

24th Annual Report 2013-14



vijay
TEXTILES LIMITED

Furnishings Simply Incredible

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BOARD OF DIRECTORS



TEXTILES LIMITED

Shri Vijay Kumar Gupta	: Chairman and Managing Director
Shri Susheel Kumar Gupta	: Executive Director
Shri R.Malhotra	: Finance Director
Shri M. Srikanth Reddy	: Independent Director
Shri K. Bhupal Reddy	: Independent Director
Shri Sanjeev Kumar Agarwal	: Independent Director

Company Secretary

Shri S. Nagarajan

Statutory Auditors

M/s. Laxminiwas Neeth & Co.,
Chartered Accountants,
402, 4th Floor, Moghul's Court,
Basheer Bagh, HYDERABAD - 500 001.

Internal Auditors

M/s. Sankaran & Krishnan,
Chartered Accountants, 3-6-203,
Himayatnagar, HYDERABAD - 500 029.

Cost Auditors

Nageswara Rao & Co.,
H.No:30-1569/2, Ananatanagar Colony,
Neredmet, SECUNDERABAD-500 056

Bankers

State Bank of India

Industrial Finance Branch,
Somajiguda, HYDERABAD - 500 082.

Axis Bank Limited

Begumpet, HYDERABAD - 500 016.

State Bank of Hyderabad

Industrial Finance Branch,
"Topaz", Amrutha Hills, Punjagutta,
HYDERABAD - 500 082.

Registrars & Transfer Agents

Aarthi Consultants Private Limited,
1-2-285, Domalguda,
HYDERABAD - 500 029.

Registered Office

Surya Towers, Ground Floor,
104, Sardar Patel Road,
SECUNDERABAD - 500 003.
Email: info@vijaytextiles.in CIN: L18100TG1990PLC010973

Factory:

Survey No: 139 to 141 & 143
Village Rajapoor, Mandal: Balanagar,
District: Mahaboobnagar
Telangana - 509 202.

Wholesale Depot:

Plot No: 46, Road No: 12
APIIC, Katedan,
Hyderabad - 500 077, Telangana.

Retail Show Rooms:

1. Surya Towers,
Ground Floor,
104, Sardar Patel Road
Secunderabad - 500 003, Telangana.
2. D. No. 6-3-852/3,
Near Lal Bungalow,
Ameerpet,
Hyderabad - 500 016, Telangana.
3. D. No. 2-22-306/A/2, Plot No: 6 & 7,
Survey No: 178 & 179,
Bhagyanagar Colony, Phase-II,
Kukatpally, Hyderabad - 500 072, Telangana.
4. D. No. 23-27/A, Survey No. 127 & 130/I,
Kothapet, Dilsukhnagar,
Hyderabad - 500 060, Telangana.
5. D. No. 19-94/I, Survey No: 466,
Housing Colony, A. S. Rao Nagar,
Secunderabad - 500 062, Telangana.

NOTICE



TEXTILES LIMITED

NOTICE is hereby given that the 24th Annual General Meeting of the Members of **VIJAY TEXTILES LIMITED** will be held on **Tuesday, the 30th September, 2014 at 11.00 A.M** at Surana Udyog Auditorium, The Federation of A.P. Chamber of Commerce and Industry, The Federation House, 11-9-84, Red Hills, Hyderabad-500 004 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss for the year ended as on that date along with Cash Flow Statement and notes appended thereto together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in the place of Shri Susheel Kumar Gupta (DIN :00362714), who has been appointed as whole time Director and who retires by rotation and being eligible, offer himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution relating to appointment of Statutory Auditors of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s Laxminiwas & Co, Chartered Accountants, Hyderabad, having firm registration number FRN 011168S be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this 24th Annual General Meeting till the conclusion of the 27th Annual General Meeting of the Company, to be held in the year 2017 (subject to ratification of their appointment by the members at every AGM held after this

AGM) at such remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of Audit".

