



# 2017 Annual Report

VIP Clothing Ltd.

# OUR VISION

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"To be in every Indian's Wardrobe and go Global"

## OUR MISSION

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Join Hands Together To Become An International Symbol Of Excellence Through Continuous Customer Satisfaction, Innovation, Manpower Development, Productivity Improvement, Quality Improvement, Cost Reduction and Time Management.



**VIP**<sup>®</sup>  
**REGAL**  
COLLECTION

VIP is a name synonymous with innerwear in the Indian market. The style quotient of the Indian male audience is changing from classic to that of a contemporary classic one. With that in mind, as a pioneer in the industry, VIP presents VIP Regal Collection. This collection caters to the sophisticated needs of the Indian male with classic designs and unmatched fabric quality.



VIP Inners store is a significant step in the direction of creating a new, unique and holistic product experience for consumers at the retail level. This retail store is positioned as an innerwear studio catering to various intimate-wear, lounge-wear and accessory needs of Men, Women and Kids. The store will offer the latest styles and colors to the customers helping them make a well-informed decision. This store will be a one-stop solution for consumers and will provide exclusivity & uniqueness in terms of range, ambience and visual display.





## Corporate Information

### Board of Directors

Sunil J. Pathare	Chairman & Managing Director
Kapil J. Pathare	Whole Time Director
Gopal Sehgal	Independent Director
Chetan Sheth	Independent Director
Robin Banerjee	Independent Director
Meher Castelino	Independent Director

### Chief Executive Officer

(Sales, Marketing and Production)  
Yogesh Tiwari

### Chief Financial Officer & Company Secretary

Ashish Mandalia

### Chief Finance Controller

Devendra Vyas

### Statutory Auditors

M/s. Sharp & Tannan  
Chartered Accountants

### Internal Auditor

M/s. Haribhakti & Co. LLP  
Chartered Accountants

### Bankers

State Bank of India  
IDBI Bank Limited  
HDFC Bank Limited  
RBL Bank Limited

### 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.vipclothing.in>  
CIN : L18101MH1991PLC059804

### Registrar & Transfer Agents

Link Intime India Private Limited  
C-101, 247 Park, L B S Marg,  
Vikhroli (West),  
Mumbai - 400 083  
Phone : + 91 22 49186000  
Fax : + 91 22 49186060  
Email : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

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### Plant Location

Knitting Unit	: 360/13, Ganesh Industrial Estate, Village Kachigam, Nani Daman, Daman - 396210
Stitching Units	: 92/94, New GIDC, Umbergaon, Gujarat - 396171
	: SF-125/126/127, Appachimarmadam, Thingalur, Erode, Tamil Nadu - 638055
Wind Mill	: Chinnakkully Village, Pappampatty Panchayat, Coimbatore, Tamil Nadu - 641016

### 27<sup>th</sup> ANNUAL GENERAL MEETING

Day	: Wednesday
Date	: 13 <sup>th</sup> September, 2017
Time	: 11.00 a.m.
Venue	: Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (East), Mumbai - 400093



## NOTICE

NOTICE is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of VIP Clothing Limited (formerly known as Maxwell Industries Limited) will be held on Wednesday, 13<sup>th</sup> day of September, 2017 at 11.00 a.m. at Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (East), Mumbai - 400093 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended on 31<sup>st</sup> March 2017 and the Reports of the Directors and Auditors thereon.
2. 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.
3. To ratification of Appointment of Auditors and in this regard 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 Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the resolution passed by the Members at the 26<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2016 appointing M/s. Sharp & Tannan, Chartered Accountants, Mumbai, (Firm Registration No. 109982W), as Statutory Auditors of the Company to hold office from the conclusion of 26<sup>th</sup> Annual General Meeting till the conclusion of the 31<sup>st</sup> Annual General Meeting, the appointment of M/s. Sharp & Tannan, Chartered Accountants, Mumbai, (Firm Registration No. 109982W), as Statutory Auditors of the Company to hold office from the conclusion of this Meeting i.e. 27<sup>th</sup> Annual General Meeting until the conclusion of 28<sup>th</sup> Annual General Meeting of the Company, be ratified by the Members of the Company, at such a remuneration (inclusive of GST as may be applicable) and out of pocket expenses, as may be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee in connection with the audit of the accounts of the Company for the year ending on March 31, 2018.”

