

21st Annual Report 2012-13



HARYANA TEXPRINTS (OVERSEAS) LTD.



BOARD OF DIRECTORS

Shri N.P. Jhanwar	-	(Managing Director)
Shri Rang Nath Maheshwari	-	(Executive Director)
Shri Satya Narayan Maheshwari	-	(Director)
Shri. Padam Chand Gupta	-	(Director)
Shri. M.P. Rungta	-	(Director)

CHIEF FINANCIAL OFFICER

Shri Aditya Maheshwari

COMPANY SECRETARY

Ms. Jaspreet Kaur

AUDITORS

M/s. Doogar & Associates
13, Community Centre,
East of Kailash
New Delhi.

REGISTERED OFFICE

Plot No. 3, Sector 25
Faridabad - 121 004
(Haryana)

BANKERS

The Jammu & Kashmir Bank Ltd.
Chandni Chowk
Delhi - 110 006

CONTENTS

PAGE NO.

Notice	1
Director's Report	6
Independent Auditors' Report	16
Balance Sheet	19
Statement of Profit & Loss	20
Cash Flow Statement	21
Significant Accounting Policies	23
Notes to Financial Statements	25



NOTICE

Notice is hereby given that the **21st ANNUAL GENERAL MEETING** of the Shareholders of **Haryana Texprints (Overseas) Limited** will be held at the Registered office of the Company at Plot No.3, Sector-25, Faridabad-121004 on **Saturday, 28th September 2013**, at **10.00 A.M** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and Profit & Loss Account for the year ended on that date together with the Directors' and Auditors' Report thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Shri Rangnath Maheshwari, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Satya Narayan Maheshwari, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Statutory Auditors and fix their remuneration

SPECIAL BUSINESS

6. **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 198, 269, 309, 310 and 311 read with Schedule XIII of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the Company, the consent of the Company be and is hereby accorded for reappointment of Shri Narayan Prasad Jhanwar, Managing Director of the Company as a Managing Director for a period of 3 years with effect from July 1, 2013 on salary, allowances and perquisites as under:"

Details of Remuneration are:

Basic Salary: Rs.100000/- per month

PART A

(A) PERQUISITES:

- i) Housing : Unfurnished housing accommodation shall be provided to the Director for which 10% of the Salary of the Managing Director shall be deducted by the Company.
- ii) The expenditure by the Company on Gas, Electricity, Water and Furnishing shall be valued as per the Income Tax Rules, 1962 subject to a maximum of Rs.5000/-p.m .
- iii) Actual Medical Expenses incurred by the Managing Directors and his Family, subject to ceiling limit of one month's salary in a year

(B) LEAVE TRAVEL ALLOWANCES:

Expenses incurred by the Managing Director for self and family subject to the ceiling of one month's salary in a year.

For the purpose of this category "Family" means the spouse, the dependent Children and dependent parents.

PART-B

(A) PROVIDENT FUND:

Contribution to Provident Fund, Super Annuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent is not taxable under the Income Tax Act 1961.

- (B) Gratuity not exceeding one half month's salary for each completed year of services.



Haryana Texprints (Overseas) Limited

PART-C

(A) MOTOR CAR:

Free use of car with driver for the Company's business, all the expenditure in connection therewith shall be borne by the Company.

(B) TELEPHONE:

Free use of Telephone facility at the residence.

EXPLANATION: Provision of car on Company's business and telephone facility at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purposes would be billed to the Managing Director by the Company and reimbursed by him to the Company.

OTHER TERMS:

(A) EARNED LEAVE:

One month's leave with full pay and allowances as per the rules of the Company for every eleven month of the service. However, leave accumulated and not availed of during his tenure as Managing Director may be allowed to be encashed.

(B) REIMBURSEMENT OF EXPENSES:

The Managing Director shall also be entitled to re-imbusement of reasonable entertainment expenses actually and properly incurred in the course of the business of the Company. A reasonable ceiling of such expenses shall be fixed in this regard by the Board.

(C) SITTING FEES:

He is not entitled to sitting fees for attending meetings of the Board or of a committee thereof.

(D) TERMINATION CLAUSE:

The agreement shall be terminable by the Company giving to the Managing Director a notice of three months of such termination or on payments of three months salary in lieu thereof.

OTHER CONDITIONS:

A) If during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate in any Financial Year, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under section II of the part II(A) of schedule XIII of the Companies Act, 1956.

B) For all other terms & conditions not specifically spelt out above, the rules and order of the Company shall apply.

7. 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 198, 269, 309, 310 and 311 read with schedule XIII of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the Company, the consent of the Company be and is hereby accorded for reappointment of Shri Rangnath Maheshwari, Whole Time Director of the Company as a Whole Time Director of the Company for a period of 3 years with effect from July 1, 2013 on salary, allowance and perquisites as under:"

Details of Remuneration are:

Basic Salary : Rs.100000/- per month

PART A

(A) PERQUISITES:

- i) Housing : Unfurnished housing accommodation shall be provided to the Director for which 10% of the Salary of the Whole Time Director shall be deducted by the Company.
- ii) The expenditure by the Company on Gas , Electricity, Water and Furnishing shall be valued as per the Income Tax Rules,1962 subject to a maximum of Rs.5000/-p.m .



- iii) Actual Medical Expenses incurred by the Whole Time Director and his Family, subject to ceiling limit of one month's salary in a year

(B) LAEVE TRAVEL ALLOWANCES:

Expenses incurred by the Whole Time Director for self and family subject to the ceiling of one month's salary in a year.

For the purpose of this category "Family" means the spouse, the dependent Children and dependent parents.

PART-B

(A) PROVIDENT FUND:

Contribution to Provident Fund, Super Annuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent is not taxable under the Income Tax Act 1961.

- (B)** Gratuity not exceeding one half month's salary for each completed year of services.

PART-C

(A) MOTOR CAR:

Free use of car with driver for the Company's business, all the expenditure in connection therewith shall be borne by the Company.

(B) TELEPHONE:

Free use of Telephone facility at the residence.

EXPLANATION: Provision of car on Company's business and telephone facility at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purposes would be billed to the Whole Time Director by the Company and reimbursed by him to the Company.

OTHER TERMS:-

(A) EARNED LEAVE:

One month's leave with full pay and allowances as per the rules of the Company for every eleven month of the service. However, leave accumulated and not availed of during his tenure as Whole Time Director may be allowed to be encashed.

(B) REIMBURSEMENT OF EXPENSES:-

The Whole Time Director shall also be entitled to re-imbusement of reasonable entertainment expenses actually and properly incurred in the course of the business of the Company. A reasonable ceiling of such expenses shall be fixed in this regard by the Board.

(C) SITTING FEES:-

He is not entitled to sitting fees for attending meetings of the Board or of a committee thereof.

(D) TERMINATION CLAUSE:-

The agreement shall be terminable by the Company giving to the Whole Time Director a notice of three months of such termination or on payments of three months salary in lieu thereof.

OTHER CONDITIONS:-

- (A) If during the currency of tenure of the Whole Time Director, the Company has no profits or its profits are inadequate in any Financial Year, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under section II of the part II(A) of schedule XIII of the Companies Act, 1956.

- (B) For all other terms & conditions not specifically spelt out above, the rules and order of the Company shall apply.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF, AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. THE BLANK PROXY FORM IS ENCLOSED.



Haryana Texprints (Overseas) Limited

2. The Register of Members and Share Transfer Books shall remain closed from Wednesday, 25th September 2013 to Saturday, 28th September 2013 (both days inclusive) for the purpose of declaration of dividend and Annual General Meeting.
3. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of business set out at item Nos. 6 and 7 above is annexed hereto.
4. All Members are requested to intimate the change, if any, in their registered address immediately to the Company.
5. Members/proxies should bring the attendance slip sent herewith, duly filled in for attending the meeting.
6. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day during office hours.
7. Members holding shares of the Company under more than one ledger folio are requested to send the Company, details of all such folios together with the Share Certificates for consolidating the folios into one. The Share Certificates will be returned to the Members after making the requisite endorsement thereon.
8. Corporate members intending to send their authorized representatives to attend the Annual General Meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
9. The Ministry of Corporate Affairs ("MCA") has vide Circular No.17/2011 and 18/2011 dated 21st April 2011 and 29th April 2011 respectively, taken a 'Green Initiative in Corporate Governance', by allowing paperless compliance through electronic mode, allowing to send documents such as Notice convening General Meetings, Audited Financial Statements, Director's Report, Auditor's Report etc. and any other notice/documents, henceforth in electronic form in lieu of the paper form.

In case you wish to support your Company's Concern to prevent global environment degradation, you are requested to please register your e-mail ID with your DP, if you hold the Company's shares in electronic form, under intimation to the Registrar and Transfer Agent through your registered e-mail ID. However, if you hold the shares in physical form then you may register your e-mail ID with the Registrar and Transfer Agent of the Company by sending a letter under your Registered signature at the below mentioned address:-

M/s. Skyline Financial Services Pvt. Ltd.

D-153A, Okhla Indl. Area,

Phase-I, New Delhi-110020

10. You may now avail of the facility of nomination by nominating, in the prescribe form, a person to whom your shares in the Company shall vest in the event of death. Interested members may write to the Company / Registrar & Share Transfer Agent for the prescribed form. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their shares.
11. Please encash your dividend warrants immediately on their receipt by you, as dividends remaining unclaimed for seven years are now required to transfer to the "Investor Education and Protection Fund" established by the Central Government and you shall not be able to claim any unpaid dividend from the said fund or from the Company thereafter.
12. In terms of circular No. **SEBI/MRD/DoP/SE/RTA/Cir-03/2010** dated January 07, 2010 issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN Card to the Company or its RTA in the following case viz; Transfer of Share, Transmission of Shares, deletion of name and Transposition of Shares held in physical form. Shareholders are requested to furnish copy of PAN Card for all above mentioned transactions.
13. The Company has designated an exclusive e-mail id viz. cs.jaspreet@haryanatexprints.com to enable investors to register their complaints/queries, if any.