SPECIAL BUSINESS:

4. 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 Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act 2013, read with Schedule V (as amended from time to time) the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to approval of the Central Government, and such other permissions, sanctions, and consents, consent of the Members be and is hereby accorded for re-appointment of Shri Vijay Kumar Gupta (DIN 01050958) as the Chairman and Managing Director for a period of five years effective from 1st April 2014 at monthly remuneration of ₹ 2,00,000/- (Rupees Two Lakhs Only) inclusive of all allowances payable for a period of 3 years".

"RESOLVED FURTHER THAT, in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Shri Vijay Kumar Gupta the remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V of Companies Act, 2013, or such other limit as may be prescribed by the Government from time to time".

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the resolution and delegate to any Director or any office of the Company for obtaining necessary permission and approvals, if any, in this connection from Government and / or any authorities".

5. 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, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri M.Srikanth Reddy (DIN:00026249), a non-executive Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office up to 29th September 2019, not liable to retire by rotation".

6. 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, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri K. Bhupal Reddy (DIN:00376819), a non-executive Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office up to 29th September 2019, not liable to retire by rotation".

7. 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, 150, 152 and any other applicable

provisions, if any, of the Companies Act, 2013 and the Rules framed there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Sanjeev Kumar Agarwal (DIN: 00362714), a non-executive Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office up to 29th September 2019 not liable to retire by rotation".

8. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as on Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force), consent of the Members be and is here by accorded ratifying the remuneration as set out in the explanatory statement payable to M/s Nageswara Rao & Co, (Registration No.000332) Cost Accountants to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2015".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

"RESOLVED THAT in supersession of the Ordinary Resolution adopted at the 18th Annual General Meeting held on 27th September, 2008 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013

and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys from time to time whether in Indian Rupees or foreign currency (including External Commercial Borrowings in foreign denominated currencies from any foreign source/countries as prescribed by guidelines, if any in this respect) from any one or more Company's Bankers and/or from any one or more Persons, Firms, Bodies Corporates, Financial Institutions, Banks, or Other acceptable source whether by way of Advances, Deposits, Loans, Debentures, Bonds, or Other Securities whether convertible into Equity/Preference Shares and/or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity/preference shares to Bank(s), Financial or other Institutions, Mutual Fund(s), Non-Resident Indians, Foreign Institutional Investors or any other Person(s), Bodies Corporate, etc., whether shareholder of the Company or not, whether Un-secured or Secured and on such terms and conditions as the Board may deem fit, any sum or sums of monies which together with the monies already borrowed by the Company, (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed the aggregate paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided such excess amount so borrowed by the Board shall not at any time exceed the limit of ₹ 400.00 Crores (Rupees Four Hundred Crores Only)".

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorize to do all such acts, deeds and things, as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt, that may arise in respect of the

borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient".

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to contemplated in any of the forgoing resolutions are hereby approved, ratified and confirmed in all respects".

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

"RESOLVED THAT in supersession of the Ordinary Resolution adopted at the 18th Annual General Meeting held on 27th September, 2008 and pursuant to Section 180 (1) (a) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Shareholders be and is hereby accorded to the Board of Directors and its Committee(s), to mortgage or create charge on all or any of the immovable and movable properties (including pledge of securities held in subsidiaries/associates) of the Company, its subsidiaries and associates where so ever situated, present and future, and /or conferring power to enter upon and to take possession of assets of the Company in certain events, to or in favour of any Bank(s) or Financial Institution(s) situated within or outside India (hereinafter referred to as "the Lenders") to secure repayment of rupee term loans or foreign currency loans or a combination of both lend, advanced or agreed to lend and advanced by the lender(s) to the Company either jointly or severally or in any other combination thereof, as the case may be, in terms of the loan agreement(s), entered into/to be entered into by the Company with each of the lenders for the purpose of business of the Company"

"RESOLVED FURTHER THAT the Board be and is hereby also authorized to do all such other

acts, deeds, things as may be required from time to time which may be incidental or ancillary in giving effect to this resolution".

11. 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 all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent and approval of the Members of the Company be and is hereby accorded to alter/amend the Article of Association in the following manner :

- i) To insert the following in place of Article I :

The regulations contained in Table F of Schedule I of the Companies Act 2013, shall apply to the Company in so far as they are not inconsistent with or repugnant to any of the regulations contained in the Articles of Association of the Company".

