

FORM A

Format of covering letter of the Annual Audit Report to be filed with the Stock Exchange

1	Name of the Company	MINAXI TEXTILES LIMITED
2	Annual Financial Statements for the year ended	31 st March, 2015
3	Type of Audit observation Unqualified / Matter of Emphasis	Unqualified
4	Frequency of observation : Whether appeared First Time... / Repetitive... / Since how long period....	Not Applicable
5	To be signed by	<p>For, Minaxi Textiles Limited</p> <p> Bharatbhai P. Patel Managing Director</p> <p> Nirmal B. Patel CFO</p> <p> Jashwantkumar K. Patel Chairman of Audit Committee</p> <p>For, R. R. S & Associates, Chartered Accountants</p> <p> Partner</p> 

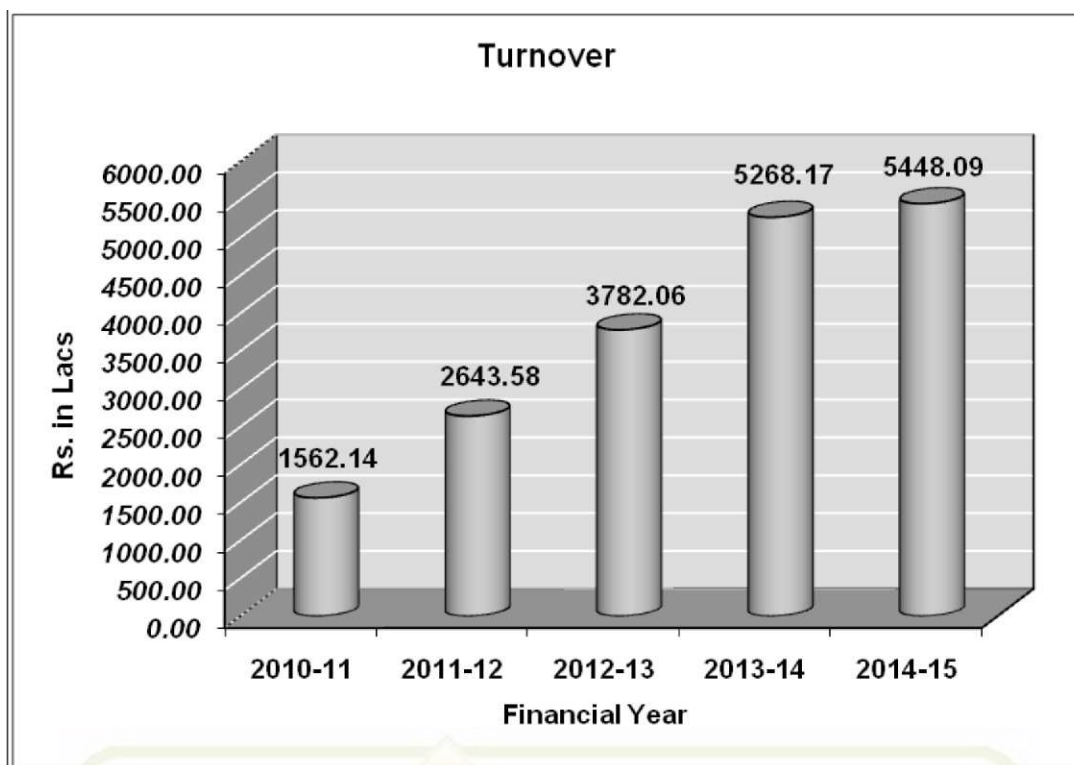
MINAXI TEXTILES LIMITED

CIN : L17119GJ1995PLC025007

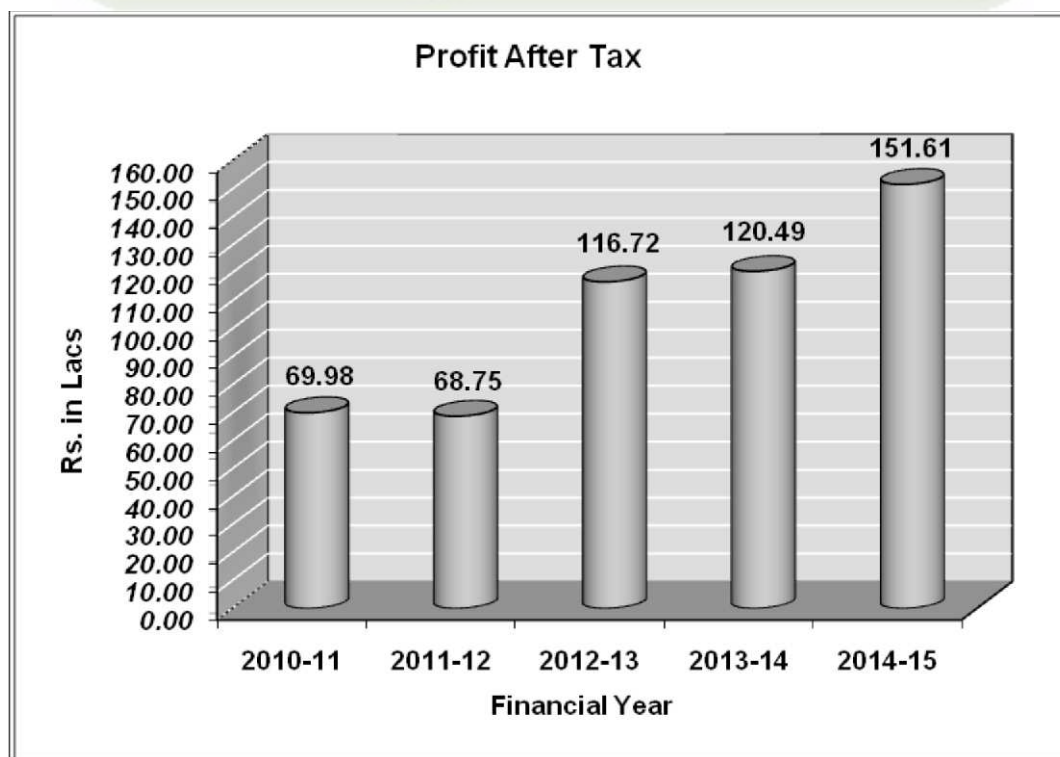
20TH ANNUAL REPORT

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2014-2015



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BOARD OF DIRECTORS

Shri. Dineshbhai P. Patel	Chairperson
