

## **Notice**

Notice is hereby given that 43<sup>rd</sup> Annual General Meeting of the members of Swadeshi Polytex Limited will be held at the Registered Office of the Company at New Kavi Nagar, Industrial Area, Ghaziabad - 201002 (Uttar Pradesh) on 19<sup>th</sup> September, 2013 at 12.30 P.M to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2013 and the Statement of Profit and Loss Account of the Company ended as on that date and the Report of the Directors' and Auditors' thereon.
2. To appoint a Director in Place of Shri R.K. Sharma, who retires by rotation and being eligible, offers himself for re- appointment.
3. To appoint a Director in place of Shri P.C. Vaish, who retires by rotation and being eligible, offers himself for re- appointment.
4. To appoint a Director in place of Shri Bipin Behari Mehrotra, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration and for that purpose to pass the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to section 224A and other applicable provisions of the Companies Act 1956, if any, M/s SANMARKS & ASSOCIATES, Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General meeting to the conclusion of the next Annual General Meeting of the Company and the Board of Directors/Audit Committee be authorized to fix their remuneration".

By order of the Board  
For **Swadeshi Polytex Limited**

Sd/-  
**(B.MEHROTRA)**  
Director

Place : New Delhi  
Dated : 5<sup>th</sup> August, 2013

### **NOTES:**

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend on his behalf and on a poll to vote on his behalf and that the proxy need not be a member of the Company. Proxies in order to be effective must be signed, stamped and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. Blank proxy form is annexed hereto.
2. In case of joint holding, only that joint holder who is highest in order of the names as per Company's record shall be entitled to vote.
3. The register of members and share transfer books of the Company will remain closed from 16<sup>th</sup> September, 2013 to 19<sup>th</sup> September, 2013. (Both days inclusive).
4. Members desiring any information as regards the Accounts are requested to write to the Company at an early date, so as to enable the management to keep the information ready at the meeting.
5. Pursuant to Section 109A of the Companies Act, 1956, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their request in Form No 2B in duplicate (which will be made available on request) to the R&T Agent.

## Swadeshi Polytex Limited

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6. Members are requested to bring their attendance slip along with Copy of the Report and Accounts to the Annual Genral Meeting.
7. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed Companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company.
8. Members are requested to visit the website of the Company <http://www.splindia.co.in> for viewing the quarterly and annual financial results and for more information on the Company.
9. RCMC is the Registrar & Share Transfer Agent (R&T Agent) of the Company. All investor related communication may be addressed to the RCMC at the following address:  
  
RCMC Share Registrar Private Limited  
B-106, Sector-2, Noida-201301
10. Members are requested to demat their shares at the earliest.

By order of the Board  
For **Swadeshi Polytex Limited**

Sd/-  
**(B.MEHROTRA)**  
Director

Place : New Delhi  
Dated : 5<sup>th</sup> August, 2013

### ANNEXURE TO THE NOTICE DATED 5<sup>TH</sup> AUGUST, 2013

#### Details of Directors' seeking reappointment at the forthcoming Annual General Meeting.

<b>Name of the Director</b>	<b>Shri R.K. Sharma</b>
Date of appointment	26/02/2004
Brief Resume and nature of expertise in functional area	B.Tech from IIT Delhi
Directorship held in other public companies (excluding foreign and private companies)	<ul style="list-style-type: none"><li>• Eskay Apparel Parks Limited.</li><li>• Jay Bharat Apparels Limited.</li><li>• KSL Apparels Limited.</li><li>• National Textile Corpn Limited.</li><li>• Aurangabad Textiles and Apparel Parks Limited.</li><li>• Apollo Design Apparel Parks Limited.</li><li>• New City of Bombay MFG. Mills Limited.</li><li>• India United Textile Mill Limited.</li><li>• Goldmohur Design and Apparel park Limited.</li></ul>
Membership/Chairman/of committees of other public companies (includes only audit committee and shareholders'/Investor Grievance Committee	National Textile Corpn Limited.
Number of shares held in the Company	NIL

