

WHEEL & AXLE TEXTILES LIMITED

Regd. Off. Dr. Amichand Shah's Wadi, Rampura Tunki, Surat 395 003

NOTICE is hereby given that the **TWENTY SEVENTH** ANNUAL GENERAL MEETING of the members of **Wheel & Axle Textiles Limited** will be held at the Registered office of the Company at Dr. Amichand Shah's Wadi, Rampura Tunki, Surat 395 003 on Saturday, August 18, 2012 at 12.00 noon. to transact the following business;

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet and Profit and Loss account for the year ended March 31, 2012 and the Reports of Auditors and Directors thereon.
2. To declare a dividend on the Equity shares of the Company
3. To appoint a Director in place of Shri Alok P. Shah who retires by rotation and being eligible offers himself for reappointment.
4. To re- appoint M/s Bipinchandra J. Modi & Co., Chartered Accountants, having ICAI firm registration no. **101521W** to hold office from the conclusion of the forthcoming Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

Notes

A member entitled to attend and vote is entitled to appoint a proxy and vote instead of himself and the proxy need not be a member of the company. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.

Place : Surat

By Order of the Board

Date : July 19, 2012

Suhail P. Shah

Director

WHEEL & AXLE TEXTILES LIMITED
Regd Off : Dr. Amichand Shah's Wadi, Rampura Tunki, Surat 395 003

DIRECTORS' REPORT

To
The Members of;
Wheel & Axle Textiles Limited

The Directors of your Company have pleasure in presenting the **TWENTY SEVENTH** Annual Report of the Company together with the audited accounts for the financial year ended on March 31st, 2012

1. FINANCIAL RESULTS

	2011-12 (Rs.)	2010-11 (Rs.)
Profit before Interest & Tax	(16,674)	(25,71,978)
Less : Interest	0	0
Provision for taxation	0	0
Provision for deferred tax	0	0
Net Profit	(16,674)	(25,71,978)
Add : Excess provision	0	70,464
Add : Prior year adjustments	0	0
Add : Balance brought forward	4,09,75,104	4,35,34,429
Profit available for appropriation	4,09,58,430	4,10,33,215
Appropriations		
Proposed Dividend	50,000	50,000
Tax on proposed dividend	8,112	8,112
General Reserve	0	0
Balance carried to Balance Sheet	4,09,00,318	4,09,75,104
Total	4,09,58,430	4,10,33,215

2. DIVIDEND

The Directors have recommending a dividend at the rate of 1% on the Equity Shares of the Company which will result in a net outflow of Rs.58,112/- including dividend tax of Rs. 8,112/-. The dividend, if approved by the members at the meeting, will be paid to such share holders whose names appear on the Register of Members on the date of the Annual General Meeting.

3. DEPOSITS

The Company has not accepted or renewed any deposits from the public during the year under review.

4. DETAILS OF EMPLOYEES UNDER SECTION 217(2A) AND 217 (1) (e) OF THE COMPANIES ACT, 1956

There are no employees drawing a salary of more than Rs. 5,00,000 per month, if employed for part of the year or more than Rs. 60,00,000 per annum if employed for the entire year, hence the details as required by Section 217(2A) of the Companies Act, 1956 are not furnished.

The Company has not carried on any manufacturing activity during the year, neither has it dealt with foreign exchange for the year under review and hence the particulars under Section 217(1)(e) read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are not furnished.

5. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217 (2AA) of the Companies Act, 1956, the Directors hereby confirm that:

- In preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanations relating to material departures;
- We have selected such accounting policies and 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 as at March 31, 2012 and of the profit of the Company for the year ended March 31, 2012
- We had 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
- We had prepared the annual accounts on a going concern basis.

6. DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and Company's Articles of Association, Mr. Alok P. Shah is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

7. AUDITORS

The term of the existing Statutory Auditors of the Company expires at the forthcoming Annual General Meeting. A certificate stating that the appointment as Statutory Auditors, if made, will be within the limits prescribed under Section 224(1B) has been received from Bipinchandra J. Modi & Co., Chartered Accountants, from the existing auditors. Members are requested to appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and also to fix their remuneration.

8. COMMENTS ON THE AUDITOR'S REPORT

The observations made in the Auditor's Report are self explanatory and do not call for any further comments.

9. COMPLIANCE CERTIFICATE

In terms of Section 383A(1) of the Companies Act, 1956, and Companies (Compliance Certificate) Rules, 2001 the certificate issued by a Company Secretary in Whole-time Practice certifying that the Company has complied with all the provisions of the Companies Act, 1956 is annexed to the Report.

10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE.

Prescribed information requiring compliance with the rules relating to conservation of energy and technology absorption and Foreign Exchange pertaining to Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 is not applicable.

Date : July 19th, 2012

For and on behalf of the Board

Place : Surat

Suhail P. Shah
Director