- ii) To insert the following in place of Article 123 :

Chairman:

- a) The Directors should elect one among themselves as Chairman of the Board who will Chair all meetings of the Board and General Meeting of the Company.
- b) If, the Chairman is unable to attend the meeting or if he is not present at the Board Meeting within 15 minutes of the scheduled time, the remaining Directors, present at the meeting should elect one among themselves as Chairman of the meeting.
- c) The positions of the Chairman and the Managing Director/Chief Executive Officer can be held by one person, at the same time, to ensure effective operation of the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution"

12. 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 the Securities and Exchange Board of India (De-listing of Equity Shares) Regulations 2009, Listing Agreements entered into by the Company with Stock Exchanges, and other applicable provisions, rules, regulations, guidelines, if any, and subject to such approvals, permissions and sanctions, as may be necessary or required, the consent of the members of the Company be and is hereby accorded for de-listing of the Securities of the Company from Madras Stock Exchange Limited."

"RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to take all the necessary steps in this regard and to do all such acts, deeds, and things and to execute all such deeds, documents, writings as it may, in its absolute direction, deem necessary, proper, desirable or expedient and for this purpose to authorize any of its Directors or the Company Secretary of the Company or any other person, who the Board considers suitable to do the various acts, deeds and things required to be done in this behalf".

By Order of the Board
For **Vijay Textiles Limited**

Place : Secunderabad
Date : 24th July, 2014

S Nagarajan
Company Secretary

Registered Office :
Surya Towers, Ground Floor,
104, Sardar Patel Road,
Secunderabad - 500 003.

NOTES FOR MEMBERS ATTENTION:

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 a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before commencement of the meeting.
2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
3. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
4. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance slip for attending the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
6. The Company has already notified Closure of the Register of Members and Transfer Books from Wednesday, 24th September, 2014 to Tuesday, 30th September, 2014 (both days inclusive) for the purpose of Annual General Meeting.
7. Members who hold shares in Physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the Shares Certificates to the Company's Registrars and Transfer Agents, M/s. Aarthi Consultants Pvt Limited, for consolidation into a single folio.
8. Non-Resident Indian Members are requested to inform the Company's Registrars and Transfer Agents, M/s. Aarthi Consultants Private Limited, immediately of :
 - a) The Change in the Residential status on return to India for permanent settlement.
 - b) The particulars of the Bank Account, maintained in India, with complete name, branch, account type, account number and address of Bank, with PIN Code Number, if not furnished earlier.
9. Members desirous of obtaining any information concerning the accounts/operations of the Company are requested to send their queries at least seven days before the date of the meeting, to the Company so that information required may be made available at the meeting.
10. The Shares of the Company continue to be listed on the stock exchange (s) at Mumbai and Chennai, the Company has paid up to date all the listing fees to the exchanges.
11. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed herewith.
12. **E-Voting:**

In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies Management and Administration Rules 2014, the Company is pleased its shareholders with facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the Business may be transacted through e-voting services provided by Aarthi Consultants Private Limited.

The Company has signed an Agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to cast their vote electronically.

A. Instructions for e-voting

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now enter your User ID

For Members holding shares in Demat Form	For Members holding shares in Physical Form
For NSDL: 8 Character DP ID followed by 8 Digits Client ID, For CDSL: 16 digits beneficiary ID,	Folio Number registered with the Company

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field. Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL client id. For example: CDSL Account holder name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234'. NSDL Account holder name is Rahul Mishra and DP ID is IN300000 and client ID 12345678 then default value of PAN is 'RA12345678'.
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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 Folio/Client ID.</p>

Notice (Contd.)



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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in Physical form will then reach directly to the voting screen.
- (ix) 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.

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

- (x) Click on the relevant EVSN for the "Vijay Textiles Limited" on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO.
- (xii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Notice of the Annual General Meeting.
- (xiii) 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.

- (xiv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) Note for Non-Individual Shareholders & Custodians:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- (xvii) 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