

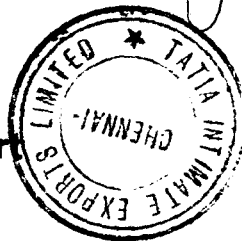
# **TATIA INTIMATE EXPORTS LIMITED**

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For TATIA INTIMATE EXPORTS LTD

  
Managing Director.

**Annual Report**  
**2003 - 2004**



**TATIA INTIMATE EXPORTS LIMITED****BOARD OF DIRECTORS**

<i>Chairman</i>	Shri S.PANNALAL TATIA
<i>Managing Director</i>	Shri. E. SUBBARAYAN,
<i>Director</i>	Shri. ARUN KUMAR BAFNA Shri. P. KAMLESH
<i>Auditors</i>	M/s. K. Subramanyam & Co., Chartered Accountants No. 252 , Mugappair Eri East, Third Main Road, Chennai – 58.
<i>Registered Office</i>	No.81 – B Second Main Road, Ambattur Industrial Estate, Chennai – 600 058.
<i>Bankers</i>	State Bank of Travancore Industrial Finance Branch, Chennai-10
Share Transfer Agents ( For Demat Mode)	M/s.Cameo Corporate Service Ltd., No.1 Club House Road, Subramaniyam Building, Chennai - 2.
Share Transfer System ( for Physical Mode)	Inhouse

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**TATIA INTIMATE EXPORTS LIMITED****NOTICE FOR THE TENTH ANNUAL GENERAL MEETING**As at  
31.03.2004  
Rs.As at  
31.03.2003  
Rs.**C. CASH FLOW FROM FINANCE ACTIVITIES (C)**

Notice is hereby given that the Tenth Annual General Meeting of the Company will be held on Thursday the 30th day of September, 2004 (30-09-04) at S. P. KALYANA, MANDAPAM, New 69, 239 A

Cash & Cash Equivalents as on 31.03.2003 3554 6220

M.T.H. Road, Ambattur, Chennai - 600 053 at 09.45 AM for the transaction of the following business. 1006106 1666

**Ordinary Business** in Cash Balances

1006106

-1666

1. To elect, Consider and adopt the Audited Profit & Loss Account, and Balance Sheet of the Company for the period ended 31<sup>st</sup> March 2004 along with the Reports of the Board of Directors

As per my report on even date

For and on behalf of the board

For K. Subramanyam &amp; Co. Chartered Accountants thereon.

**CHARTERED ACCOUNTANTS**

2. To select a Director in place of Sri P. Kamlesh, who sd/-

K. SUBRAMANYAM & Co. Chartered Accountants offers him for appointment. Chairman Managing Director

3. To consider and if thought fit, to pass the following resolution

DATE: 30.06.2004 without modifications as an ordinary Resolutions.

**AUDITORS CERTIFICATE**

"RESOLVED THAT pursuant to Section 224 and other applicable provisions of the Companies Act, 1956, M/s. K. SUBRAMANYAM & Co. Chartered Accountants, Chennai, for the year ended 30.06.2004, have been appointed as Auditors of the Company, to hold office from the conclusion of the Tenth Annual General Meeting till the conclusion of the next Annual General Meeting upon such remuneration, terms and conditions as may be agreed to between the Board of Directors and M/s. K. Subramanyam & Co. Chartered Accountants."

By order of the Board  
For K. Subramanyam & co.,

PLACE : CHENNAI -58

DATE : 30.06.2004

Date : 30th June 2004

Place : Chennai - 600 058

For TATIA INTIMATE EXPORTS LIMITED

sd/-

S. PANNALAL TAITA  
K. SUBRAMANYAM  
Chairman  
PROPERTIOR

## TATIA INTIMATE EXPORTS LIMITED

### REPORT OF THE BOARD OF DIRECTORS TO THE MEMBERS OF TATIA INTIMATE EXPORTS LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2004.

Esteemed Shareholders,

Your Directors have great pleasure in presenting the 10th Annual Report together with the Audited Financial Accounts of the Company for the year ended 31<sup>st</sup> March 2004.