Shri. Bharatbhai P. Patel	Managing Director
Shri. Kiritkumar S. Patel	Whole Time Director
Shri. Nirmal B. Patel	Whole Time Director
Smt. Manjulaben B. Patel	Non Executive Director
Shri. Kanubhai S. Patel	Non Executive Director
Shri. Jashwantkumar K. Patel	Independent Director
Shri. Vasudevhai L. Patel	Independent Director
Shri. Ghanshyam C. Patel	Independent Director
Shri. Dharmendra N. Patel	Independent Director
Shri. Sandipkumar J. Patel	Independent Director
Shri. Jinal A. Patel	Independent Director

AUDIT COMMITTEE

Shri. Jashwantkumar K. Patel
 Shri. Vasudevhai L. Patel
 Shri. Ghanshyam C. Patel
 Shri. Dharmendra N. Patel
 Shri. Sandipkumar J. Patel

NOMINATION AND REMUNERATION COMMITTEE

Shri. Ghanshyam C. Patel
 Shri. Vasudevhai L. Patel
 Shri. Sandipkumar Patel

COMPLIANCE OFFICER

Shri. Bharatbhai G. Mehta

BANKER

Bank of India
 Ahmedabad Main Branch, Bhadra, Ahmedabad

AUDITORS

R.R.S & Associates
 Chartered Accountants
 Opp : State Bank of Saurashtra,
 Nr. Stadium Circle,
 Navrangpura, Ahmedabad-380009

