



**22nd Annual Report
2012-2013**

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CORPORATE INFORMATION

An ISO 14001:2004 Certified Company

An ISO 9001:2008 Certified Company

Board of Directors

1. Mr. Mukesh Ruia

Chairman & Managing Director
(Appointed as Chairman w.e.f. August 14, 2013)

2. Mr. Ramniranjan Ruia

Chairman (Non Executive)
(Resigned w.e.f. August 10, 2013)

3. Mr. Ravi Jogi

Additional Director
(Appointed w.e.f. August 10, 2013)

4. Mr. Sanjay Jogi

Additional Director
(Appointed w.e.f. September 3, 2013)

5. Mr. Rohit Chandgothia

Independent Director

6. Mr. Sushil Kumar Poddar

Independent Director

Chief Financial Officer

Mr. Shivratan Agarwal

Statutory Auditors

M/s. Singrodia Goyal & Co.
Chartered Accountants

Company Secretary & Compliance Officer

Mrs. Meena A. Agal

Bankers

State Bank of India
Axis Bank Ltd

Registered Office

Express Zone, 'A' Wing,
Unit No. 1102/1103, Patel Vatika,
Off. Western Express Highway,
Malad (East), Mumbai- 400 097,
Maharashtra, India.

Registrar & Transfer Agent

Sharex Dynamic (India) Pvt. Ltd.
off Unit-1, Luthra Industrial Premises,
1st Floor, 44E, M Vasanti Marg,
Andheri Kurla Road, Safed Pool,
Andheri (E), Mumbai -400 072

Plant Locations

Unit III

Plot no.185/1, Naroli Village,
Near Kanadi Phatak
Dadra & Nagar Haveli - 396 235
(Union Territory), India

Unit II

Plot no. 44 Government Industrial Estate,
Masat, Samarvani,
Dadra & Nagar Haveli – 396 230
(Union Territory), India

Unit I

Plot no. 20, Sheetal Industrial Estate,
Demeni Road, Dadra,
Dadra & Nagar Haveli – 396 191
(Union Territory), India

Important Communication to Members

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the 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 in full measure, 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 the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses to the Company or its Registrar and Share Transfer Agents (RTA).

CHAIRMAN & MANAGING DIRECTOR'S MESSAGE

Dear Fellow Shareowners,

Greetings!

First of all I, express my sincere gratitude and thanks to all the members of this Company for their whole hearted support and co-operations shown in me as well as this organization to achieve this growth and new heights passing the year.

Despite adverse market conditions and slow down in the economy during the current financial year your company has not only managed to continue the expansion of the manufacturing activities but has also achieved growth in sales and revenues of the Company.

Further it gives me great pleasure to announce that your Company has ended this financial year with a positive growth performance beating the expectations set at the beginning of the year.

Our **revenue** grew to Rs. 23979.74 Lacs in 2012-13 from the last year Rs. 21004.69 Lacs in 2011-12 which is 14.16% higher than the previous year.

Our **net profits** grew to Rs. 451.49 Lacs in 2012-13 from the last year Rs. 442.15 Lacs in 2011-12 which is 2.11% higher than the previous year.

The credit goes to all our team-mates, without whose efforts, consistent performance, passion and dedication could not have been possible. I would like to end our Financial year 2012-13 with a vote of thanks to our shareholders, valued customers and business associates for their unwavering support and trust shown in us as well as the Board of Directors and staff for their contribution and commitment.