By order of the Board

For Haryana Texprints (Overseas) Limited

Place: Faridabad
Date : 30.05.2013

(Jaspreet kaur)
Company Secretary



Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956

For item No. 6

The Terms of appointment of Shri Narayan Prasad Jhanwar expired on 30.06.2013. The Board of Directors at their Meeting held at 30.05.2013 has re-appointed Shri Narayan Prasad Jhanwar for a period of three years commencing from 01.07.2013 to 30.06.2016.

Shri Narayan Prasad Jhanwar is a commerce graduate. He is associated with the Company since Long time and having more than 36 years of experience in Textile business.

It is essential for the Company to have his continued service for its future growth.

The Remuneration package for Shri Narayan Prasad Jhanwar, as determined by the Remuneration Committee of the Board and approved by the Board of Directors in their Meeting, is forming a part of resolution under item no.6 of the Agenda for this Meeting.

The Remuneration Package as recommended is well within the overall limits prescribed under Section- II (A) of Part II of Schedule XIII of Companies Act, 1956.

Your Directors therefore recommend the resolution for approval.

No Other director except the proposed appointee Shri Narayan Prasad Jhanwar and Shri Rang Nath Maheshwari being relative may be deemed to be interested in the resolution.

This may also be treated as abstract and memorandum required to be sent to the members of the Company as per the provisions of Section 302 of the Companies Act, 1956.

For item No. 7

The Terms of appointment of Shri Rang Nath Maheshwari expired on 30.06.2013. The Board of Directors at their Meeting held at 30.05.2013 has re-appointed Shri Rang Nath Maheshwari for a period of three years commencing from 01.07.2013 to 30.06.2016.

Shri Rang Nath Maheshwari is a commerce graduate from Delhi University. He is associated with the Company since Long time and having more than 31 years of experience in Textile business.

It is essential for the Company to have his continued service for its future growth.

The Remuneration package for Shri Rang Nath Maheshwari, as determined by the Remuneration Committee of the Board and approved by the Board of Directors in their Meeting, is forming a part of resolution under item no.7 of the Agenda for this Meeting.

The Remuneration Package as recommended is well within the overall limits prescribed under Section- II (A) of Part II of Schedule XIII of Companies Act, 1956.

Your Directors therefore recommend the resolution for approval.

No Other director except the proposed appointee Shri Rang Nath Maheshwari and Shri Narayan Prasad Jhanwar being relative may be deemed to be interested in the resolution.

This may also be treated as abstract and memorandum required to be sent to the members of the Company as per the provisions of Section 302 of the Companies Act, 1956.

y.

By order of the Board

For Haryana Texprints (Overseas) Limited

Place: Faridabad
Date : 30.05.2013

(Jaspreet kaur)
Company Secretary



DIRECTOR'S REPORT

The Members,

Your Directors have pleasure in presenting the 21st Annual Report and Audited Accounts for the year ended on 31st March 2013.

	(Rs.in Lakhs)	(Rs. In lakhs)
	2012-13	2011-12
Turn Over & Other Income	5272.30	4696.81
Profit before interest & Depreciation	326.64	309.00
Interest & Finance Charges	146.64	131.24
Cash Profit	180.00	177.76
Depreciation	80.58	93.00
Profit for the year before Tax	99.42	84.76
Deferred Tax Charges	25.78	69.12
M.A.T	20.55	16.15
M.A.T Credit	(15.52)	(16.15)
Profit after Tax for the year	68.61	15.64
Add surplus opening	302.25	286.61
Amount available for appropriation	370.86	302.25
Dividend Re.0.085 per share of face value Re. 1/-	42.50	-
Tax on Dividend	7.22	-
Transfer to General Reserve	10.00	-
Surplus to be carried Over	311.14	302.25

DIVIDEND:

Your directors pleased to recommend Dividend of 8.5% (Re.0.085 per share of face value of Re.1/-) on the Paid up Share Capital of The Company for the year ended on 31st March 2013.

OPERATIONS:

During the year under review turnover and other income of the Company was Rs.5572.30 Lacs as compared to Rs4696.81 Lacs during the previous year showing an increase of 12% .The Company performance on Exports front during the year was better than previous year .The Total Exports during the year was Rs. 1186.23 lacs as compared to Rs. 204.84 lacs in previous year.

The profitability of the Company has also improved during the year under review in line with the improvement in overall Turnover and other Income.

Your directors are taking steps to further improve Turnover particularly export turnover and implementing Cost reduction measures to improve profitability for ensuing year 2013-14.

FINANCE:

Your Directors are pleased to inform you that up gradation/ modernization of existing unit having Capital expenditure of Rs. 432.68 for which Jammu & Kashmir Bank Limited has granted term loan of Rs 324.51 Lacs. The implementation of the same has already been started. Till date a sum of Rs. 169.53 Lacs has been spent and Term Loan of Rs.111.26 lacs has been availed. The Company is taking necessary steps to fully implement the scheme at the earliest.

The Jammu & Kashmir bank Limited has sanctioned Packing Credit of Rs.200 Lacs and Non L/C bill discounting facility of Rs 100 lacs for export bills considering Company's Export performance during the year under review.

FIXED DEPOSITS:

Your Company has not accepted any-deposit from the public under section 58A of the Companies Act, 1956 and rules framed there under.



Haryana Texprints (Overseas) Limited

DIRECTORS:

Shri Rang Nath Maheshwari and Shri. Satya Narayan Maheshwari, Directors of the Company retire by rotation at the forthcoming Annual General Meeting and being eligible, offers themselves for reappointment.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirements of Section 217 (2AA) of the Companies Act, 1956 your Directors confirm as under.

1. That in the preparation of the Annual Accounts for the Financial Year ended on 31st March 2013, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
2. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were responsible and prudent so as to give true and fair view of the State of affairs of the Company at the end of the Financial Year and of the Profit of the Company for the year under review.
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act of safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That the Directors have prepared the Annual Accounts for the year ended 31.03.13 on going concern basis. A report on the Corporate Governance code alongwith Auditor's certificate regarding Compliance of the Conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is annexed to this report.

CORPORATE GOVERNANCE:

A report on the Corporate Governance code along with Auditor's Certificate regarding Compliance of the conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement is annexed to this report.

AUDITORS :

M/s Doogar & Associates Chartered Accountants, Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and are recommended for reappointment. Certificate from the Auditors have been received to the effect that their reappointment, if made, would be with in the prescribed limit under section 224 (1 B) of the Companies Act 1956. The observation in the Auditor's Report are dealt within the notes to account at appropriate places and being self-explanatory need no other explanations.

COST AUDITORS:

M/s N.N.Sharma & Associates, Cost Accountants, has been appointed as the Cost Auditors for conducting Cost Audit for the financial year 2012-13. The Cost report be filed within the stipulated period of 180 days of the close of the financial year.

The Board of Directors at its meeting held on 30th May 2013 reappointed M/s N.N.Sharma & Associates, Cost Accountants as Cost Auditors for conducting the Cost audit for the year 2013-14.

The Company has received a letter from them, stating that the appointment, if made, within the limit prescribed under Section 224 (1B) of the Companies Act, 1956

CONSERVATION OF ENERGY, TECHNOLOGY, FOREIGN EXCHANGE EARNING AND OUT GO:

The prescribed details as required under section 217 (1) (e) of the Companies (Disclosure of Particulars in Report of Board of Directors) Rule 1988 are set out in Annexure to the Director's Report.

PERSONNEL:-

The relations between the management and the workers have remained co-ordeal during the year. There was no employee drawing remuneration beyond the Limits prescribed under section 217 (2A) of the Companies Act 1956.

ACKNOWLEDGEMENT:-

Your Directors would like to express their gratitude for the assistance and co-operation received from the Financial Institution, the Bank, and Government Agencies during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the devoted services of executives, staff and workers of the Company.

For and on Behalf of the Board of Directors

N.P.Jhanwar
Managing Director
DIN 00401788

R.N.Maheshwari
Executive Director
DIN 00403174

Place: Faridabad
Date: 30.05.2013



ANNEXURE TO DIRECTORS' REPORT

Particulars under the Companies (Disclosure of Particulars in the report of Directors) Rules 1988:

(A) CONSERVATION OF ENERGY:

1. Energy conservation measures taken:

The Company in its pursuit to conserve energy has taken the following measures:

- a. Improvement in work practices focusing on energy saving.
 - b. Regular Preventive maintenance of electrical devices is being undertaken.
 - c. Use of natural light and provision of allowing natural airflow in the plant as much as possible.
 - d. Appointed consultant for study of energy costs and possibilities of reducing the same.
2. Additional investments and proposal, if any being implemented for reduction of consumption of energy: **None**
 3. Impact of measures 1 & 2 on energy consumption and consequent impact on cost of production of goods: The above measures have resulted in reduction of consumption of energy per unit of production.
 4. Total energy consumption and energy consumption per unit of production as per prescribed Form A:

	Current Year	Previous Year
Electricity		
a) Purchased Units	1,929,692	1,947,188
Total Amount (Rs.)	12,740,026	10,527,085
Rate per Unit (Rs.)	6.60	5.40
b) Own Generation through DG Set	469,500	465,480
Unit per Ltr of Diesel	2.85	2.68
Cost per Unit (Rs.)	15.00	14.75
Coal		
Quantity (Tones)	3,310	3,688
Total Amount (Rs.)	32,307,252	36,934,420
Average Rate (per Ton) Rs.	9,760	10,014
Rice Husk		
Quantity (Tones)	722	nil
Total Amount (Rs.)	2,527,220	nil
Average Rate (per Ton) Rs.	3,500	nil

Energy consumption per unit is not ascertainable.

(B) TECHNOLOGY ABSORPTION:

1. RESEARCHES AND DEVELOPMENT (R & D):

- A. Specific Development: None
- B. Benefits of R & D: R & D efforts have improved working and quality and also reduced the cost of production.
- C. Future Plans: Management is committed to strengthen R & D efforts to improve competitiveness through continues improvement efforts in cost of production, quality up gradation and development of new product and applications.
- D. Expenditure on R & D: As per established accounting policies, expenditure incurred on R & D remains merged with the various heads. Expenditure related to Capital items is debited to fixed assets and depreciated at applicable rates. Revenue Expenditure is charged to Profit and Loss Account of the year in which they are incurred.

