

25th
ANNUAL
REPORT
2014-15




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

(Up to 11th February 2015)

Shri Sanjeev Kumar Agarwal : Independent Director

Smt Kamini Gupta : Independent Director

(From 11th February 2015)

Company Secretary

S. Nagarajan

Statutory Auditors

M/s. Laxminiwas & 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

Secretarial Auditor

Cs.Ajay Kishen
Company Secretary
2nd Floor, Kishen's Residency
H.No:4-1-1239/3 & 4, King Koti, Hyderabad - 500 001

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 - 509 202
Mandal: Balanagar,
District: Mahaboobnagar
Telangana

Wholesale Depot:

Plot No: 46, Road No: 12
APIIC, Katedan,
Hyderabad - 500077

Retail Show Rooms:

1. Surya Towers, Ground Floor,
104, Sardar Patel Road
Secunderabad - 500003
2. D. No. 6-3-852/3,
Near Lal Bungalow,
Ameerpet,
Hyderabad - 500016
3. D. No. 2-22-306/A/2, Plot No: 6 &
7, Survey No: 178 & 179,
Bhagyanagar Colony, Phase-II,
Kukatpally,
Hyderabad - 500072
4. D. No. 23-27/A,
Survey No.127 &
130/1, Kothapet,
Dilsukhnagar,
Hyderabad - 500060
5. D. No. 19-94/1, Survey No: 466,
Housing Colony, A.S.Rao Nagar,
Secunderabad - 500062

NOTICE OF THE 25TH ANNUAL GENERAL MEETING



TEXTILES LIMITED

NOTICE is hereby given that the 25th Annual General Meeting of the Members of **VIJAY TEXTILES LIMITED** will be held on Wednesday, the 30th **September 2015 at 11.00 A.M.** at Surana Udyog Auditorium, The Federation of Telangana and Andhra Pradesh Chamber of Commerce & 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 2015 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 R.Malhotra (DIN:5242639), 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 ratification of appointment of Statutory Auditors of the Company:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other rules framed there under, as amended from time to time, the appointment of M/S Laxminiwas & Co., Chartered Accountants (Firm Registration No FRN 011168S) as Auditors of the Company for a period of three consecutive years, made at the 24th Annual General Meeting (AGM), be and is hereby ratified for the period from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting at such remuneration as may

be decided by the Board of Directors of the Company"

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 Section 13 and 61, and all other applicable provisions, if any, of the Companies Act, 2013, the Authorized Share Capital of the Company be increased from present ₹ 70,00,00,000 (Rupees Seventy Crores only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of ₹ 10/- each aggregating to ₹ 20,00,00,000 (Rupees Twenty Crores only) and 50,00,000 (Fifty Lakhs Only) Redeemable, Non-Convertible & Cumulative Preference Shares of ₹ 100/- each aggregating to ₹ 50,00,00,000/- (Rupees Fifty Crores only) to ₹ 73,00,00,000/- (Rupees Seventy Three Crores only) by creation of additional 3,00,000 (Three Lakhs Only) Redeemable, Non-Convertible & Cumulative Preference Shares of ₹ 100/- each and consequently the Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following new clause.

- V. The Authorized Share Capital of the Company is ₹ 73,00,00,000 (Rupees Seventy Three Crores Only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of ₹ 10/- each aggregating to ₹ 20,00,00,000 (Rupees Twenty Crores Only) and 53,00,000 (Fifty Three Lakhs Only) Redeemable, Non-Convertible & Cumulative Preference Shares of ₹ 100/- each aggregating to ₹ 53,00,00,000/- (Rupees Fifty Three Crores Only).The Company shall have the power, from time to time, to increase or reduce its Capital and to issue any shares in the original or new capital as ordinary or preferred shares

and to attach to any Class or Classes of such shares, any preferences, rights, privileges or priorities in payment of dividends or distribution of assets or otherwise over any other shares or to subject the same to any restrictions, limitations or conditions and to vary regulations, of the Company as far as necessary to give effect to the same and upon the sub-division of a share to apportion the right to participate in profits in any manner".

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

"RESOLVED THAT pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the existing Article 3 of the Articles of Association of the Company relating to Share Capital be and is hereby altered by substituting with the following new article".