With Best Wishes,
Sincerely,

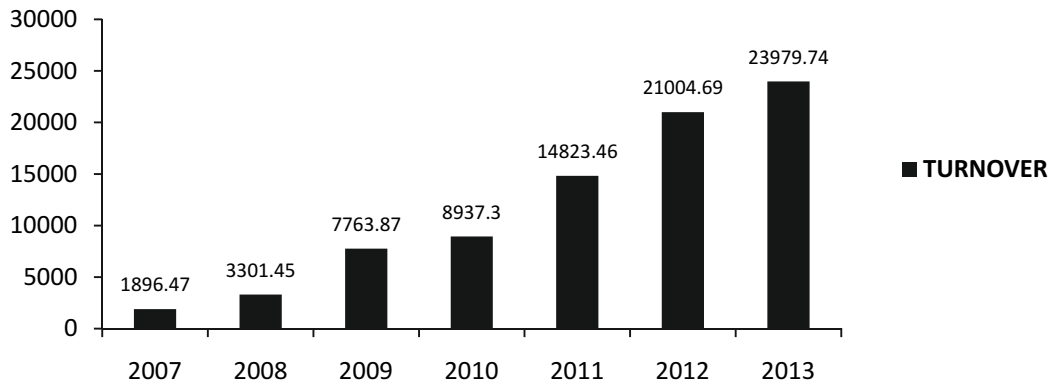
Sd/-

Mukesh Ruia
Chairman & Managing Director

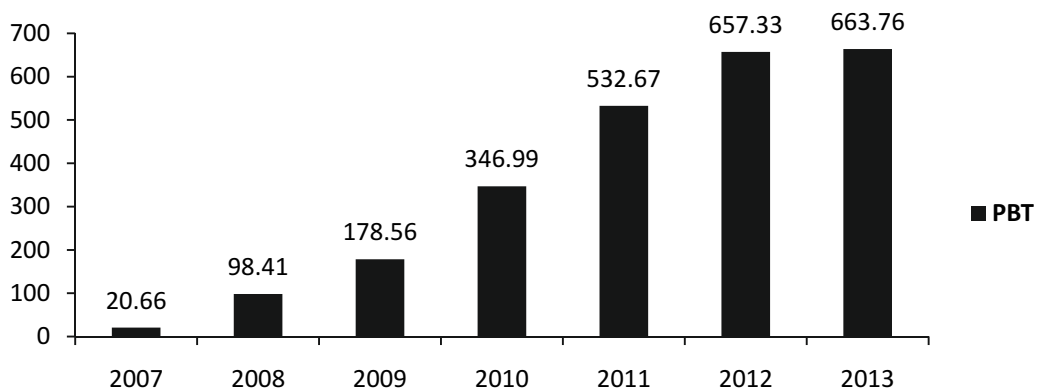


Performance at Glance

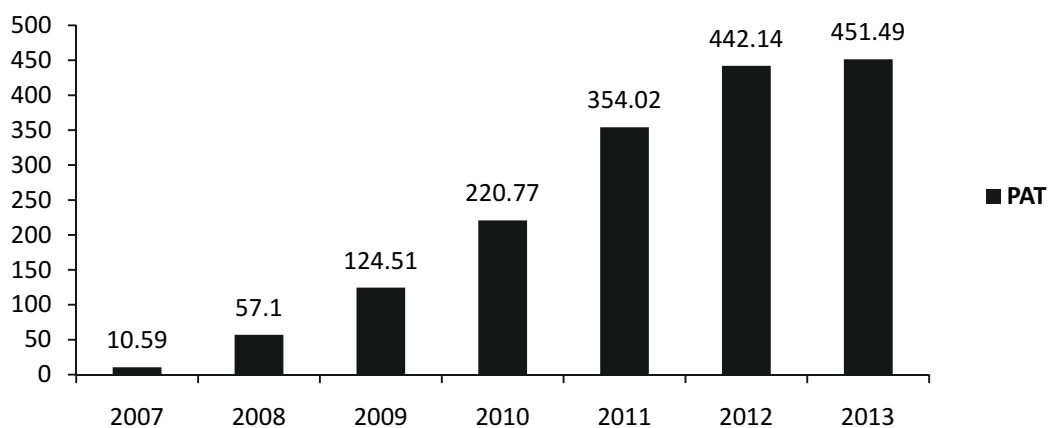
(Rs. in Lacs)