2. TECHNOLOGY ADAPTATIONS, ABSORPTION AND INNOVATION:

- A. Efforts in brief, made towards technology absorption, adaptation & innovation. N.A.
- B. Benefits derived as a result of the above efforts, e.g. product improvement, Cost reduction, product development, import substitution etc. N.A.
- C. Technology imported during last 5 years NIL

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

1. ACTIVITIES RELATING TO EXPORT:

The Company has initiated several steps to establish into export markets and achieved turnover of Rs. 1186.23 lacs from Export of fabric and garment on FOB price.

2. FOREIGN EXCHANGE EARNINGS: Rs. 1186.23 lacs on FOB price.
3. FOREIGN EXCHANGE OUTGO : Rs. 26.27 Lacs.

For and on Behalf of the Board of Directors

Place: Faridabad
Date: 30.05.2013

N.P.Jhanwar
Managing Director
DIN 00401788

R.N.Maheshwari
Executive Director
DIN 00401993



Management discussion and Analysis

The Business of the company is processing cotton and man-made Fabric for Exporters on Job Work basis as well as for own Fabric and manufacturing of Garments.

a) Industry structure and Development

The operations of Textile processing units are showing improvement in respect of Production and Profitability during last 2-3 year. India's garment business has increased significantly due to entering in the market of Latin America and most of Asian Market. This has offset poor demand in Europe and U.S.A. future of industry appears to be good as the U.S and European economies showing improvement.

As Garment Industry procures its processed fabric from processing units, increased Export of Garment would improve its production and profitability.

b) Opportunities and Threats

Due to quota free system International Textile Markets are now more competitive in terms of Quality & prices. Although the Quota free system brings unlimited opportunities to Indian Textile Industry but also pose threat of stiff competition with Major Textile Exporting Countries like China and other South East Asian Countries. However the Indian Textile Industry is taking appropriate steps towards modernization and to meet rising costs by effective cost reduction on all fronts to maintain cost competitiveness in domestic and overseas Markets. The Government of India is also providing various incentives like Interest Subsidy of 5% under TUF Scheme and 10% Central Government Cash Subsidy for Textile processing units to Expand manufacturing Capacity and modernize plant and machineries to bring them at International Level, in respect of Technology. These steps will certainly help the Textile Industry to face global challenges in years to come. In order to compensate losses incurred by Textile Exporters due to sluggish Export Orders that too on un-remunerative prices. Government of India is increasing rate of DEPB and Duty drawback from time to time and has also started giving additional duty drawback @2% under FOCUS Scheme. Moreover, in order to make domestic Garment industry more competitive and affordable apperals for customers, Govt of India in the recent budget removed 10% Excise duty on Garments.

c) Segment wise Performance

The company is engaged in processing of Cotton and Manmade fabrics and manufacturing of Garments. Garment sale contribution is insignificants in the total turn over of the company, hence not reported separately. The company has no activity out side India except Export of processed Fabric produced by the unit.

d) Future Out-Look

Indian processing industry is mainly dependent upon Garment Industry particularly on Export. The economies of U.S and Europe are reviving and due to this Indian Garment Exporters are getting more Export Orders as compared to last year. In view of this future out look of Industry seems to be better.

e) Risks and Concern

In the context of changes, which have taken place due to Quota free system, globalization of Indian Economy, the company has already modernized its plant. In order to improve productivity and further reduction of cost ,Company has installed balancing machines.

f) Internal Control System

The Company maintains adequate Internal Control System, which provides adequate safe guards and proper monitoring of the transactions. The Company's Internal Auditor who conducts periodic Audits to assure that the Company's Control System is properly followed and the entire statutory requirements are complied with. The Company remains committed to maintain effective Internal Control System and procedures designed to provide reasonable assurance for orderly and efficient conduct of Business and security of its assets.

g) Discussion on Financial Performance with respect to operating Performance

The Operating Performance of the Company has been discussed in the Director's Report under the Head Operations.

h) Development in human resources and Industrial relation.

The Company's HRD activities involve total approach to develop the employees with emotional maturity, creativity Customer focus, Quality Consciousness etc. The Industrial relations throughout the year remained cordial.

i) Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be " Forward Looking Statement" with in the meaning of applicable security laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include economic conditions affecting demands and supply and price Conditions in domestic and Overseas Markets in which the company operates. Changes in Government regulations, tax regimes, economic developments with in India and the Countries in which the Company Conducts Business and Other incidental factors.



CORPORATE GOVERNANCE REPORT:

The detailed report of Corporate Governance as per format prescribed by SEBI and incorporated in clause 49 of Listing Agreement is set out below:

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy on code of Corporate Governance envisages the attainment of the high level of transparency, accountability in the functioning of the company and assist the top management of the Company in the efficient conduct of its business internally and externally, including its interaction with its shareholders, employees, the government and lenders place due emphasis on regularity compliance.

BOARD OF DIRECTOR'S:

The composition of the Company's Board is in conformity with the Listing Agreement.

Category	Name of Directors	
Promoter/Executive Director	Sh. N.P .Jhanwar	Managing Director
	Sh. Rang Nath Maheshwari	Executive Director
Non-Executive	Sh. Satya Narayan Maheshwari	Director
Independent	Sh. P.C.Gupta	Director
	Sh. M.P. Rungta	Director

Brief Resume of Director's being Re-appointed at the ensuing Annual General Meeting pursuant to clause 49 (IV) (G) (i) of the Listing Agreement

- Shri Rang Nath Maheshwari aged 57 years is a commerce graduate from Delhi University and having around 31 years experience in the Textiles Business. He is associated with the Company since beginning. He is also a Director in Tanfac Apparels Limited.
- Shri Satya Narayan Maheshwari, aged 64 years is a commerce graduate and having more than 42 years experience in Textile business. He is also member of Audit Committee of your Company.

BOARD MEETINGS ITS COMMITTEE MEETINGS AND PROCEDURES

A. Institutionalized Decision making process

With a view to institutionalize all corporate affairs and setting up systems and procedures for advance planning for matters requiring discussion /decisions by the Board, the Company has defined guidelines for the meetings of Board of Directors and committees thereof. These Guidelines seek to systematize the decision making process at the meeting of Board, Committees, in an informed and most efficient manner.

B. Scheduling and selection of Agenda items for Board Meetings

- The Company holds minimum of four Board Meetings in each year. Apart from the four Board Meetings, additional Board Meetings are convened by giving appropriate notice at any time to address the specific needs of the Company . The Board may also deal with permitted urgent matters by passing resolution by circulation.
- The Meetings are usually held at the Company's Registered Office in Faridabad.
- All divisions /departments in the company are encouraged to plan their functions well in advance, particularly with regard to matters requiring discussion /approval/decision in the Board/Committee Meetings.
- The Board is given presentations covering Finance, Sales & Marketing and major business segments and operations of the Company, before taking on record the results of the Company for the preceding financial quarter at each of the scheduled Board Meeting. The Board's annual agenda includes determining Directors who shall retire by rotation and recommending appointment of Directors /Auditors, authentication of Annual accounts and approving Directors Report, long term strategic plan for the Company expects to face in the future .Board Meetings also note and review functions of its committees.
- The Managing Director in consultation with other concerned persons in the senior management, finalize the agenda papers for the Board Meetings

BOARD MATERIAL DISTRIBUTED IN ADVANCE

- Agenda papers are circulated to the Directors in advance. All material information is incorporated in the agenda papers



for facilitating meaningful, informed and focused discussions at the meeting. Where it is not practicable to attach any document to the Agenda, the same are placed on the table at the meeting with special reference to this effect in the Agenda.

- (II) In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted. Sensitive subject matters may be discussed at the meeting without written material being circulated in advance or at the meeting.

Recording Minutes of Proceedings at Board Meeting

The Minutes of the proceedings of each Board and Committee Meetings are entered in the Minutes Book within 30 days from the conclusion of the meeting. Draft minutes are circulated to all the members of the Board for their comments.

Post Meeting Follow up Mechanism

The guidelines for Board and Committee facilitate an effective post meeting follow-up, review and reporting process for the action taken on decisions of the Board and Committees.

Compliance

Due care is taken while preparing the agenda, notes on agenda, minutes etc of the Meeting (s) and holding and conducting the Meetings as regards to adherence to all the applicable provisions of law including the Companies Act, 1956 and secretarial Standards recommended by the institute of Company Secretaries of India, New Delhi.

Attendance of each Director at the Board Meetings, Last Annual General Meeting and Number of other Directorship and Chairmanship /Membership of Committee of each Director in various Company's:

Name of the Director	Attendance Particulars Board Meetings	Last AGM	No. of Directorships & Committees Membership & Chairmanship		
			Other Director Ships	Committee Members Ships	Committee Chairman Ships
N P Jhanwar	6	Present	-	-	-
S N Maheshwari	4	Present	-	2	-
R N Maheshwari	6	Present	-	-	-
P C Gupta	6	Present	4	2	2
M P Rungta	5	Present	-	2	-

Number of Board Meetings Held and the Dates on which held

During the financial year 2012-2013, the Board has met 6 times on 14.05.2012, 14.08.2012, 16.10.2012, 10.11.2012, 14.11.2012 and 12.02.2013. The maximum time gap between any two meetings was not more than four calendar months. None of the Directors of the Company was a member of more than ten committees nor was the Chairman of more than Five committees across all Companies in which he was a Director.

BOARD COMMITTEES

A. Standing Committees

The Company has the following standing Committees of the Board.

1. Audit Committee:-

- A) As on 31st March 2013 the Audit Committee consists of three director's viz. Shri. P.C.Gupta, Shri. S. N. Maheshwari and Shri M P Rungta all of them are Independent. Shri P.C. Gupta is the Chairman of the Committee. All Members of Audit Committee are financially literate and having financial and accounting knowledge. The Company Secretary of the Company is the Secretary to this Committee.

The terms of reference stipulated by the Board of Directors to the Audit Committee are as follows.

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.



- c) Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- d) Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions
 - Qualifications in the draft audit report.
- e) Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- f) Reviewing with management, the statement of uses/application of funds raised through an issue (public issue, right issue, preferential issue etc.), the statement of funds utilized for purpose other than those stated in the offer document/prospectus/notice, the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or right issue (if applicable) and making appropriate recommendations to the Board to take up steps in this matter.
- g) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- h) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- i) Discussion with internal auditors any significant findings and follow up there on.
- j) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- k) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- l) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- m) To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- n) Approval of appointment of CFO (i.e. the whole –time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background etc. of the candidate.
- o) To review the Company's financial and risk management policies.

