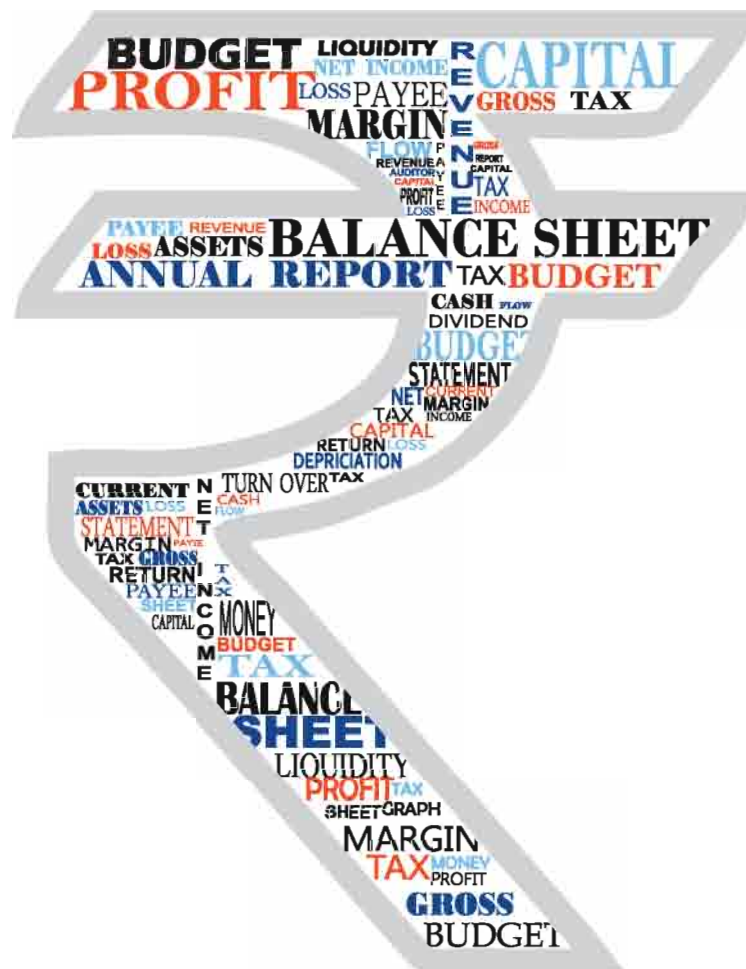


2014-2015

ANNUAL REPORT

Maxwell

VIP *Eminence* LEADER *Frenchie* *inners*





Inners – the innerwear studio by Maxwell Industries Ltd. a Retail venture of the Company. It is a significant step by Maxwell into Retail segment. It is also addressing to loungewear needs of the people as a one step towards transforming from

only inner wear to Apparel & accessories brand. Inners showcase brands like VIP, Frenchie, Feelings, Eminence and Brat. The company has already opened 7 stores in 4 cities.

Company opened its first franchisee store in Bangalore recently in June 2015. It's a step towards creating new, unique and holistic product experience for consumers at the retail and intends to open many more stores across the country.



Koperkhairane



Kalyan



Bheyander



Udipi



Virar



Bellary



Bengaluru

& many more to come...

**VIP®**

VIP is a name to reckon with when it comes to innerwear. Every consumer will vouch for its quality & comfort. VIP has been conferred the status of a Superbrand, thanks to the unremitting support of the consumer and stakeholders.

The brand has maintained its tradition of quality in the innerwear and as part of its evolution, expanded its range in other categories like loungewear, thermals, socks & handkerchiefs. This has demonstrated, the brand's positioning as effectively catering to the needs of men's inner clothing and accessories as well as casual clothing.

Product Portfolio -

Innerwear : Vest
Brief
Trunk

Lounger Wear : T-Shirt
Track Pant
Muscle Tee
Bermuda

Thermal Wear

Accessories : Socks
Handkerchiefs



Savoir-faire d'exception depuis 1944

Eminence
FRANCE



New era in Innerwear Industry was spelled in India with launch of Brand Eminence in premium men segment with alliance of 2 leaders of Innerwear industry Eminence S.A in France & Maxwell Industries Limited in India.

Eminence India has since then created its own space in the premium innerwear segment with its artistic yet trendy products whether it be neon color brief and trunks with outer elastic or inner elastic classic range.

Eminence started in the year 1944 in France, has earned its reputation as the leading No.1 brand in Men's Innerwear in key markets of France, Italy, Spain, Belgium and is now among top 3 brands in Women's Innerwear too in France, Italy, Belgium and ranked in the top quartile of most profitable companies.