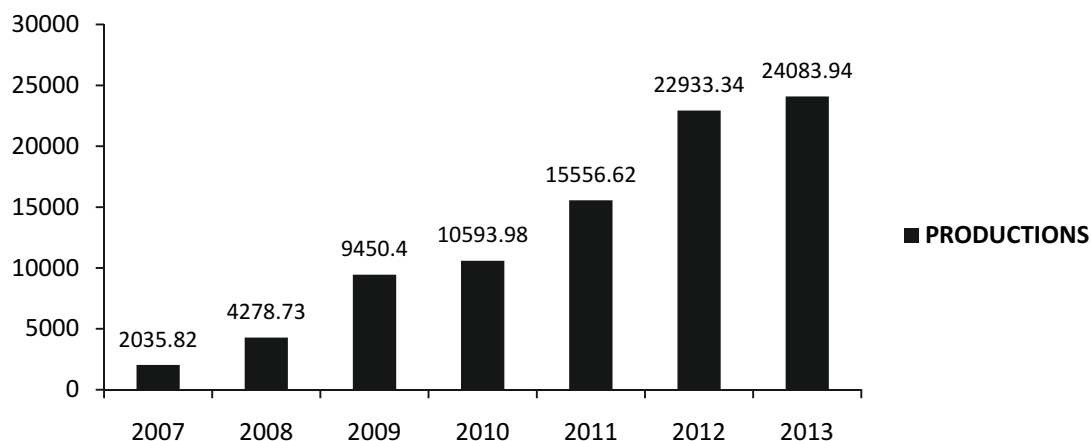
(Rs. in Lacs)



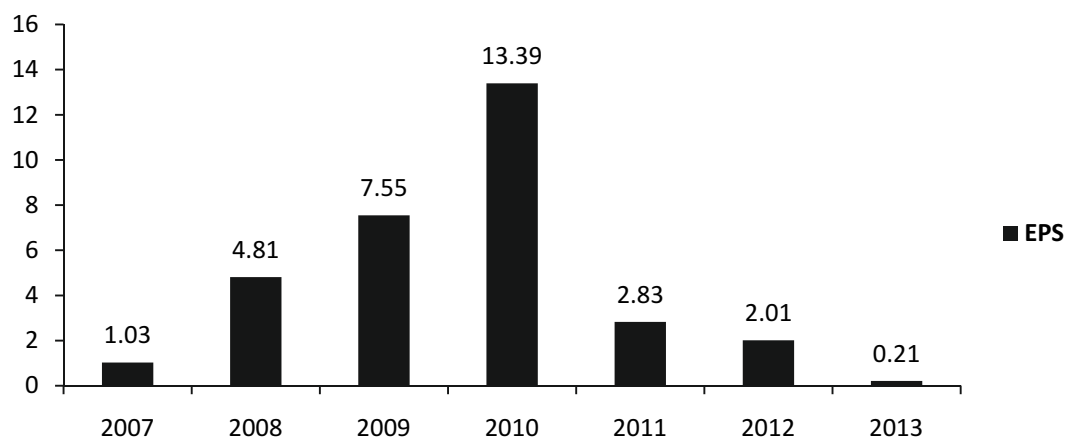
(Rs. in Lacs)



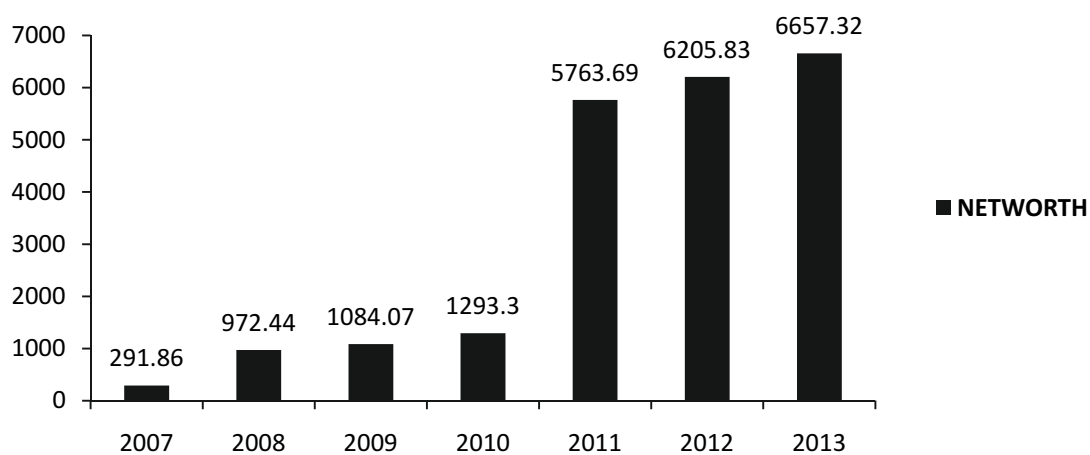
(QTY in MTS)



(Rs.)