During the year, committee has met 4 times .The auditors were also invited to attend the Audit Committee Meetings.

ATTENDANCE OF EACH MEMBER OF AUDIT COMMITTEE'S MEETINGS HELD DURING THE YEAR

Name of Member of Audit Committee	Attendance Particulars
Sh. P.C. Gupta	14th May 12, 14th August 12, 10th Nov.12, and, 12th Feb. 13.
Sh. S.N. Maheshwari	14th May 12, 14th August 12, 10th Nov.12 and, 12th Feb. 13.
Sh. M.P. Rungta	14th May 12, 14th August 12, 10th Nov.12, and, 12th Feb. 13.



2. Remuneration Committee: -

a) The Committee is entrusted to determine and recommend to the Board the remuneration including commission, perquisites and benefits payable to Executive Directors based on overall performance and financial results of the Company during the relevant financial year and in consonance with the existing industrial practice

b) Remuneration to the directors:-

A. Sh. N.P. Jhanwar	Managing Director	Rs 13.81 lacs
B. Sh. R.N. Maheshwari	Executive Director	Rs 11.09 lacs

3. Share Transfer Committee: -

The Board of Directors of the Company has constituted a Share Transfer Committee so as to give effect to transfer as desired by investors at an early date to avoid any delay. During the year the Committee has met 31 times.

ATTENDANCE OF EACH MEMBER OF SHARE TRANSFER COMMITTEE MEETINGS HELD DURING THE YEAR

Sh. N.P.Jhanwar	10.04.2012	10.05.2012	19.05.2012	31.05.2012	09.06.2012	20.06.2012
Sh. R. N. Maheshwari	10.07.2012	20.07.2012	31.07.2012	09.08.2012	20.08.2012	31.08.2012
	10.09.2012	20.09.2012	29.09.2012	10.10.2012	20.10.2012	31.10.2012
	10.11.2012	31.11.2012	30.11.2012	10.12.2012	20.12.2012	31.12.2012
	10.01.2013	19.01.2013	31.01.2013	20.02.2013	28.02.2013	09.03.2013
	20.03.2013					

B. Functional Committees:

The Board may, from time to time, constitute one or one more functional Committees delegating powers and duties with respect to specific purposes. Meetings of such committees will be held as and when the need for discussing the matter concerning the purpose arises. Time schedule for holding the meetings of such functional committees are finalized in consultation with the committee members.

C. Procedures at Committee Meetings:

Company's guidelines relating to Board Meetings are applicable to committee meetings as far as may be practicable. Each committee has an authority to engage outside experts, advisers and counsels to the extent it considers appropriate to assist the committee in its work. Minutes of the proceedings of each of the committee meeting are placed before the Board for its perusal and noting.

D. Annual General Meeting:

Location and time for last three Annual General Meetings were as follows:

Year	Location	Date	Time
2009-2010	Plot No-3, Sector-25, Faridabad (Haryana)	27.09.2010	10.00a.m
2010-2011	Plot No-3, Sector-25, Faridabad (Haryana)	29.09.2011	10.00a.m
2011-2012	Plot No-3, Sector-25, Faridabad (Haryana)	29.09.2012	10.00a.m

During the year ended 31st March 2013, there have been no resolutions passed by the Company's Shareholders through postal ballot. At the ensuing Annual General Meeting there is no resolution proposed to be passed by postal ballot.

Disclosures on materially significant related party transactions i.e. transactions of the company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc.that may have potential conflict with the interest of the company at large

None of the transactions with any of the related parties were in conflict with the interest of the Company.

Details of non compliance of the company penalties, strictures imposed on the company by stock exchanges or sebi, or any statutory authority, or any matter relating to capital markets, during last three years

No penalty or strictures were imposed on the Company during last three years.

MEANS OF COMMUNICATION

The quarterly /annual financial results of the Company are published in Hari Bhoomi (Hindi) and The Pioneer (English). Management discussion and analysis forms part of the Annual Report.



GENERAL SHAREHOLDERS INFORMATION

Distribution of Share Holding as on 31.03.2013

No of Equity Share Held	No of Share Holders	% of Share Holders	No of Shares Held	% of Share Holding to Total
Up to 500	23,358	99.57	2,379,798	4.76
501 to 1000	30	0.13	22,833	0.05
1001 to 2000	12	0.05	16,625	0.03
2001 to 3000	4	0.01	10,350	0.02
3001 to 4000	0	0.00	00	0.00
4001 to 5000	21	0.09	103,700	0.21
5001 to 10000	7	0.03	66,100	0.13
10001 & above	27	0.12	47,400,594	94.80
Total	23,459	100.00	50,000,000	100.00

Category of Share Holders as on 31.03.2013

Category	No. Of Shares	% Of Total Equity
Promoters and Persons acting in Concert	35,665,000	71.33
Bodies Corporate	950,837	1.90
Indian Public	13,384,163	26.77
Total	50,000,000	100.00

Annual general Meeting:

21st Annual general meeting will be held on Saturday, 28th September, 2013 at 10.00 a.m. at the Registered Office of the Company at Plot No.3, Sector-25 Faridabad Haryana-121004.

Financial Calendar 2012-2013 (Tentative):

First Quarter Results	on or before 14 May, 2013
Second Quarter Results	on or before 14 August, 2013
Third Quarter Results	on or before 14 November, 2013
Forth Quarter & Annual Results	on or before 30 May, 2014
Date of Book Closure	25th September 2013 to 28th September 2013 (both days inclusive)
Bombay Stock Exchange Limited	Ahmedabad Stock Exchange Limited
	Jaipur Stock Exchange Limited
	Delhi Stock Exchange Limited
Stock Code	BSE-514296
	ASE-26450
	JSE-116
	DSE-6453
International Security Identification Number (ISIN)	INE206G01012

LISTING AND CUSTODIAL FEE:

Annual Listing Fee for the year 2013-14 were paid to Bombay stock exchange Limited, Ahmedabad Stock Exchange Limited, Jaipur Stock Exchange Limited and Delhi Stock Exchange Limited. Custodial Fees to Depositories for the year 2013-14 were paid to National Securities Depository Limited and Central Securities Depository (India) Limited.



Haryana Texprints (Overseas) Limited

REGISTRAR AND TRANSFER AGENT:

The Company has appointed M/s skyline Financial Services (India) Limited, D-153-A, Okhla Phase I, New Delhi 110 020, Phone : 011 26812682 as Common Transfer Agent for all aspects of investor servicing relating to shares in both physical and demat form.

DEMATERIALIZATION OF SHARES:

As on 31st March, 2013, 93.09% of the capital comprising 46546000 Equity Shares was in dematerialized form.

STOCK MARKET DATA

The permission for trading from Bombay Stock exchange Limited was received on 18.09.2012 and Trading started on 20.09.2012

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	% Deli. Qty to Traded Qty	* Spread	
										H-L	C-O
Sep 12	5.02	5.49	5.02	5.48	2,070	20	10,815	2,070	100.00	0.47	0.46
Oct 12	5.47	7.15	5.43	5.43	3,517	29	19,640	3,517	100.00	1.72	-0.04
Nov 12	5.20	5.20	3.45	4.15	3,279	29	12,705	3,279	100.00	1.75	-1.05
Dec 12	4.30	4.30	3.90	4.00	2,600	10	10,779	2,600	100.00	0.40	-0.30
Jan 13	3.82	4.21	3.15	3.15	16,152	22	54,457	16,152	100.00	1.06	-0.67
Feb 13	3.15	3.15	2.19	2.19	1,32,799	75	3,49,240	1,32,799	100.00	0.96	-0.96
Mar 13	2.20	2.25	2.10	2.20	24,100	27	52,898	24,100	100.00	0.15	0.00

ADDRESS FOR CORRESPONDENCE:

Registered office: Plot No-3, Sector-25, Faridabad (Haryana) 121004

DECLARATION BY THE CEO UNDER CLAUSE 49 OF THE LISTING AGREEMENT REGARDING ADHERENCE TO THE CODE OF CONDUCT.

In accordance with Clause 49 sub-clause 1(D) of the Listing Agreement with the Stock Exchanges, I hereby confirm that, all the Directors and the senior management personnel of the Company have affirmed Compliance to their respective codes of conduct, as applicable to them for the Financial Year ended 31st March, 2013.

For Haryana Texprints (Overseas) Ltd.

Place of Signature: Faridabad

Date: 30.05.2013

N.P.Jhanwar
Managing Director
 DIN 00401788

Auditors' Certificate on Compliance of Corporate Governance

To the members of **HARYANA TEXPRINTS (OVERSEAS) LTD.**

We have examined the compliance of conditions of Corporate Governance by Haryana Texprints (Overseas) Limited, for the year ended on 31st March, 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India we have to state that no investor grievances were pending for a period of one month against the Company as per the records maintained by the Shareholders / Investor's Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For DOOGAR & ASSOCIATES
 Chartered Accountants
 (Firm Reg. No. 000561N)

Place of Signature : Faridabad

Date: 30.05.2013

(M.S. Agarwal)
 Partner
 M.N. 86580



INDEPENDENT AUDITORS' REPORT

To the Members of **Haryana Texprints (Overseas) Limited**

Report on the Financial Statements

We have audited the accompanying financial statements of Haryana Texprints (Overseas) Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - e. on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For DOOGAR & ASSOCIATES

Chartered Accountants
(Firm Reg. No. 000561N)

(M.S. Agarwal)

Partner
M.N. 86580

Place of signature: Faridabad

Date : 30.05.2013



Haryana Texprints (Overseas) Limited

Annexure referred to in the Para “Report on other Legal and Regulatory Requirements” of the Auditors Report to the Members of Haryana Texprints (Overseas) Limited on the accounts for the year April 1, 2012 to March 31, 2013.