By order of the Board of Directors  
For **VIP Clothing Limited**  
(Formerly known as Maxwell Industries Limited)

Place: Mumbai  
Date: 10<sup>th</sup> August, 2017

**Ashish Mandaliya**  
Chief Financial Officer & Company Secretary

Registered Office  
C-6, Road No. 22, MIDC  
Andheri (East), Mumbai – 400 093.  
CIN : L18101MH1991PLC059804  
E-mail : [investor.relations@viporg.com](mailto: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 per cent of the total share capital of the Company. A member holding more than ten per cent 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 Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 6<sup>th</sup> September, 2017 to Wednesday 13<sup>th</sup> September, 2017 (both days inclusive).
3. The Company will be transferring the unclaimed dividend for the financial year ended on 31<sup>st</sup> March, 2010 on or before 11<sup>th</sup> September, 2017. The Company had transferred the unclaimed dividend upto the financial year ended on 31<sup>st</sup> March, 2009 to the Investors Education and Protection Fund (IEPF) of the Central Government. The Members who have not claimed their dividend for the financial year 2010-11, 2011-12, 2012-13, 2013-14 and 2014-15 are requested to claim it from the Company immediately.
4. 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-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083



5. 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-101, 247 Park, LB S Marg, Vikhroli (West), Mumbai – 400 083.
6. 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.
7. 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.
8. 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 1<sup>st</sup> 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.
9. Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting and copy of the Annual Report 2016-17. 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.
10. Members are requested to note that in case of transfers, deletion of name of the deceased shareholder, 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 lodgement of request for these transaction, is now mandatory.
11. Mr. Sunil J. Pathare Directors of the Company, retire by rotation and being eligible, offer himself for re-appointment at the ensuing Annual General Meeting.
12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
13. Section 72 of the Companies Act, 2013, provides for **Nomination** by the Shareholders of the Company in the prescribed forms which are available on the website of the Company "[www.vipclothing.in](http://www.vipclothing.in)" shareholders requested to avail this facility.
14. Members are requested to bring their valid photo ID proof at the time of the meeting.
15. The route map showing directions to reach the venue of the twenty-seventh AGM is annexed on page no. 62.

#### **Voting through electronic means:**

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 27<sup>th</sup> 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 shareholders voting electronically are as under:**

- (i) The voting period begins on Saturday, 9<sup>th</sup> September, 2017 and ends on Tuesday, 12<sup>th</sup> September, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 6<sup>th</sup> September, 2017 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](http://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,



## VIP CLOTHING LIMITED (Formerly known as Maxwell Industries Limited)

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](http://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) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both 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).</li> </ul>

(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 EVSN for the VIP CLOTHING LIMITED (Formerly known as Maxwell Industries Limited) 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login 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) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **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](http://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](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.





## VIP CLOTHING LIMITED (Formerly known as Maxwell Industries Limited)

(xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### Please note that:

1. The voting period begins on Saturday, 9<sup>th</sup> September, 2017 at 10.00 a.m. and ends on Tuesday, 12<sup>th</sup> September, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, 6<sup>th</sup> September, 2017 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 12<sup>th</sup> September, 2017.
2. Mr. Rakesh Sanghani or on failing of him Mr. Marmik Patel, Practising Company Secretary 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.vipclothing.in](http://www.vipclothing.in) and on the website of CDSL and communicated to the Stock Exchanges.