(Rs. in Lacs)



NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the members of Shekhawati Poly-Yarn Limited will be held on Monday, 30th day of September, 2013 at 11.30 A.M. at the Lalit Restaurant Hall, Near Railway Station, Goregaon (West), Mumbai – 400062 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at March 31, 2013, and Profit and Loss Account for the year ended as on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rohit S. Chandgothia, who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3. To reappoint M/s. Singrodia Goyal & Co., Chartered Accountants having firm Registration No.112081W as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

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 provision of section 260 of the Companies Act, 1956, read with article no. 98 of the Article of Association of the Company, Mr Ravi Sanjay Jogi who was appointed as an Additional Director of the Company w.e.f. August 10 , 2013 by the Board of Directors of the Company, whose term of office expires at the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of directors by rotation”.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 198, 269, 309 and 310 and other applicable provisions, if any, of the Companies Act, 1956 read with schedule XIII as amended upto date and all guidelines for managerial remuneration issued by the Central Government from time to time and in accordance with the approval of the Remuneration Committee and the Board of Directors at their meeting held on September 3, 2013 and subject to the approval of the shareholders be and is hereby accorded to the appointment of Mr. Ravi Sanjay Jogi, as the Whole-Time Director of the Company under the designation Whole-Time Director for period of 5 years w.e.f. September 3, 2013 upon the terms and conditions, inclusive expressly the remuneration payable to him as Whole-time Director and the minimum remuneration payable to him in case of absence or inadequacy of profits in any year, set out in the Draft Agreement prepared in that behalf and submitted to this meeting and initialed by the Chairman for the purpose of identification and which draft agreement, the broad details of which are given in the Explanatory Statement in respect of this item of the Notice, is hereby specifically approved with liberty to the Board to vary or increase the terms & Conditions of the remuneration including salary, commission, perquisites, etc. and appointment and /or the Agreement in such manner as may be agreed to between the Board and Mr. Ravi Sanjay Jogi in the best interest of the Company within the limitations in that behalf as contained in Schedule XIII to the Act or any amendments thereof or otherwise as may be permissible at law and that the Agreement, when finalized be executed by the Company by affixing its common seal thereon in accordance with the relevant provisions contained in the Article of Association of the Company.”

“RESOLVED FURTHER THAT Mr. Mukesh Ruia, Managing Director be and is hereby severally authorised to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

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

“RESOLVED THAT pursuant to the provision of section 260 of the Companies Act, 1956, read with article no. 98 of the Article of Association of the Company, Mr Sanjay Jogi who was appointed as an Additional Director of the

Company w.e.f. September 3, 2013 by the Board of Directors of the Company, whose term of office expires at the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of directors by rotation”.

“RESOLVED FURTHER THAT Mr. Mukesh Ruia, Managing Director be and is hereby severally authorised to do all the acts, deeds and things which are necessary to give effect to the above said resolution.”

By Order of the Board
For Shekhawati Poly-Yarn Limited

Sd/-

Place: Mumbai
Date : September 3, 2013

Meena A. Agal
 Company Secretary & Compliance Officer

Registered Office:-

Express Zone, "A" Wing,
 Unit no.1102 & 1103,
 11th Floor, Patel Vatika,
 Off Western Express Highway,
 Malad (East), Mumbai- 400 097
 Maharashtra, India