**ANNEXURE TO THE NOTICE DATED 5<sup>TH</sup> AUGUST, 2013**

**Details of Directors' seeking reappointment at the forthcoming Annual General Meeting.**

**(Pursuant to clause 49 of the Listing Agreement)**

<b>Name of the Director</b>	<b>Shri P.C. Vaish</b>
Date of appointment	01/07/2012
Brief Resume and nature of expertise in functional area	Chartered Accountant
Directorship held in other public companies (excluding foreign and private companies)	<ul style="list-style-type: none"> <li>• National Textile Corpn Limited.</li> <li>• Aurangabad Textiles and Apparel Parks Limited.</li> <li>• Goldmohur Design and Apparel Park Limited.</li> <li>• India United Textile Mill Limited.</li> <li>• New City of Bombay Mfg. Limited.</li> <li>• Appollo Design Apparel Parks Limited.</li> <li>• British India Corporation Limited (BIC Limited)</li> </ul>
Membership/Chairman/of committees of other public companies (includes only audit committee and shareholders'/Investor Grievance Committee	<b>Chairman, Audit Committee</b> <ul style="list-style-type: none"> <li>• Aurangabad Textiles and Apparel Parks Limited</li> <li>• Goldmohur Design and Apparel Park Limited</li> <li>• India United Textile Mill Limited</li> <li>• New City of Bombay Mfg. Mills Limited</li> <li>• Apollo Design Apparel Parks Limited</li> <li>• British India Corporation Limited (BIC Limited)</li> </ul>
Number of shares held in the Company	NIL

**ANNEXURE TO THE NOTICE DATED 5<sup>TH</sup> AUGUST, 2013****Details of Directors' seeking reappointment at the forthcoming Annual General Meeting.****(Pursuant to clause 49 of the Listing Agreement)**

<b>Name of the Director</b>	<b>Shri Bipin Behari Mehrotra</b>
Date of appointment	26/08/2010
Brief Resume and nature of expertise in functional area	<p>1. Qualification –B.Com and M.S.W. Specialization in Industrial Relations &amp; Personnel Management.</p> <p>2. Experience</p> <p><b>1960-1967</b></p> <ul style="list-style-type: none"> <li>• HR Head Mcleod &amp; Co. Calcutta.</li> </ul> <p><b>1967-1994</b></p> <ul style="list-style-type: none"> <li>• GM HR- (Northern Region) Macneill &amp; Magor Ltd.Calcutta/Delhi</li> </ul> <p><b>1994-2002</b></p> <ul style="list-style-type: none"> <li>• HR Consultant/GM in Paharpur CoolingTowers Ltd. Sahibabad/ New Delhi.</li> </ul> <p><b>2002- till date</b></p> <ul style="list-style-type: none"> <li>• Executive Director/Director, Swadeshi Polytex Ltd. Ghaziabad.</li> </ul>
Directorship held in other public companies (excluding foreign and private companies)	NIL
Membership/Chairman/of committees of other public companies (includes only audit committee and shareholders'/Investor Grievance Committee	NIL
Number of shares held in the Company	250 Shares

## **DIRECTORS' REPORT**

Dear Members,

Your Directors have pleasure in presenting the 43<sup>rd</sup> Annual Report along with Audited Accounts and annexure attached thereto for the year ended 31<sup>st</sup> March, 2013.

### **HIGHLIGHTS**

The factory of the Company located at Ghaziabad is closed since 1998. Since there were no production activities during the year, the Company has not made any manufacturing profit during the year.

The Company continued with the business i.e. trading of textiles during the year.

The Company has entered into the Real Estate sector in the last year. The Company has got the approval of sub division of the plot of the existing land of the Company and in the process of the selling the plot of the Company. Your directors are hopeful of achieving better results in the current financial year.

### **FINANCIAL REPORT**

The Financial Results of the Company for the year 2012-2013 are summarized below:

<b>Particulars</b>	<b>Year Ended on 31.03.2013 ( ` )</b>	<b>Year Ended on 31.03.2012 ( ` )</b>
Total Income	<b>142,945,847</b>	55,452,719
Total Expenditure	<b>144,672,315</b>	202,796,901
Loss before exceptional items and tax	<b>(1,726,469)</b>	(147,344,182)
Deferred Tax Assets /current tax/income tax provision	<b>(15,254,213)</b>	84,210,640
Profit from period from continuing operation.	<b>13,527,744</b>	(63,133,542)
Profit from Discontinuing operation.	-	28,075,465
Profit after tax	<b>13,527,744</b>	(35,058,077)
Balance in Profit & Loss Account brought forward from last Year	<b>(724,727,895)</b>	(689,669,818)
Balances Carried forward to Balance Sheet	<b>(711,200,151)</b>	(724,727,895)

### **DIVIDEND**

Your Directors do not recommend any dividend for the year under review due to accumulated losses in the Company.

### **PARTICULARS OF EMPLOYEES**

There are no employees who are in receipt of remuneration for which particulars are required to be disclosed as required under section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGOING

In the absence of any manufacturing activities during the year under review, no steps were required to be taken for conservation of energy, technology absorption and research & development and as such the information relating thereto may be taken as nil. There were no foreign exchange earnings and outgo during the year under review.