- (i) (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.\
- (b) As explained to us, the Company has a programme of physically verifying all its fixed assets over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its business. The management during the year physically verified some of the fixed assets. The discrepancies noticed on such verification between the physical balances and the fixed assets records were not material and have been properly dealt with in the books of accounts.
- (c) In our opinion and according to the information and explanations given to us, the Company has not disposed off substantial part of fixed Assets during the year, hence, no impact on the going concern status of the Company.
- (ii) (a) During the year, the inventories have been physically verified by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the record of inventories, we are of the opinion that the Company is maintaining proper records of inventories. The discrepancies noticed on physical verification of inventories as compared to book records were not material and have been properly dealt with in the books of accounts.
- iii. During the year, the Company has neither taken nor granted secured or unsecured loans to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act 1956.
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to the purchase of inventories and fixed assets and with regard to the sale of goods and services. Further, on the basis of our examination and according to the information and explanations given to us, we have neither come across nor have we been informed of any instance of a continuing failure to correct major weaknesses in the aforesaid internal control systems.
- (v) (a) According to the information and explanations give to us, we are of the opinion that during the period, the transactions that were required to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rs. 5.00 Lacs in respect of any party during the period. Therefore, no comments are being offered on whether or not the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies exceeding Rs.5.00 Lacs in respect of any party during the period have been made at prices which are reasonable having regard to prevailing market prices.
- (vi) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of sections 58A and 58AA of the Companies Act, 1956.
- (vii) In our opinion, the company has an in-house internal audit system commensurate with its size and nature of its business.
- (viii) We have broadly reviewed the cost records maintained by the Company pursuant to Companies (Cost Accounting Records Rules, 2011) prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 and are of the opinion that, prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (ix) (a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection funds, employee’s state insurance, income tax, sales tax, wealth tax, custom duty, service tax, excise duty, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, service tax, customs duty, excise duty and cess were in arrears, as at 31.03.13 for a period of more than six months from the date they became payable.



21st Annual Report 2012-2013

- (c) The disputed statutory dues aggregating to Rs. 69.58 Lacs , that have not been deposited on account of matters pending before appropriate authorities are as under:

S. No.	Name of Statute	Nature of Dues	Forum where dispute is pending	Amount (Rs. In lacs)
1	Haryana Local Area Development Tax Act, 2000.	Entry Tax A.Y 2000-01	Excise Commissioner Faridabad	21.46
2	Textile Committee	Textile Cess Upto Dec. 2000	Mumbai High Court	4.06
3	Haryana VAT Act 2003 & CST ACT 1956	VAT & SALES TAX A.Y 2003-04 & 2004-05 & 2006-07	Jt. Commissioner (Excise & Taxation) Faridabad and Sales Tax Tribunal at Chandigarh	44.06

- (x) There are no accumulated losses as on 31.03.2013. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) The Company has not defaulted in repayment of dues to Bank.
- (xii) The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xv) The company has not given guarantees for loans taken by others from banks or financial institutions.
- (xvi) As per information and explanation given by the management, the term loans have been applied for the purpose they were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment.
- (xviii) According to the information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- (xix) According to the information and explanations given to us, during the period covered by our audit report, the company has not issued debentures.
- (xx) No fund by way of public issue has been raised by the company.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For DOOGAR & ASSOCIATES

Chartered Accountants
(Firm Reg. No. 000561N)

(M.S. Agarwal)

Partner
M.N. 86580

Place of Signature: Faridabad

Date : 30.05.2013



Haryana Texprints (Overseas) Limited

BALANCE SHEET AS AT MARCH 31, 2013

(All amounts in Rupees unless otherwise stated)

Particulars	Note No.	As at March 31, 2013	As at March 31, 2012
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	1.1	50,000,000	50,000,000
(b) Reserves and surplus	1.2	50,908,858	49,020,541
Non-current liabilities			
(a) Long-term borrowings	1.3	10,204,846	4,353,327
(b) Other Long term liabilities	1.4	5,499,039	5,359,112
(c) Long-term provisions	1.5	4,089,698	4,172,305
(d) Deferred Tax Liability	1.10	73,746	-
Current liabilities			
(a) Short-term borrowings	1.6	113,585,443	98,871,104
(b) Trade payables	1.7	131,534,716	90,650,502
(c) Other current liabilities	1.8	10,365,359	5,698,808
(d) Short-term provisions	1.5	5,748,440	363,317
TOTAL		382,010,145	308,489,016
ASSETS			
Non-current assets			
(a) Fixed assets	1.9		
(i) Tangible assets		50,075,655	57,429,579
(ii) Tangible Capital work-in-progress		15,987,275	-
(b) Deferred tax assets (net)	1.10	-	2,504,358
(c) Long-term loans and advance	1.11	13,592,949	11,872,485
(d) Other non current assets	1.15	341,889	141,000
Current Assets			
(a) Inventories	1.12	177,339,528	147,619,186
(b) Trade receivables	1.13	118,696,968	87,292,586
(c) Cash and Bank Balances	1.14	546,058	302,509
(d) Short-term loans and advances	1.11	5,425,183	1,327,313
(e) Other current assets	1.15	4,640	-
TOTAL		382,010,145	308,489,016

Significant Accounting Policies

Notes on Financial Statements

1

The accompanying notes referred to above forms an integral part of the financial statements

As per our report of even date

For DOOGAR & ASSOCIATES

Chartered Accountants

Firm Reg.No.000561N

For and on behalf of the BOARD OF DIRECTORS of

Haryana Texprints (Overseas) Ltd.

M.S.Agarwal

Partner

M.N.86580

N.P.Jhanwar

Managing Director

DIN 00401788

R.N.Maheshwari

Director

DIN 00403174

Aditya Maheshwari

Chief Financial Officer

Jaspreet Kaur

Company Secretary

Place of Signature: Faridabad

Dated:30.05.2013



21st Annual Report 2012-2013

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2013

(All amounts in Rupees unless otherwise stated)

Particulars	Note No.	Year ended March 31, 2013	Year ended March 31, 2012
I Revenue from operations	1.16	526,486,322	468,930,962
II Other income	1.17	744,057	750,587
III Total Revenue (I + II)		527,230,379	469,681,549
IV Expenses:			
Cost of materials consumed	1.18	357,606,644	287,975,815
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	1.19	-12,785,732	3,024,662
Employee benefits expense	1.20	45,924,169	48,246,713
Finance costs	1.21	14,664,064	13,124,725
Depreciation and amortization expense	1.22	8,058,360	9,299,742
Other expenses	1.23	103,820,507	99,533,674
Total expenses		517,288,012	461,205,331
V Profit before tax (III-IV)		9,942,367	8,476,218
VI Tax expense:			
(1) Current tax		2,055,315	1,615,143
(2) Deferred tax		2,578,104	6,911,846
(3) MAT Credit		(1,551,659)	(1,615,143)
VII Profit after tax		6,860,607	1,564,372
VIII Earnings per equity share:	1.26		
Basic/diluted earning per share(face value of Re.1 each) (in Rupees)		0.14	0.03

The accompanying notes referred to above forms an integral part of the financial statements

As per our report of even date
For DOOGAR & ASSOCIATES
Chartered Accountants
Firm Reg.No.000561N

For and on behalf of the BOARD OF DIRECTORS of
Haryana Texprints (Overseas) Ltd.

M.S.Agarwal
Partner
M.N.86580

N.P.Jhanwar
Managing Director
DIN 00401788

R.N.Maheshwari
Director
DIN 00403174

Aditya Maheshwari
Chief Financial Officer

Jaspreet Kaur
Company Secretary

Place of Signature: Faridabad
Dated:30.05.2013



Haryana Texprints (Overseas) Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2013

(All amounts in Rupees unless otherwise stated)

	As at March 31, 2013	As at March 31, 2012
A Cash Flow from Operating Activities		
Net Profit before tax & extra-ordinary items	9,942,367	8,476,218
Adjustment for:-		
Depreciation	8,058,360	9,299,742
Loss / (Profit) on Sale of fixed assets	69,468	(52,662)
Interest	14,664,064	13,124,725
Operating Profit before working capital changes	<u>32,734,259</u>	<u>30,848,023</u>
Adjustment for:-		
Trade Receivables	(31,404,382)	17,909,710
Inventories	(29,720,342)	(1,426,440)
Loans & Advances	(6,023,863)	5,398,694
Trade Payables	40,884,214	(20,744,605)
Other Liabilities & Provisions	1,986,734	(1,135,184)
Cash Generated from Operations	<u>8,456,620</u>	<u>30,850,198</u>
Income Tax Paid	(503,656)	-
Net cash from Operating Activities	<u>7,952,964</u>	<u>30,850,198</u>
B Cash flow from Investing Activities		
Purchase of Fixed Assets & CWIP	(17,656,179)	(2,516,252)
Sale of Fixed Assets	895,000	1,438,725
Net Cash used in Investing Activities	<u>(16,761,179)</u>	<u>(1,077,527)</u>
C Cash Flow from Financing Activities		
Short term borrowings	14,714,339	(8,199,934)
Proceeds from Long term borrowings	12,086,000	687,631
Repayment of Finance / Lease	(3,084,511)	(9,113,402)
Interest paid	(14,664,064)	(13,124,725)
Net Cash From Financing Activities	<u>9,051,764</u>	<u>(29,750,430)</u>
Net Increase / (Decrease) in Cash & Cash Equivalents	<u>243,549</u>	<u>22,241</u>
Cash & Cash Equivalents (Opening Balance)	302,509	280,268
Cash & Cash Equivalents (Closing Balance)	546,058	302,509

As per our report of even date
For DOOGAR & ASSOCIATES
Chartered Accountants
 Firm Reg.No.000561N

For and on behalf of the BOARD OF DIRECTORS of
Haryana Texprints (Overseas) Ltd.

M.S.Agarwal
 Partner
 M.N.86580

N.P.Jhanwar
 Managing Director
 DIN 00401788

R.N.Maheshwari
 Director
 DIN 00403174

Aditya Maheshwari
 Chief Financial Officer

Jaspreet Kaur
 Company Secretary

Place of Signature: Faridabad
 Dated:30.05.2013



SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation of Financial Statements:

These financial statements have been prepared to comply in all material respects with the Accounting Standards notified by Companies(Accounting Standards)Rules, 2006,(as amended) and the relevant provisions of the Companies Act,1956 and guidelines issued by the Securities and Exchange Board of India (SEBI) .The financial statements have been prepared under the historical cost convention on an accrual basis. Accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

2 Use of Estimates:

The preparation of financial statements, in conformity with the generally accepted accounting principles, require estimates and assumption to be made that affect the reported amount of assets and liabilities as of the date of financial statements and the reported amount of revenues and expenses during the reported period. Differences between the actual results and estimates are recognized in the period in which the results materialize.