3. The Authorized Share Capital of the Company is ₹ 73,00,00,000 (Rupees Seventy Three Crores Only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of ₹ 10/- each aggregating to ₹ 20,00,00,000 (Rupee Twenty Crores Only) and 53,00,000 (Fifty Three Lakhs Only) Redeemable, Non-Convertible & Cumulative Preference Shares of ₹ 100/- each aggregating to ₹ 53,00,00,000/- (Rupee Fifty Three Crores Only). The Company shall have power to increase, consolidate, sub-divide, reduce or otherwise alter its share capital, subject to the provisions of the Act".
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 55,62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and in accordance with the existing guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India, Government of India (including any statutory amendment(s), modification(s) and or re-enactment(s) thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and subject to such terms, conditions and modifications as may be considered appropriate and determined by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any committee thereof for the time being conferred on the Board by this resolution may have been delegated) and subject also to such approvals, consents, permissions or sanctions (including any conditions thereof, or modifications to the terms contained therein), if any, of the appropriate authorities, as may be required and/or such terms and conditions, as may be prescribed while granting such consents and approvals and which may be agreed to by the Board, the Board be and is authorized to issue, offer and allot, Redeemable, Non-Convertible & Cumulative Preference Shares of the face value of ₹ 100/- each at par not exceeding ₹ 2.76 Crores (Rupees Two Crores Seventy Six Lakhs Only) and in such numbers as the Board may decide, from time to time and in one or more tranches, at its absolute discretion, on preferential basis to Promoters of the Company on such terms and conditions including the rate of dividend, period of redemption etc., as may be decided by the Board in the best interest of the Company".

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized to do all necessary acts, deeds, matters and things and execute all agreements and other documents as it may at its discretion deem necessary or desirable for such purpose and to settle any question, difficulties or doubts that may arise in regard as it may in its absolute discretion deem fit without being required to seek any fresh approval of the Members of the Company and the decision of the Board shall be final and conclusive".

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, Smt Kamini Gupta (DIN: 332756), a non-executive Director of the Company and who has submitted a declaration that she 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".

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

Place : Secunderabad
Date : 22nd July, 2015

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 him self 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 Thursday, 24th September 2015 to Wednesday, 30th September 2015 (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 at Mumbai, the Company has paid up to date all the listing fees to the exchanges.
11. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting is annexed hereto.

12. INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

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 25th 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.

I. INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies Management and Administration Rules 2014, the Company is providing its shareholders the facility to exercise their right to vote at the 25th 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 and providing e-voting facility.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) The Shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.

Notice (Contd.)**TEXTILES LIMITED**

(iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

(iv) 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

(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	<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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company 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 in the Dividend bank details field as mentioned in instructions (iv).</p>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) For Members holding shares in Physical form, the details can be used only for remote e-voting on the resolution contained in this Notice.

(x) 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 remote 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.

- (xi) Click on the relevant EVEN for the "Vijay Textiles 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. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Notice of the Annual General Meeting.
- (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 voting page.
- (xvii) Note For Non-Individual Shareholders and Custodians.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are

required to log on to <https://www.evotingindia.co.in> 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 favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- 2. OTHER INSTRUCTIONS:**
- (i) Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form and not casting their vote electronically, may cast their vote at the Annual General Meeting.
 - (ii) The remote e-voting period begins on **26th September, 2015 (9A.M)** and ends on

29th September, 2015 (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 i.e. **23th September, 2015** may cast their vote electronically. Thereafter remote e-voting module shall be disabled by CDSL for voting thereafter.

- (iii) The voting rights of shareholders shall be in proportions to the shares held by them in the paid equity share capital of the Company as on the cut off date i.e **23th September 2015.**
- (iv) The Company has appointed Mr. Adusumilli. Ravi Shankar, (FCS No: 5335) Proprietor M/s A.Ravi Shankar & Co, Company Secretaries, Hyderabad as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
- (v) The Scrutinizer shall after the conclusion of the Voting at the Annual General Meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any,

to the Chairman or person authorized by him.

- (vi) Voting is provided to the members through e-voting and at the Annual General Meeting of the Company. A Member can opt for only one mode of voting i.e. either through e-voting or at the Annual General Meeting of the Company.
- (vii) If a Member casts votes by both modes, then voting done through e-voting shall prevail.
- (viii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vijaytextiles.in and on the website of CDSL and will be communicated to the Bombay Stock Exchange Limited.

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

Place : Secunderabad
Date : 22nd July, 2015

S Nagarajan
Company Secretary

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