#### A REVIEW OF THE COMPANY'S PERFORMANCE DURING THE YEAR ENDED 31.03.2004

During the year, the Company had incurred a net loss of Rs.27.25 lakhs from its business activities, as compared to last year's net loss of Rs.19.45 lakhs.

FINANCIAL PERFORMANCE	31.03.2004 (Rs.in Lacs)	31.03.2003 (Rs.in Lacs)
Income from operation	0.01	9.90
Total Expenditure	15.36	15.64
Interest	---	---
Depreciation	11.90	13.71
Profit / - Loss before Taxation	-27.25	-19.45
Provision for Taxation	---	---
Profit After Taxation	-27.25	-19.45
Net Profit / -Loss	-27.25	-19.45
Reserves	15.93	43.19

#### LISTING

The equity shares of the Company are listed at Chennai & Mumbai Stock Exchange and the Company is arranging for the payment of listing fees to the stock exchanges.

## **TATIA INTIMATE EXPORTS LIMITED**

### **CORPORATE GOVERNANCE**

Your Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under the Listing agreement of the Stock Exchange are complied with.

A separate report on Corporate Governance is attached as Annexure - I to this report, along with the Auditor's Certificate on the compliance as Annexure -II.

### **DIVIDEND**

In view of losses sustained by the Company your Directors express their inability to recommend any dividends for the financial year.

### **FUTURE PROSPECTS**

As you are aware that the textile industry is continuously facing tough time due to various factors which has affected the Company's business prospects. Yours directors are hopeful of reviving the business during the current year in view of the quota free trade from January 2005.

### **DIRECTOR**

Sri. P. Kamlesh Director retire at the ensuing Annual General Meeting and he had expressed his willingness to offer himself for reappointment.

## **TATIA INTIMATE EXPORTS LIMITED**

### **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the provisions of sub – section (2AA) of Section 217 of the Companies Act, 1956, with respect to Directors' responsibility statement, it is hereby confirmed :

- i. That in the preparation of Annual Accounts for the financial year ended 31st March 2004, the applicable Accounting Standards have been followed along with proper explanations relating to material departures.
- ii. That the Directors had selected such accounting policies and applied them consistently and made Judgements and estimates that are reasonable and prudent so as to give a true and fair view of the statement of affairs of the Company at the end of the financial year as on 31<sup>st</sup> March 2004 and 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 Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
- iv. That the Directors had prepared the annual accounts on a going concern basis.

### **AUDITORS**

M/S. K. Subramanyam & Co, Chartered Accountants retire at the conclusion of the forth coming Annual General Meeting, being eligible, offer themselves for re – appointment.

## **TATIA INTIMATE EXPORTS LIMITED**

### **PUBLIC DEPOSIT**

The Company has not accepted any Deposit from the public during the year under review.

### **PARTICULARS OF EMPLOYEES**

During the year under review, no employee was in receipt of remuneration in excess of limits laid down in Section 217 (2A) of the Companies Act, 1956. Hence information required to be given under the said section read with Companies (Particular of Employees) Rule 1975 as amended has not been provided in this report.

### **STATUTORY INFORMATION**

Prescribed information regarding compliance of rules relating to conservation of energy and technology absorption are not applicable as there was no production during the year under review. There were no foreign exchange earnings and outgo during the year.

### **EXPLANATION TO AUDIT OBSERVATIONS**

The explanations of the board with regard to the audit observations are given below :

1. The Company has agreed to pay the Income Tax arrears in instalments.
2. The Company is negotiating with State Bank of Travancore for the one time settlement and repayment of dues of Rs.2,92,88,590/-

### **ACKNOWLEDGEMENTS.**

We would like to express our gratitude to the various Statutory Authorities, Banker, Business Associates and shareholders for their continued Support and assistance during the period.