3 Revenue Recognition :

- a) Sales are recognized as and when goods are dispatched from bonded premises.
- b) Job charges are recognized as income when processed fabric cleared from bonded premises.
- c) Export Benefits under DEPB / Duty Draw Back Scheme are recognized on accrual basis.

4. Fixed Assets:

Fixed assets are stated at historical cost less accumulated depreciation. Historical cost comprises direct expenses & any interest attributable to bring in its intended use.

5. Accounting for Government Grants:

Government grants are recognized when there is a reasonable assurance as to its receipt and that the conditions attached there to shall be complied with. Government grants related to capital investments are reduced from the gross value of fixed assets and such grants relating to expenses are reduced from the respective expense head.

6. Depreciation:

Depreciation on fixed assets is provided on written down value method at the rates and in the manner provided in Schedule XIV (as amended) to the Companies Act, 1956. Plant & machinery of the company have been considered as continuous process plant & depreciation is provided accordingly.

7. Inventories:

Raw Material	:	At cost or realisable value whichever is lower
Store	:	At cost or realisable value whichever is lower.
Stock in process	:	At direct cost
Finished Goods	:	At cost or market value whichever is lower
Waste	:	At estimated realisable value

The cost is determined on historical basis on relevant lot/ category of inventory. The cost of inventories comprise all cost of purchase, conversion cost and other costs incurred in bringing the inventories to their present condition.

8. Claims:

Claims are accounted for on merit basis.

9. Foreign Exchange:

- (a) Transactions denominated in Foreign Currency are normally recorded at the exchange rates Prevailing at the time of transaction.



- b) Foreign Exchange Fluctuation on Export/Import is accounted for in the year in which such fluctuation arose.

10. Retirement Benefits:

Contribution to provident and other funds are accounted for on accrual basis. Gratuity and Leave Encashment is accounted for in the Accounts on the basis of Actuarial valuation.

11. Borrowing Costs:

Borrowing costs that are attributable to the acquisition of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

12. Taxation:

Income Tax expense comprises current tax and deferred tax charge or credit. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantially enacted by the Balance Sheet date. Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws are recognised, only if there is a virtual certainty of its realisation, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognised only to the extent there is a reasonable certainty of its realisation. At each Balance Sheet date, the carrying amounts of deferred tax assets are reviewed to reassure realization.

13. Impairment of Assets:

If internal/external indication suggests that an asset of the company may be impaired, the recoverable amount of asset/ cash generating asset is determined on the Balance Sheet date and if it is less than its carrying amount, the carrying amount of the asset / cash generating unit is reduced to the said recoverable amount. The recoverable amount is measured as the higher of Net selling price and value in use of such assets/cash generating unit, which is determined by the present value of the estimated future Cash flows.

14. Provisions, Contingent Liabilities & Contingent Assets:

- (a) The Company recognizes as Provision, the liabilities being Present obligation arising out of past events, the settlement of which is expected to result in an outflow of resources and which can be measured only by using a substantial degree of estimation.
- (b) When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.
- (c) Contingent Assets are neither recognized nor disclosed.

15. Cash and Cash Equivalents:

For the purpose of cash Flow Statement, cash and cash equivalents includes cash in hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less.

16. Earnings Per Share (EPS):

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the year.

Diluted earnings per share are computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where results would be anti - dilutive.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

(All amounts in Rupees unless otherwise stated)

1. Notes to Financial Statements for the year ended March 31, 2013

1.1: SHARE CAPITAL

	As at March 31, 2013	As at March 31, 2012
Authorised		
50000000 Equity Shares of Re.1/- each	50,000,000	50,000,000
	<u>50,000,000</u>	<u>50,000,000</u>
Issued , subscribed & paid-up		
50000000 Equity Shares of Re.1/- each	50,000,000	50,000,000
	<u>50,000,000</u>	<u>50,000,000</u>

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	As at March 31, 2013		As at March 31, 2012	
	NO. OF SHARES	Amount	NO. OF SHARES	Amount
Shares outstanding at the beginning of the year	50,000,000	50,000,000	50,000,000	50,000,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	50,000,000	50,000,000	50,000,000	50,000,000

(b) Details of Shareholder's holding more than 5% shares in the Company

NAME OF SHARE HOLDERS	As at March 31, 2013		As at March 31, 2012	
	NO. OF SHARES	% HELD	NO. OF SHARES	% HELD
Sh.B.C.Jhanwar	5,000,000	10.00	5,000,000	10.00
Sh.N.P.Jhanwar	15,020,000	30.04	15,020,000	30.04
N.P.Jhanwar (HUF)	15,065,000	30.13	15,065,000	30.13
Shri Govind Prasad Maheshwari	3,235,000	6.47	3,235,000	6.47
Satya Narayan Maheshwari (HUF)	3,500,000	7.00	3,500,000	7.00
Govind Prasad Maheshwari (HUF)	2,700,000	5.40	2,700,000	5.40

As per records of the Company, including Its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

(c) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of Re.1 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(d) The Company has not issued any shares for consideration other than in cash or by way of bonus during a period of five years immediately preceding the balance sheet date.



Haryana Texprints (Overseas) Limited

(All amounts in Rupees unless otherwise stated)

1.2 : RESERVES & SURPLUS

	As at March 31, 2013	As at March 31, 2012
Capital Reserves		
Balance at beginning of the year	18,795,000	18,795,000
Balance at end of the year (A)	18,795,000	18,795,000
General Reserves		
Balance at beginning of the year	-	-
Addition during the year	1,000,000	-
Balance at end of the year (B)	1,000,000	-
Surplus in Statement of Profit & Loss		
Balance at beginning of the year	30,225,541	28,661,169
Add :Profit for the year	6,860,607	1,564,372
Less: Transfer to General Reserve	1,000,000	-
Proposed Dividend	4,250,000	-
Tax on Proposed Dividend	722,290	-
Balance at end of the year (C)	<u>31,113,858</u>	<u>30,225,541</u>
Total (A+B+C)	<u>50,908,858</u>	<u>49,020,541</u>

1.3 : LONG TERM BORROWINGS

	Non - current portion		Current maturities	
	As At March 31, 2013	As At March 31, 2012	As At March 31, 2013	As At March 31, 2012
Secured				
Term Loans from banks	9,593,586	3,904,633	5,376,000	2,188,454
Vehicle loans	611,260	448,694	504,285	541,861
Less: Amount disclosed under the head "other current liabilities" (Refer note no. 1.8)			5,880,285	2,730,315
Total Amount	<u>10,204,846</u>	<u>4,353,327</u>	<u>-</u>	<u>-</u>

(a) Terms of Repayment of Term loans and Vehicle loans are as under :-

Particular	Rate of interest	No. of installments	Out standing as at 31.03.2013	Annual Repayment Schedule		
				2013-14	2014-15	2015-16
Bank	Base rate+3.25% p.a. with monthly rests	60	14,969,586	5,376,000	8,390,499	1,203,087
Vehicle loan	9.25%	34-36	1,115,545	504,285	523,633	87,627

(b) Nature of Security :-

Term loans from bank is secured by hypothecation of plant & machinery, furniture & fixture and other fixed assets (present as well as proposed to be purchased). The Term Loan is also secured by personal guarantee of promoters and equitable mortgage of land & buildings situated at plot No.3, sector -25, Faridabad.

1.4 : OTHER LONG TERM LIABILITIES

	As At March 31, 2013	As At March 31, 2012
Advance from customers	5,499,039	5,359,112
Total	<u>5,499,039</u>	<u>5,359,112</u>



21st Annual Report 2012-2013

(All amounts in Rupees unless otherwise stated)

1.5 : PROVISIONS

	Long -term		Short -term	
	As At March 31, 2013	As At March 31, 2012	As At March 31, 2013	As At March 31, 2012
Provision for employee benefits				
Gratuity	3,820,248	3,795,411	707,504	305,974
Leave Encashment	269,450	376,894	68,646	57,343
Provision for proposed dividend				
Proposed dividend			4,250,000	
Tax on proposed dividend			722,290	
Total	4,089,698	4,172,305	5,748,440	363,317

1.6 : SHORT TERM BORROWINGS

	As At March 31, 2013	As At March 31, 2012
Secured		
Cash credit limit	96,045,443	86,491,104
Unsecured		
Others from Directors & shareholders (Repayable on demand)	17,540,000	12,380,000
Total	113,585,443	98,871,104

Working Capital facility is secured by hypothecation of stock of raw material, semi-finished, consumables both (existing & future), receivable. The working capital is also secured by personal guarantee of promoters and equitable mortgage of land & building situated at plot no.3, sector-25, Faridabad. The facility is repayable on demand and carry interest ranging between 12.25 % to 13.75%.

1.7 : TRADE PAYABLES

	As At March 31, 2013	As At March 31, 2012
Trade Payable		
- Due to Micro, Small and Medium Enterprises	-	-
- Others	131,534,716	90,650,502
Total	131,534,716	90,650,502

The information as required to be disclosed under The Micro, Small and Medium Enterprises Development Act, 2006 ("the Act") has been determined to the extent such have been identified by the company, on the basis of information and records available with them. This information has been relied upon by the Auditors.