Maxwell Industries Limited is the exclusive licensee of Eminence S.A of France for manufacturing and distribution of Eminence in India, Sri Lanka, Bangladesh and Nepal.

Continuing with its market expansion & portfolio expansion strategy, Eminence has made rapid strides by adding new markets across India. In the portfolio expansion, new range of stylish products in Men range and development of Eminence panties range were the highlights of the year. Eminence panties range and new products in men portfolio are set to hit the markets very soon. Addition of these new products has strengthened the Eminence

portfolio significantly and the portfolio is now updated even to cater to the latest trends in the premium segment market. Eminence has been reminiscent of innovation across complete life cycle of product development & communication.

For the FY 2015-16 Eminence looks forward to the challenges in setting up its strong hold in premium segment and setting its feet firm in the panties segment of women innerwear. With revamped portfolio, brand looks forward to continue with the vigorous growth via focused approach in product placements to capture the rich niche of premium segments in India.



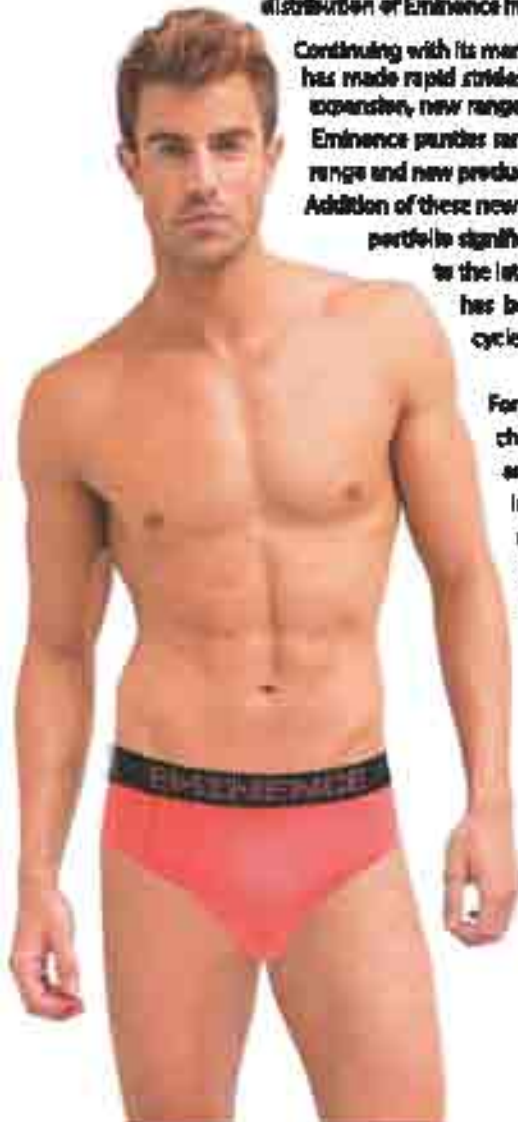
Product Portfolio

Eminence Men Collection

Brief	Trunk
Vest	T-shirt
Boxer Shorts	Socks

Eminence Panties

Bikinis
Hipsters
Boy cuts



Corporate Information

Board of Directors

Jaykumar K. Pathare	Chairman & Whole Time Director
Sunil J. Pathare	Vice Chairman & Managing Director
Kapil J. Pathare	Whole Time Director
Dr. Arvind Kulkarni	Independent Director
Gopal Sehgal	Independent Director
Chetan Sheth	Independent Director
Robin Banerjee	Independent Director
Meher Castelino*	Independent Director

*(w.e.f. 24.03.2015)

C.F.O. & C.O.O.

R. Venkataraman	(upto 06.06.2015)
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Chief Financial Officer

Ashish Mandaliya	(w.e.f. 06.06.2015)
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Company Secretary

Ashish Mandaliya

Chief Finance Controller

Devendra Vyas	(w.e.f. 30.05.2015)
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Statutory Auditors

M/s. Attar & Company
Chartered Accountants

Internal Auditors

M/s. Sharp & Tannan Associates
Chartered Accountants

Bankers

State Bank of India
IDBI Bank Limited
HDFC Bank Limited

Plant Location

Knitting Unit	: 360/13, Ganesh Industrial Estate, Village Kachigam, Nani Daman, Daman - 396210
Processing House	: 13-15, SIPCOT, Perundurai, Erode, Tamil Nadu - 638052
Stitching Units	: 92/94, New GIDC, Umbergaon, Gujarat - 396171
	: SF-125/126/127, Appachimarmadam, Thingalur, Erode, Tamil Nadu - 638055