STAKEHOLDERS RELATIONSHIP COMMITTEE

Shri. Dharmendra N. Patel
 Shri. Bharatbhai P. Patel
 Shri. Dineshbhai P. Patel
 Shri. Nirmal B. Patel

BANKER

Bank of India
 Ahmedabad Main Branch, Bhadra, Ahmedabad

REGISTERED OFFICE & WORKS

Plot No. 3311, GIDC, Phase-IV,
 Chhatral, Taluka-Kalol,
 Dist. Gandhinagar (N.G)-382729, Gujarat
 Website : www.minaxitextiles.com
 Tel. No. : 91-02764-234008
 : 91-02764-234142
 e-Mail : minaxitx@yahoo.com

REGISTRARS AND SHARES TRANSFER AGENTS

Sharepro Services (India) Pvt. Ltd.

Head Office : Mumbai

13AB, Samhita Ware-housing Complex,
 2nd Floor, Sakinaka Telephone Exchange Lane,
 Off. Andheri-Kurla Road, Sakinaka, Andheri East,
 Mumbai – 400 072

Branch Office : Ahmedabad

416-420, 4th Floor, Devnandan Mall,
 Opp. Sanyas Ashram, Ellisbridge,
 Ahmedabad – 380 006
 Phone : 079 26582381 / 82 / 83 / 84
 Fax : 079 26582385.
 E-Mail : sharepro.ahmedabad@shareproservices.com

Important Communication to Shareholders

“Green Initiative in the Corporate Governance”

To support the green initiative of Government in the right spirit, members who holds shares in electronic mode and who have not registered their email addresses, so far, are requested to register their email address and changes therein from time to time, with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the below mentioned prescribed form, giving their consent to receive the Notices calling general meetings, audited financial statements, auditors' report, directors' report, explanatory statement or any other communication in electronic mode, and register the said form with Sharepro Services (India) Pvt. Ltd. The said form is also available on the Company's website www.minaxitextiles.com.

Members who have not registered their e-mail address so far are requested to register their e-mail address, by sending an e-mail stating clearly your name, folio no., if you are holding shares in physical form / DP ID and Client ID if you are holding shares in dematerialized form to sharepro.ahmedabad@shareproservices.com

Please note that you will be entitled to be furnished, free of cost, with a physical copy of the notice, financial statement and all other documents required by law to be attached thereto, upon receipt of a requisition from you, any time, as a member of the Company.

We are sure you would appreciate the “Green Initiative” and your Company's desire to participate in such initiatives.

Email Address Registration Form

(For members who holds shares in Physical Forms)

MINAXI TEXTILES LIMITED

CIN : L17119GJ1995PLC025007

Registered Office : Plot No.3311, GIDC, Phase-IV, Chhatral,
Taluka Kalol, Dist – Gandhinagar - 382729

Ledger Folio No. _____ No. of Share(s) held : _____

NAME OF THE SHAREHOLDER / JOINT HOLDER : _____

Email Address : i) _____ ii) _____

Contact No. (R) _____ (M) _____

I hereby give my / our consent to receive the Notices calling general meetings, audited financial statements, auditors' report, directors' report, explanatory statement and all other documents required by law to be attached thereto or any other communication in electronic mode at my/our above mentioned email ID.

Signed this _____ day of _____, 20.....

Note :

- 1) Members may send duly completed form as above to the Registrar and Transfer Agent (RTA) namely Sharepro Services (India) Pvt. Ltd. 416-420, 4th Floor, Devnandan Mall, Opp. Sanyas Ashram, Ellisbridge, Ahmedabad – 380 006 or at email id sharepro.ahmedabad@shareproservices.com
- 2) Members are also requested to inform about any change in their email ID immediately to RTA.
- 3) This form is also available on the Company's website www.minaxitextiles.com.