Particulars	As At March 31, 2013	As At March 31, 2012
I Principal amount remaining unpaid as at end of the year	-	-
II Interest due on above	-	-
1 Total of (I) & (II)	-	-
2 Interest paid on delayed payment of principal, paid along with such interest during the year	-	-
3 Interest due on delayed payment of principal, paid without such interest during the year	-	-
4 Interest accrued but not due, in respect of delayed payments of principal due at at end of the year	-	-
5 Total interest due and payable together with that from prior year(s)	-	-



Haryana Texprints (Overseas) Limited

(All amounts in Rupees unless otherwise stated)

1.8 : OTHER CURRENT LIABILITIES

	As at March 31, 2013	As at March 31, 2012
Current maturities of long-term borrowings (Refer note no. 1.3)	5,880,285	2,730,315
Interest accrued and due on borrowings	318,093	73,787
Other payables		
(i) Statutory dues	862,186	914,799
(ii) Employees related liabilities	3,304,795	1,979,907
Total	10,365,359	5,698,808

1.9: FIXED ASSETS

PARTICULARS	GROSS - BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.12	ADDITIONS DURING THE YEAR	SALES / ADJUSTMENT	AS AT 31.03.13	AS AT 01.04.12	FOR THE YEAR	SALES / ADJUSTMENT	AS AT 31.03.13	AS AT 31.03.13	AS AT 31.03.12
Tangible										
Land	967,610			967,610	0			0	967,610	967,610
Building - Factory	20,751,453			20,751,453	16,121,331	463,012		16,584,343	4,167,110	4,630,122
- Adm. Block	12,119,089			12,119,089	5,184,858	346,712		5,531,570	6,587,519	6,934,231
Plant & Machinery (Main)	99,519,588	154,433	6,986,975	92,687,046	68,236,070	4,738,994	6,090,340	66,884,724	25,802,322	31,283,518
Plant & Machinery (Other)	42,489,020	237,959		42,726,979	32,767,768	1,493,763		34,261,531	8,465,448	9,721,252
Furniture & Fixtures	1,266,238			1,266,238	957,880	55,813		1,013,693	252,545	308,358
Office Equipment / Computer	3,079,519	280,711		3,360,230	1,713,189	203,999		1,917,188	1,443,042	1,366,330
Vehicle	6,161,737	995,801	378,583	6,778,955	3,943,579	756,067	310,750	4,388,896	2,390,059	2,218,158
Total for the year	186,354,254	1,668,904	7,365,558	180,657,600	128,924,675	8058360	6,401,090	130,581,945	50,075,655	57,429,579
Previous Year	176,189,616	13,381,789	3,217,151	186,354,254	121,456,021	9299742	1,831,088	128,924,675	57,429,579	

1.10 : DEFERRED TAX ASSET / (LIABILITY) (NET)

	As At March 31, 2013	As At March 31, 2012
Deferred tax assets /(Liability)		
Expenses deductible on cash basis	1,578,724	1,401,507
Unabsorbed depreciation	-	2,895,721
Total	1,578,724	4,297,228
Deferred tax Liabilities		
Timing Differences between Depreciation as per accounts and as per income tax basis	1,652,470	1,792,870
Total	1,652,470	1,792,870
Deferred tax Asset /(Liability) (Net)	(73,746)	2,504,358



21st Annual Report 2012-2013

(All amounts in Rupees unless otherwise stated)

1.11 : LOANS AND ADVANCES

(Unsecured considered good unless otherwise stated)

	Long -term		Short -term	
	As At	As At	As At	As At
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
Security Deposits	858,023	858,023	-	-
Advance for goods / services	-	-	538,266	454,530
Loan and Advance to employees	-	-	158,164	124,164
Prepaid Expenses	-	-	791,925	138,075
Vat receivable	109,692	109,692	-	-
Balance with statutory authorities	6,591	6,591	-	-
MAT Credit	7,895,935	6,344,275	-	-
TUF Subsidy receivable	-	-	-	141,000
Sales Tax Paid under protest	1,582,453	1,009,979	-	-
Other receivable	-	-	3,936,828	469,544
Direct tax refundable (net of provisions)	3,140,255	3,543,925	-	-
Total	13,592,949	11,872,485	5,425,183	1,327,313

1.12 : INVENTORIES

	As at	As at
	March 31, 2013	March 31, 2012
Raw Materials		
Fabric	57,547,324	41,973,539
Dyes & Chemicals	14,562,679	13,322,510
Packing Material	187,224	94,403
Stores & Other Consumable	2,719,514	2,691,679
Work-in-progress	58,393,141	58,178,581
Finished goods	34,097,579	21,075,200
Garments	9,832,067	10,283,274
Total	177,339,528	147,619,186

1.13 : TRADE RECEIVABLES

	As At	As At
	March 31, 2013	March 31, 2012
Trade receivables (Unsecured considered good)		
Outstanding for a period exceeding six months from the date they are due for payment	7,431,372	7,111,659
Others	111,265,596	80,180,927
Total	118,696,968	87,292,586

1.14 : CASH AND BANK BALANCES

	Non-Current		Current	
	As At	As At	As At	As At
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
Cash and cash equivalents				
Balances with banks in current account			89,967	127,205
Cash on hand			266,091	175,304
Other Bank Balances				
Held as Margin money	312,000	141,000	190,000	-
Less: Amount disclosed under the head "Other Non Current Assets"(Refer Note no. 1.15)	312,000	141,000	-	-
Total	-	-	546,058	302,509



Haryana Texprints (Overseas) Limited

(All amounts in Rupees unless otherwise stated)

1.15 : OTHER ASSETS

	Non - Current		Current	
	As At March 31, 2013	As At March 31, 2012	As At March 31, 2013	As At March 31, 2012
Interest accrued on FD	29,889	-	4,640	-
Non -Current Bank Balance (Refer note no. 1.14)	312,000	141,000		
TOTAL	341,889	141,000	4,640	-

1.16 : REVENUE FROM OPERATIONS

	Year ended March 31, 2013		Year ended March 31, 2012	
Sale of products				
Fabric	355,233,354		266,338,436	
Garment	12,502,331	367,735,685	28,262,869	294,601,305
Sale of services				
Job		153,531,318		170,378,390
Other operating revenues				
Sale of scrap	760,433		949,723	
Export incentives	4,458,886	5,219,319	3,001,544	3,951,267
Total		526,486,322		468,930,962

1.17 : OTHER INCOME

	Year ended March 31, 2013	Year ended March 31, 2012
Interest Income	368,717	14,802
Gain on sale of fixed assets (Net)	-	52,662
Exchange gain (net)	113,504	412,547
Misc. income	261,836	270,576
Total	744,057	750,587

1.18 : COST OF MATERIAL CONSUMED

	Year ended March 31, 2013		Year ended March 31, 2012	
Fabric				
Opening Stock	41,973,539		38,671,650	
Add: Purchases	291,354,547		207,548,681	
Less: Closing Stock	57,547,324	275,780,762	41,973,539	204,246,792
Dyes & Chemicals				
Opening Stock	13,322,510		11,826,489	
Add: Purchases	80,457,082		82,834,210	
Less: Closing Stock	14,562,679	79,216,913	13,322,510	81,338,189
Packing Material				
Opening Stock	94,403		82,096	
Add: Purchases	2,701,790		2,403,141	
Less: Closing Stock	187,224	2,608,969	94,403	2,390,834
Total		357,606,644		287,975,815

The above consumption figures are disclosed on the basis of derived figures and are after adjusting excess and shortage ascertained on Physical count, unservisable items, etc.



21st Annual Report 2012-2013

(All amounts in Rupees unless otherwise stated)

1.19 : CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

	Year ended March 31, 2013	Year ended March 31, 2012	(increase) / Decrease
Inventories (At close)			
Finished Goods	34,097,579	21,075,200	(13,022,379)
Work in progress	58,393,141	58,178,581	(214,560)
Garments	9,832,067	10,283,274	45,1207
	<u>102,322,787</u>	<u>89,537,055</u>	<u>(12,785,732)</u>
Inventories (At Opening)			
Finished Goods	21,075,200	30,045,806	8,970,606
Work in progress	58,178,581	50,018,521	(8,160,060)
Garments	10,283,274	12,497,390	2,214,116
	<u>89,537,055</u>	<u>92,561,717</u>	<u>3,024,662</u>
(increase) / Decrease in inventories	<u>(12,785,732)</u>	<u>3,024,662</u>	

1.20 : EMPLOYEE BENEFITS EXPENSE

	Year ended March 31, 2013	Year ended March 31, 2012
Salaries and incentives	16,590,915	18,074,584
Wages	23,195,026	24,454,953
Directors Remuneration	2,490,094	2,452,151
Contributions to Provident fund and Others	1,850,899	1,806,136
Staff welfare expenses	1,797,235	1,458,889
Total	<u>45,924,169</u>	<u>48,246,713</u>

1.21 : FINANCE COSTS

	Year ended March 31, 2013	Year ended March 31, 2012
Interest expense		
on Term Loans	1,164,760	1,231,518
on Working Capital	13,499,304	11,893,207
Total	<u>14,664,064</u>	<u>13,124,725</u>

1.22 : DEPRECIATION

	Year ended March 31, 2013	Year ended March 31, 2012
Depreciation of tangible assets	8,058,360	9,299,742
Total	<u>8,058,360</u>	<u>9,299,742</u>



Haryana Texprints (Overseas) Limited

(All amounts in Rupees unless otherwise stated)

1.23 : OTHER EXPENSES

	Year ended March 31, 2013	Year ended March 31, 2012
1 Consumption of Stores & Spares	9,309,849	10,216,481
2 Water Expenses	9,364,454	6,615,525
3 Power & Fuel	55,153,976	54,745,752
4 Repairs to building	432,280	394,824
5 Repairs to machinery	6,888,394	5,256,597
6 Repairs to others	567,232	2,969,251
7 Insurance	306,006	266,107
8 Rates & taxes	42,620	60,615
9 Legal & Professional Fees	1,354,920	1,359,097
10 Telephone & Internet Charges	635,924	666,396
11 Travelling Expense	2,788,360	2,393,209
12 Business Promotion	8,956	671,318
13 Rent	360,000	536,963
14 Testing Charges	635,450	308,310
15 Printing & Stationery	349,719	345,049
16 Rebat & Claim	3,206,686	4,777,519
17 Freight	8,036,778	4,529,797
18 Miscellaneous Expense	2,215,451	1,617,337
19 Loss on sale of Fixed Assets (Net)	69,468	-
20 Bank Charges	1,994,362	1,710,767
21 Payment to Auditors	99,622	92,760
Total	103,820,507	99,533,674

Payments to auditors include :-

	Year ended March 31, 2013	Year ended March 31, 2012
a. Audit Fees	56,180	55,150
b. Certification charges	28,090	22,060
c. for reimbursement of expenses;	15,352	15,550
Total	99,622	92,760