Registered Office

C-6, Road No.22, MIDC,
Andheri (East),
Mumbai 400 093.
Phone : + 91 22 28257624/27/33,40209000
Fax : + 91 22 28371023/24
E-mail : investor.relations@viporg.com
Website : <http://www.maxwell.in>
CIN : L18101MH1991PLC059804

Registrar & Transfer Agents

Link Intime India Pvt. Ltd.,
C-13, Pannalal Silk Mills Compound,
L. B. S. Marg,
Bhandup (West),
Mumbai 400 078.
Phone : + 91 22 25946970
Fax : + 91 22 25946969
Email : rnt.helpdesk@linkintime.co.in

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25th ANNUAL GENERAL MEETING

Day	: Saturday
Date	: 26 th September, 2015
Time	: 11.00 a.m.
Venue	: The All India Plastics Manufacturers' Association Auditorium, Plot No. A-52, Road No.1, MIDC, Marol, Andheri (East), Mumbai - 400 093

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of Maxwell Industries Limited will be held on Saturday, 26th day of September, 2015 at 11.00 a.m. at The All India Plastics Manufacturers' Association Auditorium, Plot No.A-52, Road No.1, MIDC, Marol, Andheri (East), Mumbai - 400 093 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement for the financial year ended on 31st March 2015, and the Reports of the Directors and Auditors thereon.
2. To declare a dividend on Preference Shares.
3. To declare a dividend on Equity Shares.
4. To appoint a Director in place of Mr. Sunil J. Pathare (DIN 00192182), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
5. To appoint Auditors and fix their remunerations and in this regards, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendations of the Audit Committee of the Company, M/s. Attar & Co., Chartered Accountants, (Registration No.112600W) be and are hereby appointed as Statutory Auditors of the Company, to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remunerations as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

6. Appointment of Mrs. Meher Castelino (DIN 07121874) as an Independent Director.

To Consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Meher Castelino (DIN 07121874), who was appointed as an Additional Director of the Company with effect from 24th March, 2015 under Section 161(1) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years commencing from 24th March, 2015.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

7. To Alter the Articles of Association of the Company.

To Consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, a new set of Articles of Association of the Company, placed before the Members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

By order of the Board of Directors
For **Maxwell Industries Limited**

Place: Mumbai
Date: 12th August, 2015

Ashish Mandaliya
CFO & Company Secretary

Registered Office
C-6, Road No. 22, MIDC
Andheri (East), Mumbai – 400 093.
CIN : L18101MH1991PLC059804
E-mail : investor.relations@viporg.com

NOTES:

1. **A member entitled to attend and vote, at the Annual General Meeting (“the meeting”) is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy. However, such person shall not act as a proxy for any other person or shareholder.**
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 19th September, 2015 to Saturday, 26th September, 2015 (both days inclusive).
4. The Company will be transferring the unclaimed dividend for the financial year ended on 31st March, 2008 on or before 27th September, 2015. The Company had transferred the unclaimed dividend upto the financial year ended on 31st March, 2007 to the Investors Education and Protection Fund (IEPF) of the Central Government. The Members who have not claimed their dividend for the financial year 2008-09, 2009-10, 2010-11, 2011-12, 2012-13 and 2013-14 are requested to claim it from the Company immediately.
5. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate any change of address or bank mandate immediately to the Company at its Registered Office or to the Registrar and Share Transfer Agents, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078.
6. Members who have not registered the e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars etc., from the Company with the Depository or with Registrar and Share Transfer Agents, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or Link Intime India Private Limited.
8. Members desirous of obtaining any information concerning accounts of the Company are requested to address their queries to the Company Secretary at least Seven days before the date of the meeting, to enable the information required to be made available at the meeting, to the extent possible.
9. Members may be aware, that the Equity Shares of the Company have been sub-divided from one equity shares of ₹10/- each to 5 equity shares of ₹ 2/- each, in terms of Resolution passed by the Member of the Company at the Extra Ordinary General Meeting of the Company held on 1st February, 2006. The Members who are yet holding their share certificate of ₹10/- each of the Company need to exchange the same with new equity shares of ₹ 2/- each by sending the same to the Company's Registrar & Transfer Agent, Link Intime India Private Limited since the old Share Certificate of ₹10/- each are no longer tradable.
10. Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting and copy of the Annual Report 2014-15. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting. In case of Joint Holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
11. Members are requested to note that in case of transfers, deletion of name of the deceased Members, transmission and transposition of names in respect of share held in physical form, the submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgment of request for these transaction, is now mandatory.
12. Section 72 of the Companies Act, 2013, provides for **Nomination** by the Members of the Company in the prescribed forms which are available on the website of the Company “www.maxwell.in”. Members are requested to avail this facility.
13. Members are requested to bring their valid photo ID proof at the time of the meeting.