NOTICE

[Note : The business of this meeting may be transacted through electronic voting system]

NOTICE is hereby given that the 20th Annual General Meeting of the Members of the Company Minaxi Textiles Limited will be held on Wednesday, 30th day of September, 2015 at 11:00 a.m. at Registered office of the Company Plot No.3311, GIDC, Phase-IV, Chhatral, Taluka Kalol, Dist – Gandhinagar (N.G) - 382729 to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider, approve and adopt the Audited Financial Statements for the Financial Year ended on 31st March 2015, and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in Place of Shri. Nirmal B. Patel, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a director in Place of Shri. Dineshbhai P. Patel, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of next Annual General Meeting and fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and Auditors Rules, 2014 (the rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s. R.R.S & Associates, Chartered Accountants, Ahmedabad (Registration Number 118336W with the Institute of Chartered Accountants of India), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and rule 4 of the rules, be and are hereby re-appointed as Statutory Auditor of the Company from the conclusion of this Annual General Meeting of the Company until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors, exclusive of traveling and other out of pocket expenses.”

SPECIAL BUSINESS :

5. TO CONSIDER AND IF THOUGHT FIT TO PASS, WITH OR WITHOUT MODIFICATION, THE FOLLOWING AS AN ORDINARY RESOLUTION

“RESOLVED THAT Smt. Manjulaben Patel (DIN- 06977992) who was appointed as an additional non-executive director of the company by the Board of directors and who holds office as per Section 161 of the Companies Act, 2013, up to the date of this Annual General Meeting and in respect of whom the company has, pursuant to Section 160 of the Companies Act, 2013 received a notice in writing proposing her candidature for the office of Director, be and is hereby appointed as a director of the Company.”

6. TO CONSIDER AND IF THOUGHT FIT TO PASS, WITH OR WITHOUT MODIFICATION, THE FOLLOWING AS AN ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Shri. Jinal Patel (holding DIN 07173232), who was appointed as an Independent Director of the company by the Board of directors and who holds office as per Section 161

of the Companies Act, 2013, up to the date of this Annual General Meeting and in respect of whom the company has, pursuant to Section 160 of the Companies Act, 2013 received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 06th May, 2020.”

7. TO CONSIDER AND IF THOUGHT FIT TO PASS, WITH OR WITHOUT MODIFICATION, THE FOLLOWING AS AN ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Shri. Bhavikkumar Patel (holding DIN 07253037), who was appointed as an Independent Director of the company by the Board of directors and who holds office as per Section 161 of the Companies Act, 2013, up to the date of this Annual General Meeting and in respect of whom the company has, pursuant to Section 160 of the Companies Act, 2013 received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 11th August, 2020.”

Regd. Office :

Plot No. 3311,
GIDC, Phase-IV,
Chhatral,
Taluka Kalol, Dist. Gandhinagar(N.G)-382729
Gujarat

By Order of the Board
For, Minaxi Textiles Ltd

Date : 12/08/2015

Dineshbhai P. Patel
Chairperson
DIN : 02268757

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF/ HERSELF, 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 meeting.

2. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
3. Notes on Directors seeking appointment / re-appointment at the annual general meeting as required under the revised Clause 49 of the Listing Agreement entered into with the Stock Exchanges is annexed hereto as Annexure -A.
4. An explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of special business in the Notice is annexed hereto as Annexure -B.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Sundays, between 11 a.m. and 1 p.m. up to the date of meeting.
6. The Annual Report for the year 2014-2015 of the company as circulated to the members will be made available on the Company's website at www.minaxitextiles.com and also on the website of the Stock Exchange at www.bseindia.com.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 24th day of September, 2015 to Wednesday, 30th day of September, 2015 (both days inclusive).
8. Members are requested to contact M/s. Sharepro Services (India) Pvt. Ltd., 416-420, 4th Floor, Devnandan Mall, Opp. Sanyas Ashram, Ellisbridge, Ahmedabad – 380 006 for recording any change of address, bank mandate, ECS or nominations, and for redressal of complaints contact the Compliance Officer Shri. Bharatbhai Mehta at the Registered Office of the Company.
9. Members are requested to note that the Company's shares are under compulsory electronic trading for all investors and therefore, they are requested to dematerialize their share holding to avoid inconvenience.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
11. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
12. Members are requested to bring their copies of Annual Report at the meeting. Shareholders seeking any information with regard to account are requested to write to the Company early so as to enable the Management to keep the information ready.
13. Members / Proxies are requested to bring the duly filled Attendance Slip at the Annual General Meeting. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.

14. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 and 21 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote by electronic means for the business to be transacted at the Annual General Meeting (AGM) from a place other than the venue of the AGM through remote e-voting services provided by Central Depository Services Limited (CDSL). The detail procedure / instructions for e-voting is mentioned in Annexure –C to the notice.

15. General Instructions for e-voting :

- i. The e-voting period commences on Sunday, September 27, 2015 (9.00 a.m. IST) and ends on Tuesday, September 29, 2015 (5.00 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday, September 23, 2015 (being the cut-off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Wednesday, September 23, 2015.
- iii. Shri Ashok P. Pathak, Practicing Company Secretary (Membership No.ACS 9939 and COP No. 2662) of Ashok P. Pathak & Co., Company Secretaries, Ahmedabad has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot form received from the shareholders) in a fair and transparent manner.
- iv. The scrutinizer shall count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make not later than three days of the conclusion of the meeting, a consolidated scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairperson or a person authorized by him in writing who shall countersign the same.
- v. The results of the e-voting of the 20th AGM of the Company held on Wednesday, September 30, 2015 along with the scrutinizer's report shall be immediately placed on the Company's website www.minaxitextiles.com and on the website of CDSL www.evoting.cdsl.com and simultaneously communicated to Bombay Stock Exchange Limited, where the shares of the Company are listed.

Regd. Office :

Plot No. 3311,
GIDC, Phase-IV,
Chhatral, Taluka Kalol,
Dist. Gandhinagar(N.G)-382729
Gujarat

Date : 12/08/2015

By Order of the Board
For, Minaxi Textiles Ltd

Dineshbhai P. Patel
Chairperson
DIN : 02268757

ANNEXURE - A TO THE NOTICE

Notes on Directors seeking appointment / re-appointment at the annual general meeting as required under the revised Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

Item No 2

Name	Shri Nirmal Bharatbhai Patel
Qualification	Bachelor in Pharmacy
Experience	4 years experience in the business in which company operates
Other directorship	None
Chairperson / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	770290 Equity Shares of ₹1 each
Disclosure of the relationships	Shri. Nirmal B. Patel is a son of Shri Bharatbhai P. Patel, Managing Director and Smt. Manjulaben Patel, Additional Non Executive Director of the company and nephew of Shri Kiritkumar S. Patel, Whole Time Director of the Company.

Item No 3

Name	Shri. Dineshbhai P. Patel
Qualification	Diploma in Civil Engineering
Experience	22 years experience in the business in which company operates
Other directorship	Nil
Chairperson / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	4216703 Equity Shares of ₹ 1 each
Disclosure of the relationships	Shri. Dineshbhai P. Patel is not, in any way, concerned / interested / related with any of the other directors of the company.

Item No 5

Name	Smt. Manjulaben Patel
Qualification	PTC
Experience	Teaching Experience over 20 years
Other directorship	Nil
Chairperson / Member of the Committees of the Board of the other companies on which she is a director	None
No. of shares held in the company	NIL
Disclosure of the relationships	Smt. Manjulaben Patel is wife of Shri Bharatbhai Patel, Managing Director mother of Shri Nirmal Patel Whole Time Director and sister of Shri Kiritkumar Patel, Whole Time Director.