## DIRECTORS

Mr. R.K. Sharma, Mr. P.C. Vaish and Mr. Bipin Behari Mehrotra retire by rotation and being eligible, have offered themselves for re-appointment.

## LISTING OF SHARES

The Bombay Stock Exchange had revoked the suspension of the Companies equity shares listed at their exchange. Now the Companies shares have started trading in Bombay Stock Exchange. The depositories for the Company's shares are NSDL & CDSL. The listing fee of Mumbai Stock Exchange has also been paid by the Company till 2013-2014. The Bangalore Stock Exchange has also delisted the Companies equity shares from their exchange on request of the Company. The Company requested the other regional Stock exchanges to delist the Companies shares as the shares of the Company are listed with the national wide Exchange i.e Bombay Stock Exchange.

## AUDITORS

M/s SANMARKS & ASSOCIATES, Chartered Accountants, the Statutory Auditors of the Company retires at the forthcoming Annual General Meeting. A letter has been received from M/s SANMARKS & ASSOCIATES, Chartered Accountants confirming that their appointment, if made, will be in conformity with the provisions of Section 224 (1-B) of the Companies Act, 1956. As per section 224A of the Companies Act 1956, members are requested to pass the special resolution.

## COMMENTS ON AUDITORS' REPORT

The management view on the auditors Comments are as follow.

Sl. No.	AUDITORS COMMENTS	MANAGEMENT VIEW
1	The TDS on contract payments of ` 1,25,341/- remaining outstanding for more than six months as at 31 <sup>st</sup> March, 2013 from the date it was payable.	The TDS is now settled and there is no outstanding as of now.
2	In respect of secured loan, the principal amount of ` 2363.21 lacs and interest of ` 82.99 lacs is overdue for payment.	The matter is under discussion and the Company is confident of settling the dues in the current year from the monetization of its real estate assets.

## AUDIT COMMITTEE

The Audit Committee held four (4) meetings during the year. The Members of the Audit Committee are:-

- Mr. Naveen Aggarwal - Chairman
- Mr. B. Mehrotra - Member
- Mr. N.K. Gupta - Member
- Mr. P.C. Vaish - Member

Mr. Naveen Aggarwal, Chairman of the Committee has adequate financial and accounting knowledge. Internal Auditor and the Statutory Auditors of the Company are permanent invitees to the meetings of the Audit Committee.

## **PUBLIC DEPOSITS**

During the year under review, Your Company has not accepted any deposits in terms of section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposit) Rules, 1975, and also no amount was outstanding on account of principal or interest thereon, as on the date of the Balance Sheet.

## **CORPORATE GOVERNANCE**

The report on Corporate Governance and the certificate from the Company Secretary in Practice regarding compliance with the conditions of Corporate Governance have been furnished in the Annual Report and forms part of the Annual Report.

## **COMPLIANCE CERTIFICATE**

N.K. Rastogi & Associates, Company Secretaries, has given the compliance certificate as required under section 383 A of the Companies Act, 1956. The Copy of the same is enclosed and form part of this report.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

(As per section 217 (2AA) of the Companies Act, 1956)

The Directors hereby confirm:

- i) That in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanations relating to material departures;
- ii) 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 at the end of the financial year and of Profit/loss of the Company for that period.
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Directors have prepared the Annual Accounts on a going concern basis.

## **ACKNOWLEDGEMENT**

Your Directors wish to convey their sincere thanks to all the shareholders for the trust they have reposed in the Company and its board.

For and on behalf of the Board  
**FOR SWADESHI POLYTEX LIMITED**

Place : New Delhi  
Date : 5<sup>th</sup> August 2013

Sd/-  
**(R.K.SHARMA)**  
Director

Sd/-  
**(B.MEHROTRA)**  
Director

**COMPLIANCE CERTIFICATE**

Registration No of the Company: L25209UP1970PLC003320

Nominal Capital: ` 250, 000,000/-(Rupees Twenty Five Crores only)

To,  
The Members  
M/s Swadeshi Polytex Limited  
New Kavi Nagar, Industrial Area  
Ghaziabad