Voting through electronic means :

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rule 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means. The business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The instructions for voting electronically by members are as under:

- (i) The voting period begins on Wednesday, 23rd September, 2015 and ends on Friday, 25th September, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, 19th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the relevant EVSN on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non-Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Please note that:

1. The voting period begins on 23rd September, 2015 at 10.00 a.m. and ends on 25th September, 2015 at 5.00 p.m. During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date which is 19th September, 2015 may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the company as on this cut-off date. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 25th September, 2015.
2. Mr. Rakesh Sanghani, Practising Company Secretary (Membership No. FCS 7647) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
3. The members would be able to cast their votes at the meeting through ballot paper if they have not availed the remote e-voting facility. If the vote is cast through remote e-voting facility then the members would not be permitted to exercise their voting right at the general meeting.
4. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than three days of conclusion of the meeting a consolidated scrutinizer's report of the votes cast in favour or against, to the Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose.
5. The Result shall be declared on or after the Annual General Meeting (AGM). The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.maxwell.in and on the website of CDSL and communicated to the Stock Exchanges.

By order of the Board of Directors
For **Maxwell Industries Limited**

Place: Mumbai
Date: 12th August, 2015

Ashish Mandaliya
CFO & Company Secretary

Registered Office
C-6, Road No. 22, MIDC
Andheri (East), Mumbai - 400 093.
CIN : L18101MH1991PLC059804
E-mail : investor.relations@viporg.com

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 6**

The Board of Directors of the Company had appointed Mrs. Meher Castelino as an Additional Director of the Company with effect from 24th March, 2015. In accordance with the provisions of Section 161 of the Companies Act, 2013, Mrs. Meher Castelino shall hold office up to the date of the forthcoming Annual General Meeting and is being eligible to be appointed as an Independent Director for the term upto five years. The Company has received notice under section 160 of the Companies Act, 2013 from Mrs. Meher Castelino signifying her candidature as an Independent Director of the Company.

A brief profile of Mrs. Meher Castelino, including nature of her expertise, is provided at page no. 25 of this Annual Report.

The Company has received a declaration of independence from Mrs. Meher Castelino. In the opinion of the Board, Mrs. Meher Castelino fulfils the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as an Independent Director of the Company. A copy of the draft Letter of Appointment of Mrs. Meher Castelino, Independent Director, setting out terms and conditions of appointment of her as an Independent Director is available for inspection at the Registered Office of the Company during business hours on any working day and are also available on the website of the Company www.maxwell.in.

None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Meher Castelino, is concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution as set out in the Item No.6 for approval of the Members.

Item No. 7

The Members had approved the alteration of Articles of Association of the Company at its meeting held on 25th September, 2006 by incorporating the relevant clauses of the Share subscription cum shareholders agreement entered by the Company with Reliance Capital Partners on 19th May, 2006. Now, the Reliance Capital Partners had sold its entire Equity Shares in the Company thereby Share subscription cum shareholders agreement entered with Reliance Capital Partners ceases to be effective.

The new set of Articles of Association of the Company is to be adopted by incorporating the changes as per the Companies Act, 2013 so as to make it consistent with the provision of the Companies Act, 2013 including the rules framed thereunder.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered office of the Company during the business hours on any working day, upto the date of the Annual General Meeting and during the Annual General Meeting. The proposed draft Articles of Association is available on Company website at www.maxwell.in for perusal by the Members.

None of the Director or Key Managerial Personnel and relatives of the Company, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Special Resolution set out in Item no. 7 for the approval of Members.

By order of the Board of Directors
For **Maxwell Industries Limited**

Place: Mumbai
Date: 12th August, 2015

Ashish Mandaliya
CFO & Company Secretary

Registered Office
C-6, Road No. 22, MIDC
Andheri (East), Mumbai - 400 093.
CIN : L18101MH1991PLC059804
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