mumbai - 400020

Special Resolutions

In the 26th Annual General Meeting Special Resolution was passed for Re-appointment and payment of remuneration to Whole-Time Director.

In the 27th Annual General Meeting, no Special Resolutions were passed.

In the 28th Annual General Meeting, Special Resolution was passed for Appointment of and payment of Remuneration to Mr. Abhishek Patel, the Whole-time Director.

In the 28th Adjourned Annual General Meeting, no special resolution was passed.

Postal Ballot

During the year, no postal Ballot Resolution was passed.

Disclosures

There are no transactions of material nature with the Promoters, the Directors or the Management, their Subsidiaries or relatives, etc. that had any potential conflict with the interest of the Company at large.

There were no cases of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or by any statutory authority, on any matter relating to Capital market.

The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and in the preparation of financial statements, the company has not adopted a treatment different from that prescribed in any Accounting Standard.

The Whole-Time Director and the Finance Officer have certified to the Board in accordance with clause 49(V) of the Listing Agreement pertaining to CEO/CFO certification for the financial year ended 31.3.2013.

A certificate from the Auditors of the Company regarding compliance of Corporate Governance clause 49 of listing Agreement is annexed herewith.

Means of Communication

The Company has been publishing the Unaudited Quarterly and Audited Annual results in Free Press Journal and Navshakti.

General Shareholder Information

29th Annual General Meeting

Date : Friday, 23.08.2013

Time : 11.30 a.m.

Venue : H.T. Parekh Conference Room, 4th Floor, IMC, Churchgate, Mumbai - 400020

Financial Calendar

Publication of Unaudited Results

Quarter Ending

June, 30 th 2013	45 days from the end of quarter
September, 30 th 2013	45 days from the end of quarter
December, 31 st 2013	45 days from the end of quarter
March, 31 st 2014	45 days from the end of quarter or 60days from the end of quarter in case of Audited Results.

Book Closure Date

From 16th August, 2013 to 23rd August, 2013 (both days inclusive)

Listing on Stock Exchange

The shares of the Company are listed on the Mumbai Stock Exchange

Stock Code

Physical Segment	523021
CDSL/NSDL ISIN NO	INE989D01010

Stock Market Data

The High and Low of share price of the Company during each month in the last financial year at the Stock Exchange, Mumbai and performance in comparison to BSE sensex.

Month	High	Low	BSE SENSEX	
			High	Low
April 12	6.50	5.37	17664.10	17010.16
May 12	6.18	5.71	17432.33	15809.71
June 12	-	-	17448.48	15748.98
July 12	5.48	5.21	17631.19	16598.48
August 12	8.90	5.47	17972.54	17026.97
September 12	10.40	9.34	18869.94	17250.80
October 12	9.62	9.25	19137.29	18393.42
November 12	9.60	9.50	19372.70	18255.69
December 12	9.45	9.45	19612.18	19149.03
January 13	8.98	8.98	20203.66	19508.93
February 13	8.98	8.98	19966.69	18793.97
March 13	9.42	9.42	19754.66	18568.43

Compliance Officer

Mr. Vasant Goray, the Company Secretary is the Compliance officer of the Company.

Registrar and Transfer Agents

Adroit Corporate Services Private Limited
19/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Mumbai - 400059
Phone No. 28496060/4060 Fax No. 28590942

Share Transfer System

The Share Transfers are handled by Transfer Committee.

The Company's equity shares are compulsorily traded on in dematerialised form as per the SEBI guidelines.



RISHI TECHTEX LIMITED

Physical share transfers are registered and returned within a period of 15 days from the date of receipt, if the documents are correct and valid in all respects. A letter is sent to the share holder giving him an option to receive shares in the physical mode or in the dematerialised mode. A period of 30 days is given to the share holder for sending his intimation. The shareholder then receives the shares in the form he exercises his option.

Pursuant to clause 47 (c) of the listing Agreement, certificates, on half yearly basis have been issued by a company secretary in practice for due compliance of share transfer formalities by the Company. Certificates have also been received from a company secretary in practice for timely dematerialization of the shares of the Company and for conducting a secretarial audit on a quarterly basis for reconciliation of the share capital of the Company.

As on 31st March, 2013, 4910434 equity shares out of 5522000 representing 88.92% of the total paid – up Capital of the Company are held in dematerialised form.

Shareholding Pattern as at March 31, 2013.

Category	No. of Shares Held	% to Paid up Capital
Promoters	15,81,800	28.65
Banks/Financial Institutions	3,42,000	6.19
Bodies Corporate	7,96,446	14.42
Non Resident Indians	2,896	0.05
Public	27,98,858	50.69
Total	55,22,000	100.00

Distribution of Shareholdings

No. of Shares	Nos. of Shareholders	% to Total	No. of Shares	% to Total
Up to 500	3,276	88.44	4,56,551	8.27
501-1,000	220	5.94	1,78,819	3.24
1,001-2,000	83	2.24	1,24,610	2.26
2,001-3,000	33	0.89	83,926	1.52
3,001-4,000	13	0.35	43,704	0.79
4,001-5,000	10	0.27	47,859	0.87
5,001-10,000	26	0.70	2,03,847	3.69
Above 10,000	43	1.16	43,82,684	79.37
Total	3,704	100.00	55,22,000	100.00

Plant Location

Survey No. 381, Causeway Road, Village Kachigam, Taluka Daman, Union Territory of Daman & Diu.

Address for Correspondence

The Compliance Officer,
Rishi Techtex Ltd.,
(Formerly known as Rishi Packers Limited)
612, Veena Killedar Industrial Estate,
10-14, Pais Street, Byculla (W), Mumbai 400011