For and on behalf of the Board,

For TATIA INTIMATE EXPORTS LIMITED

Sd/-

S. PANNALAL TATIA

Chairman

Date : 30th June 2004

Place : Chennai – 600 058

## **TATIA INTIMATE EXPORTS LIMITED**

### **ANNEXURE - I REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR 2003- 2004**

(Pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges)

#### **A. MANDATORY REQUIREMENTS**

##### **1. CORPORATE GOVERNANCE**

Your Company firmly believes in transparency, professionalism and accountability in its dealings and lays emphasis on integrity and compliance of regulatory provisions and has constantly endeavoured to practice good Corporate Governance. The above policies adopted by the Company recognize the accountability of the Board and assist its top management in the efficient conduct of the business of the Company and at the same time in meeting its social obligations.

The Company has taken a series of steps to put in place appropriate Corporate Governance Policies for your Company and to comply with many of the regulations framed in this regard by the Securities and Exchange Board of India.

##### **2. BOARD OF DIRECTORS**

The Board comprises a Chairman, a Managing Director and two Non-Executive independent Directors. The Board has a Non- Executive Director as Chairman and half of the Board comprises of Independent Directors.

The details of composition, status, attendance at the Board Meetings and the last Annual General Meeting (AGM), outside Directorship and other Board Committees as at 31st March, 2004 is as under :-



**TATIA INTIMATE EXPORTS LIMITED**

Name of The Directors	Category of Directorship	No. of Board Meeting Attended	Attendance at the last AGM	No. of Other Directorship *
Sri S. Pannalal Tatia	Chairman (Non-Executive)	5	Yes	2
Sri E. Subbarayan	Managing Director (Executive)	5	Yes	2
Sri P. Kamlesh	Director (Non-Executive & Independent)	5	Yes	---
Sri Arun Kumar Bafna	Director (Non-Executive & Independent)	5	Yes	---

\* Excluding Directorships held in Private Companies.

**MEETINGS AND ATTENDANCE RECORDS OF EACH DIRECTOR :**

The Board met five times with full quorum during the year on 31st May 2003, 31st July 2003, 29th September 2003, 31st October 2003 and 31st January 2004 . All the Directors have attended the Annual General Meeting held on 29th September 2003.

**BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT.**

1. Name of the Director : Mr. P. Kamlesh.
2. Age (years) : 25 Yrs.
3. Date of Appointment : 23.03.2002
4. Experience in specific Area : Accounts & Finance
5. Qualification : B.Com.
6. List of outside Directorship held : Private - NIL Public - NIL
7. Chairman / Member of the Committee of the Board of Directors of the company : Chairman - Audit Committee  
Member - Share Transfer Committee
8. Chairman / Member of the Committee of the Directors of other Company : NIL

**TATIA INTIMATE EXPORTS LIMITED****AUDIT COMMITTEE**

**Terms of Reference :** The audit committee was constituted to oversee the Company's financial reporting process, to recommend appointment of Auditors and fixing of audit fees, to discuss with Auditors about internal control systems, to review internal audit report periodically, to review quarterly, half – yearly and annual financial results and to guide and advise the Board on specific issue/transactions of the Company.

The Committee met four times during the year on 31<sup>st</sup> May 2003, 31<sup>st</sup> July 2003, 31<sup>st</sup> October 2003 and 31<sup>st</sup> January 2004 .

Members of the Committee and number of the Committee Meetings attended by each Member for the financial year 2003-2004

Sl. No.	Name	Designation	No. of Meeting Attended
1.	Shri S.Pannalal Tatia	Member	4
2.	Shri. Arun Kumar Bafna	Member	4
3.	Shri. P. Kamlesh	Chairman	4

The Audit Committee is constituted with three member Viz., Sri S.Pannalal Tatia and Shri Arun Kumar Bafna as members of the committee. Sri. P. Kamlesh (Independent) as chairman of the Committee.

**SHARE TRANSFER COMMITTEE**

The Committee approves/rejects transfers/transmission of shares of the Company, issues duplicate share certificate and issues certificates after consolidation.

The share Transfer committee was reconstituted with the following members.

Sri . S.Pannalal Tatia                      - Chairman  
Sri. E. Subbarayan                         - Member

The Committee met Nine times during the year.