We have examined the registers, records, books and papers of M/s Swadeshi Polytex Limited as required to be maintained under the Companies Act, 1956 (The Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31<sup>st</sup> March, 2013. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate ,as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company being Public Limited Company has the minimum prescribed paid-up capital and comments with reference to maximum no. of members are not required.
4. The Board of Directors duly met 4 (Four) times on 21<sup>st</sup> May 2012, 09<sup>th</sup> August 2012, 27<sup>th</sup> October 2012, and 14<sup>th</sup> February 2013 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members from 15<sup>th</sup> September, 2012 to 21<sup>st</sup> September, 2012 and necessary compliance of section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31<sup>st</sup> March, 2012 was held on 21<sup>st</sup> September, 2012 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its directors or persons or firms or Companies referred to under section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of section 297 of the Act.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Governments.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company has:
  - (i) Not allotted any securities during the year and the Company delivered all the certificates on lodgment for transfer /transmission or any other purpose in accordance with the provisions of the Act.
  - (ii) Not deposited any amount of dividend in a separate bank account as no dividend was declared during the financial year.
  - (iii) Not required to post warrants to any members of the Company as no dividend was declared during the financial year.



- (iv) There was no unpaid dividend account, application money due for refund etc. that have remained unclaimed or unpaid for a period of seven years.
- (v) Duly complied with the requirements of section 217 of the Act.
- 14. The Board of Directors of the Company is duly constituted and the appointments of directors, additional directors, alternate directors and directors to fill casual vacancy have been duly made.
- 15. The Company has not appointed any Managing Director/ Whole time Director/Manager during the financial year.
- 16. The Company has not appointed any sole-selling agents during the financial year.
- 17. The Company was not required to obtain any approvals of the Central Government, Company law Board, Regional Director, Registrar and / or such other authorities as prescribed under the various provision of the Act during the year.
- 18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
- 19. The Company has not issued any shares, debentures or other securities during the financial year.
- 20. The Company has not bought back any shares during the financial year.
- 21. There was no redemption of preference shares/debentures during the financial year.
- 22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
- 23. The Company has not invited /accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
- 24. The Company has not made any borrowings during the financial year.
- 25. The Company has not made any loan or advances or given guarantees or provide securities to other bodies corporate and consequently no entries have been made in the registers kept for this purpose.
- 26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
- 27. The Company has not altered the provisions of the memorandum with respect to the objects of the Company during the year under scrutiny.
- 28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
- 29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
- 30. The Company has altered its Articles of Association after obtaining approval of members in the general meeting held on 21<sup>st</sup> September, 2012 and the amendments to the Articles of Association have been duly filed with the Registrar of Companies.
- 31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment imposed on the Company during the financial year for offences under the act.
- 32. The Company has not received any money as security from its employees during the financial year.
- 33. The Company has not deducted any contribution towards provident fund during the financial year, as the same is not required under the Act.

SIGNATURE

: Sd/-

NAME OF THE COMPANY SECRETARY

Naveen Kumar Rastogi

C.P.NO.

: 3785

Place : DELHI

Dated : 3<sup>rd</sup> August, 2013

**ANNEXURE -A**

<b>S.No.</b>	<b>Name of the Register as Maintained by Company</b>	<b>Section under which register is maintained</b>
1.	Minutes of Board And General Meeting	U/S 193 of the Companies Act, 1956
2.	Member Register	U/S 150 of the Companies Act, 1956
3.	Share Transfer Register	U/S 108 of the Companies Act, 1956
4.	Register of Particulars of Directors	U/S 303 of the Companies Act, 1956
5.	Directors Shareholdings	U/S 307 of the Companies Act, 1956
6.	Register of Charges	U/S 143 of the Companies Act, 1956
7.	Register and Return	U/S 163 of the Companies Act, 1956
8.	Book of Accounts	U/S 209 of the Companies Act, 1956
9.	Register of Contract	U/S 301 of the Companies Act, 1956

**ANNEXURE –B**

Forms and returns as filed by the Company with the Register of Companies, Regional Directors, Central Government or other authorities during the financial year 2012-2013 :

<b>FORM NO./RETURN</b>	<b>FILED U/S</b>	<b>DATE OF FILING</b>	<b>PARTICULARS</b>	<b>WHETHER FILED WITHIN TIME (YES/NO)</b>
Balance Sheet & Profit & Loss Account (Form 23 AC & 23 ACA)	220	14.01.2013	Year ended on 31.03.2012	YES
Annual Return (Form 20 B )	159(1)	17.12.2012	For AGM held on 21.09.2012	NO
Compliance Certificate (Form 66)	383 A	28.09.2012	Year ended on 31.03.2012	YES
Form 32	303(2)	16.11.2012	For Appointment & Cessation of Director.	NO
Form 23	192	18.12.2012	For registration of Special Resolution.	NO