1.24 : CONTINGENT LIABILITIES

- Demand under Haryana VAT ACT 2003 and CST ACT 1956 for the Assessment Year 2003-04, 2004-05, and 2006-07 amounting to Rs. 60.18 Lacs (Previous Year - Rs.60.18 Lacs) against which Company has filed an appeal before Joint Commissioner (Excise & Taxation) Faridabad & Tribunal at Chandigarh.
- Textile Committee Cess Rs. 4.06 Lacs upto December 2000 (Previous year Rs. 4.06 Lacs)
- Tax Demand of Rs. 21.46 Lacs for assessment year 2000-01 (Previous year - Rs. 21.46 Lacs) under Haryana Local Area Development Tax Act, 2000.
- The Company (through Faridabad Textile Processors Association) has filed writ petition before Hon'ble Punjab & Haryana High Court in the matter of applicability of Sales Tax on Job work. The company may be liable to pay Sales Tax on Job Work already / to be undertaken by it, if the case is not decided in the favour of the Company / Association the amount of which is unascertainable. (Previous year NIL)



1.25 : RELATED PARTY DISCLOSURES

As per Accounting Standard (AS)-18 issued by The Institute of Chartered Accountants of India, the disclosure of transactions with the Related Parties as defined in Accounting Standard are given below:-

Related parties with whom transactions have taken place and relationships:

ASSOCIATES

1	Balaji Trading Company	Firm in which M.D. is Proprietor
2	Indian Texprints	Firm in which E.D. is Proprietor
3	TanfacApparels Ltd.	Company in which E.D. is Director

KEY MANAGEMENT PERSONNEL

1	Shri N.P. Jhanwar	Managing Director
2	Shri R.N. Maheshwari	Executive Director
3	Shri S.N. Maheshwari	Director

Relative of Key Management Personnel

2	Shri Aditya Maheshwari	Son of Executive Director
1	Smt. Devki Maheshwari	Wife of Director

(2) Transactions during the year with related parties

A LOANS TAKEN

	(Rs. in Lacs)	
	Associate Key Management Enterprises	Personnel
Balance as at 1st April, 2012	0.00	25.00
	(104.20)	(25.00)
Taken during the year	0.00	21.60
	(0.00)	(6.00)
Repaid/adjusted during the year	0.00	0.00
	(104.20)	(6.00)
Balance as at 31st March, 2013	0.00	46.60
	(0.00)	(25.00)

B PURCHASE

Fabric Purchases from Associates	0.00	-
	(319.07)	-

C SALES

Fabric sales to Associates	115.48	-
	(60.47)	-

D EXPENDITURE

Payment to and provisions for Directors Remuneration	-	24.90
	-	(25.52)
Salary to relative of Key Management Personnel	-	11.28
	-	(9.40)
Interest paid on unsecured loan from Associates	-	0.00
	-	(10.14)

1.26 : EARNINGS PER SHARE (EPS)

	2012-13	2011-12
a) Net profit after Tax (Rs. In Lacs) (Numerator used for calculation)	68.61	15.64
b) Weighted Average number of Equity Shares (Denominator used for calculation)	50,000,000	50,000,000
c) Basic & Diluted earning per Share of Rs. 1/- each (in Rupee)	0.14	0.03



Haryana Texprints (Overseas) Limited

(All amounts in Rupees unless otherwise stated)

1.27 : EMPLOYEE BENEFITS

As per accounting standard (As) -15 (Revised) the disclosure of Employee benefits as defined in The Accounting Standards are given below:-

Sr. No.	Items	Gratuity (Unfunded)	Leave Encashment (Unfunded)	Gratuity (Unfunded)	Leave Encashment (Unfunded)
1	Change in present value of obligation	31.03.2013	31.03.2013	31.03.12	31.03.12
a)	Present value of obligation as at the beginning of the period	4,101,385	434,237	3,721,784	424,770
b)	Acquisition adjustment	-	-	-	-
c)	Interest cost	348,618	36,910	316,352	36,105
d)	Past service cost	-	-	-	-
e)	Current service cost	433,697	52,527	429,147	63,825
f)	Curtailement cost/ (Credit)	-	-	-	-
g)	Settlement cost/ Credit)	-	-	-	-
h)	Benefits Paid	(341,315)	(181,651)	227,384	43,632
i)	Actuarial (gain) / loss on obligation	(14,633)	(3,927)	(138,514)	(46,831)
j)	Present Value of obligation as at the end of Period	4,527,752	338,096	4,101,385	434,237
2	Actuarial gain/ (loss) recognized				
a)	Actuarial gain /(loss) for the period- obligation	14,633	3,927	138,514	46,831
b)	Actuarial gain /(loss) for the period- plan assets	-	-	-	-
c)	Total (gain)/loss for the period	(14,633)	(3,927)	(138,514)	(46,831)
d)	Actuarial (gain)/ loss recognized in the period.	(14,633)	(3,927)	(138,514)	(46,831)
e)	Unrecognized actuarial (gain) losses at the end of period	-	-	-	-
3	Amount Recognised in Balance sheet				
a)	Present Value of obligation as at the end of the period	4,527,752	338,096	4,101,385	434,237
b)	Fair Value of plan assets as at the end of the period	-	-	-	-
c)	Funded status	(4,527,752)	(338,096)	(4,101,385)	(434,237)
d)	Excess of actual over estimated	-	-	-	-
e)	Unrecognized actuarial (gains)/ losses	-	-	-	-
f)	Net assets/(liability) recognized in balance sheet	(4,527,752)	(338,096)	(4,101,385)	(434,237)
4	Expense recognized in the statement of profit & loss				
a)	Current service cost	433,697	52,527	429,147	63,825
b)	Past service cost	-	-	-	-
c)	Interest cost	348,618	36,910	316,352	36,105
d)	Expected return on plan assets	-	-	-	-
e)	Curtailement cost/(credit)	-	-	-	-
f)	Settlement cost/(credit)	-	-	-	-
g)	Net actuarial (gain)/ loss recognized in the period	(14,633)	(3,927)	(138,514)	(46,831)
h)	Expenses recognized in the statement of profit & loss	767,682	85,510	606,985	53,099
5	Actuarial Assumption				
	Discount Rate	8.50%	8.50%	8.50%	8.50%
	Future Increase in salary	5.00%	5.00%	5.00%	5.00%
	Actuarial Method	Projected Unit credit Method	Projected Unit credit Method	Projected Unit credit Method	Projected Unit credit Method



1.28 : PARTICULARS OF UNHEDGED FOREIGN CURRENCY EXPOSURE

Particulars	Currency	2012-13		2011-12	
		Amount in Foreign Currency	Amount in Rupees	Amount in Foreign Currency	Amount in Rupees
Trade Receivable	GBP	-	-	16,633	1,313,171
Trade Receivable	USD	445,865.36	24,188,194	-	-

1.29 : PROVISIONS FOR CURRENT TAX

Provision for current tax amounting to Rs.20.55 lacs has been made under section 115JB of Income Tax Act 1961. In view of tax credit available U/S 115JAA of Income Tax Act 1961, the Company has debited MAT credit entitlement account amounting to Rs. 15.52 lacs by crediting Statement of Profit & Loss.

1.30 : The Company has continued to treat plant & machinery as continuous process plant on the basis of expert opinion obtained. This being a technical matter without forming an independent opinion has been relied upon by the Auditors.

1.31 : Provision on account of impairment of Assets as required under AS - 28 ICAI has not been made, as in the opinion of the management, the carrying amount of the Assets is not less than the recoverable amount.

1.32 : The Company is engaged in business of Textile viz Fabric Processing and Garment Manufacturing, which has been considered as one reportable segment, therefore, no disclosure on segment wise revenue etc., has been given.

1.33 : EARNINGS IN FOREIGN EXCHANGE (ON ACCRUAL BASIS)

	2012-13	2011-12
FOB value of Exports during the year	118,623,119	20,484,475

1.34 : EXPENSES IN FOREIGN CURRENCY (ON ACCRUAL BASIS)

	2012-13	2011-12
Air Freight	2,627,393	-

1.35 : Previous year figures have been re-grouped or rearranged wherever necessary.

The accompanying notes referred to above forms an integral part of the financial statements

As per our report of even date
For DOOGAR & ASSOCIATES
Chartered Accountants

Firm Reg.No.000561N

For and on behalf of the BOARD OF DIRECTORS of
Haryana Texprints (Overseas) Ltd.

M.S.Agarwal

Partner

M.N.86580

N.P.Jhanwar

Managing Director

DIN 00401788

R.N.Maheshwari

Director

DIN 00403174

Aditya Maheshwari

Chief Financial Officer

Jaspreet Kaur

Company Secretary

Place of Signature: Faridabad

Dated:30.05.2013

Haryana Texprints (Overseas) Limited



Regd. Office: Plot No. 3, Sector 25, Faridabad - 121 004

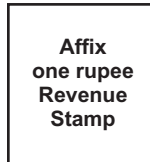
PROXY FORM

Folio No.:
No. of Shares held:

I/We _____ of _____
in the District of _____ being a Member/Members of the above named
Company, hereby appoint Shri _____ of _____
in the District of _____ of failing him
Shri _____ in the District of _____ of failing him
Shri _____ of _____ in the District of _____
_____ as my/our proxy to vote for me/us on my/our behalf at the 21st Annual General Meeting
of the Company to be held on Saturday, 28th September 2013 at 10.00 A.M. and at any adjournment thereof.

Signed this _____ day of _____, 2013

Signature _____



NOTE :-The Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Meeting.

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

I hereby record my presence at the 21st ANNUAL GENERAL MEETING OF HARYANA TEXPRINTS (OVERSEAS) LIMITED, AT PLOT NO. 3, SECTOR 25, FARIDABAD - 121 004 on Saturday the 28th September, 2013 at 10:00 A.M.

No. of shares held _____

Folio No.(s) _____

Full name of shareholders _____

Signature _____

Full name of the proxy* _____

Signature _____

*(To be filled in the Proxy attends instead of the Member)

BOOK-POST



If undelivered please return to :

HARYANA TEXPRINTS (OVERSEAS) LIMITED

Plot No. 3, Sector 25,
Faridabad - 121 004