By order of the Board of Directors  
For **VIP Clothing Limited**  
(Formerly known as Maxwell Industries Limited)

Place: Mumbai  
Date: 10<sup>th</sup> August, 2017

**Ashish Mandaliya**  
Chief Financial Officer & Company Secretary

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

### PROFILE OF DIRECTORS BEING APPOINTED/RE-APPOINTED

Pursuant to regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India, the particulars of Directors seeking appointment / re-appointment at the Annual General Meeting;

<b>Name of the Director</b>	Mr. Sunil J. Pathare
<b>Date of Birth</b>	17 <sup>th</sup> July, 1971
<b>Date of appointment</b>	29 <sup>th</sup> September, 1992
<b>Qualification</b>	B.Com
<b>No of shares held in the Company as on 31<sup>st</sup> March, 2017</b>	1,61,10,925
<b>List of Directorship in other Companies</b>	<ol style="list-style-type: none"> <li>1. Maxwell Capital Management Pvt. Ltd.</li> <li>2. Maxwell Venture Pvt. Ltd.</li> <li>3. Maxwell Entertainment Pvt. Ltd.</li> <li>4. Maxwell Retails Pvt. Ltd.</li> <li>5. Maxwell Health &amp; Hygiene Private Limited</li> <li>6. Shogun Chemicals Pvt. Ltd.</li> </ol>
<b>Brief profile</b>	Mr. Sunil Jaykumar Pathare, aged 45 years, is the Promoter and the Chairman and Managing Director of our Company. He holds a Bachelor's degree in Commerce from University of Mumbai obtained in July, 1991. He looks after the overall management of the day to day affairs of the Company. He has been awarded the "Entrepreneurship Excellence Award" by the Small and Medium Business Development Chamber of India in 2007.



## DIRECTORS' REPORT

To,  
**THE MEMBERS**  
**VIP CLOTHING LIMITED**  
 (Formerly known as Maxwell Industries Limited)

The Directors of your Company are pleased to present, the 27<sup>th</sup> Annual Report, on the working and the progress of the Company, along with audited financial statement of the Company for the financial year ended on 31<sup>st</sup> March, 2017 and Report of the Auditors thereon.

### 1. FINANCIAL RESULTS

(₹ in Lakhs)

	Current Year Ended 31/03/2017	Previous Year Ended 31/03/2016
Profit before Interest, Depreciation & Income Tax	1,725.47	11.63
Interest	(1,218.60)	(1,260.04)
Depreciation	(407.47)	(489.67)
Profit/(Loss) Before Tax (Before extraordinary income)	99.40	(1,738.08)
Add: Exceptional (Loss)/Income	(720.64)	791.16
Profit/(Loss) Before Tax after Extraordinary income	(621.24)	(946.92)
Provision for Income tax – Deferred	41.60	(23.28)
Tax adjustment for previous year	-	(22.98)
Profits/(Loss) for the year	(579.64)	(993.18)

### 2. CHANGE OF NAME

Consequent to the approval of members in the 26<sup>th</sup> Annual General Meeting and subsequent approval from the Central Government, the name of your Company has been changed from “Maxwell Industries Limited” to “VIP Clothing Limited” effective from 19<sup>th</sup> October, 2016.

### 3. DIVIDEND

	Current Year Ended 31/03/2017	Previous Year Ended 31/03/2016
On 5% Redeemable Preference Shares	-	15.71

Due to inadequacy of Profit during the financial year 2016-17, your Board does not recommended any dividend on Equity Share Capital for the financial year ended on 31<sup>st</sup> March, 2017 and decided to plough back profits in the business for growth. The Company had paid Dividend during the financial year 2015-16 ₹ 15.71 Lakhs on the last trench of redemption of 5% Redeemable Preference Shares.

### 4. OPERATIONS

Revenue from operations for the financial year 2016-17 stood to ₹ 23,210 Lakhs as against ₹ 19,446 Lakhs in the previous financial year 2015-16. There is increase in sales by 19% as compared to the previous year. The basic reason for increase in revenue of the Company is mainly on account of certain decisions taken by the management in the last year, such as implementation of SAP system, re-focused on product mix and improvised supply chain, which has positive impact on the total revenue of the Company.

The Earnings before Interest Depreciation and Amortisation (EBIDTA) during the year stood around 7.22% as against the 0.06% in the last year.

The Net Profit before tax from operation stood ₹ 99 Lakhs for the FY 2016-17 as against the loss of ₹ 1738 Lakhs as compared to the previous financial year. There is marginal improvisation in profit as compared to previous financial year.

### 5. TRANSFER TO RESERVE

Due to loss in the current and previous financial year, no amount has been transferred to General Reserve for current and previous financial year.