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND SUCH 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 COMMENCEMENT OF THE MEETING.**
2. The Share Transfer Books and Register of members of the Company will remain closed from Monday, September 23, 2013 to Monday, September 30, 2013 (both days inclusive).
3. Members are requested to:
 - i) Intimate immediately any change in their address to Company's Registrar and Share Transfer Agents M/s Sharex Dynamic (India) Private Limited, Unit No.1 Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai-400 072 Tel. 022-2851 5644 Fax No. 022-28512855. Members holding shares in the electronic form are advised to inform change in address directly to their respectively depository participants.
 - ii) Quote their Folio No./Client ID No. in their correspondence with the Company/Registrar and Share Transfer Agents.
 - iii) Send their queries at least 10 days in advance so that the required information can be made available at the meeting.
 - iv) Bring their copies of Annual Report and Attendance slip with them at the meeting.
 - v) Intimate Registrar and Share Transfer Agent M/s Sharex Dynamic (India) Private Limited for consolidation of their folios, in case they are having more than one folio.

4. Green Initiative for Paperless Communication:

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliance through electronic mode. In accordance with recent circular bearing no.17/2011 dated April 21, 2011 issued by the Ministry of Corporate Affairs(MCA), Companies can now send various notices/documents to their shareholders through electronic mode to the registered E-mail address of the shareholders.

This is a golden opportunity for every members of the Company to contribute to the Corporate Social Responsibility initiative of the Company.

As per the said MCA circulars, the Company is attached herewith E-communication Registration form/letter to Equity shareholders for providing advance opportunity to register their e-mail with the Company or Depository Participant and changes therein from time to time.

EXPLANATORY STATEMENT (PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956)

Item 4

Mr. Ravi Sanjay Jogi was appointed as an Additional Director of the Company w.e.f. August 10, 2013 pursuant to the section 260 and article no. 98 of the Article of Association of the Company shall hold office only upto the date of ensuing Annual General Meeting . The Company has received a notice in writing under section 257 of the Companies Act, 1956 from members along with a deposit of Rs. 500/- each proposing candidature of Mr. Ravi Sanjay Jogi for the office of Director at the ensuing Annual General Meeting.

Mr. Ravi Sanjay Jogi was appointed as the Whole-time Director of the Company for a period of 5 (Five years) w.e.f September 3, 2013 mainly to manage and control the functions of Company under the superintendence, control and directions of the Board of Directors ('the Board') of the Company . His appointment and remuneration as Whole-Time Director is subject to approval at the ensuing Annual General Meeting of the company.

The terms and conditions of the appointment of Mr. Ravi Sanjay Jogi as the Company's Whole-Time Director are embodied in the draft Agreement ('the Agreement') entered into between the Company and Mr. Ravi Sanjay Jogi and same was approved by Remuneration Committee and Board of Directors. The material terms of which may be summarized as follow :

1. Terms of Office of Mr. Ravi Sanjay Jogi as the Whole-Time Director of the Company for a period of 5 (Five) years w.e.f . September 3, 2013 and appointment of Mr. Ravi Sanjay Jogi shall be subject to retirement by rotation.
2. Mr. Ravi Sanjay Jogi shall subject to the superintendence, control and directions of the Board of Directors of the Company shall perform the duties and exercise the powers referable or in relations thereto and shall also perform such other duties and exercise such further powers as may from time to time be entrusted to or conferred upon him by the board either alone or jointly with any other person or persons as the Board shall determine and shall devote the whole of his time and attention to the business and affairs of the Company and shall to the best of his skill and ability serve and promote the interests of the Company. In consideration of his services as the Company's Whole-Time Director, Mr. Ravi Sanjay Jogi shall be entitled to received the following remuneration from the Company. The remuneration will comprise of Salary, commission, perquisites, other benefits & allowances as mentioned below :

Remuneration : Not to exceed Rs. 1,00,000/- p.m. (Rupees One Lac Only) & the Board of Directors be and is hereby authorised to vary or increase the remuneration from time to time within the limits of Schedule XIII of the Companies Act, 1956.

3. In the event of absence or inadequacy of profits of the Company in any Financial year during the term of Mr. Ravi Sanjay Jogi appointment hereunder, (a) subject to the approval of Central Government the remuneration payable to him shall not be reduced and (b) if the approval of Central Government as stated in (a) is not received, the remuneration payable to Mr. Ravi Sanjay Jogi shall be the maximum amount permitted as per Schedule XIII of the Companies Act, 1956.