

27TH
ANNUAL REPORT
2016 - 2017




vijay
TEXTILES LTD.
www.vijaytextiles.in

Furnishings... Simply incredible!

CONTENTS

	Page
Board of Directors	1
Notice.....	2
Directors' Report	10
Extract of Annual Return - MGT-9	19
Secretarial Audit Report	26
Corporate Governance Report	31
Management Discussion & Analysis Report.....	54
Independent Auditors' Report.....	61
Notes to Financial Statements.....	67
Balance Sheet	71
Statement of Profit and Loss	72
Cash Flow Statement	73
Notes forming part of Balance Sheet	75
Notes forming part of Statement of Profit and Loss	84
Notes on Accounts.....	87

BOARD OF DIRECTORS



TEXTILES LIMITED

Shri Vijay Kumar Gupta	Chairman and Managing Director
Shri Susheel Kumar Gupta	Executive Director
Shri R.Malhotra	Finance Director and Chief Financial Officer
Shri M. Srikanth Reddy	Independent Director
Smt Kamini Gupta	Independent Director(resigned w.e.f 21.10.2016)
Smt. C.A.Alka Zanwar	Independent Director
Shri C.A.Penmetsa Vikram	Independent Director

Company Secretary

Shri S. Nagarajan

Statutory Auditors

M/s. Laxminiwas & Co.,
Chartered Accountants
6-3-569, 4th Floor, Opp: RTA Office,
Khairatabad, HYDERABAD – 500 082.

Internal Auditors

M/s. Sankaran & Krishnan,
Chartered Accountants, Plot No: 80,
Devi Residency, Flat No:302, Telecom
Nagar, Gachibowli, Hyderabad-500 032.

Secretarial Auditor

S.S.Reddy & Associates
Practicing Company Secretaries
6-3-3554/13, AI 1st Floor
Suryateja Apartments, Hindi Nagar
Panjagutta, Hyderabad – 500 034.

Bankers:

State Bank of India

Industrial Finance Branch, Somajiguda,
HYDERABAD-500 082

Axis Bank Limited

Begumpet. Hyderabad-500 016

Registrar & Share Transfer Agents

Aarthi Consultants Private Limited
1-2-285, Dornalguda, Hyderabad-500 029.

Registered Office

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

AUDIT COMMITTEE

Mr. M. Srikanth Reddy
Mr. CA Penmetsa Vikram
Mrs. C.A Alka Zanwar

NOMINATION & REMUNERATION COMMITTEE

Mr. M. Srikanth Reddy
Mr. C.A Penmetsa Vikram
Mrs. C.A Alka Zanwar

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. M. Srikanth Reddy
Mr. C.A Penmetsa Vikram
Mrs. C.A Alka Zanwar

INDEPENDENT DIRECTORS COMMITTEE:

Mr. M. Srikanth Reddy
Mr. C.A Penmetsa Vikram
Mrs. C.A Alka Zanwar

RISK MANAGEMENT COMMITTEE:

Mr. Vijay Kumar Gupta
Mr. M. Srikanth Reddy
Mr. C.A Penmetsa Vikram
Mrs. C.A Alka Zanwar

LISTED AT : BSE Limited

ISIN : INE256G01033

WEBSITE: www.vijaytextiles.in

INVESTOR

E-MAIL ID: info@vijaytextiles.in

Factory:

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

Wholesale Depot:

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

Retail Show Rooms:

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

NOTICE OF THE 27TH ANNUAL GENERAL MEETING



TEXTILES LIMITED

NOTICE is hereby given that the 27th Annual General Meeting of the Members of **VIJAY TEXTILES LIMITED** will be held on Tuesday, the **26th September, 2017, at 11.00 A.M.** at FTAAPCCI 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 2017 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 Rakesh Malhotra (DIN: 05242639), 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 Section 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: 0111685 be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this 27th Annual General Meeting till the conclusion of the 31st Annual General Meeting

of the Company to be held in the year 2021 (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. RATIFICATION OF APPOINTMENT AND PAYMENT, OF REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2017-2018:

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 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 hereby accorded for ratification of appointment of 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, 2018 and payment of remuneration thereon as set out in the explanatory statement."

"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."

5. RE-APPOINTMENT AND CONTINUATION OF MR. RAKESH MALHOTRA AS WHOLETIME DIRECTOR AND CFO OF THE COMPANY

NOTICE (CONTD.)



TEXTILES LIMITED

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 196, 197, read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company and in supersession of the earlier resolution/s passed by the shareholders in earlier general meeting/s, and subject to the approval of Members in Annual General Meeting, the consent of the Board is hereby accorded to reappoint Mr. Rakesh Malhotra as Whole-time Director and CFO of the Company for a period of three years with effect from 01.04.2017 to 31.03.2020 at a remuneration of ₹1,60,000 per month inclusive of all perquisites and allowances”.

“RESOLVED FURTHER THAT in terms of Schedule V of the Companies Act, 2013, as amended from time to time, the Board of Directors be and is hereby authorized to vary or increase the remuneration inclusive of perquisites, and allowances etc. within such prescribed limits”.

“RESOLVED FURTHER THAT in the event of losses or inadequacy of profits during his tenure the Company shall pay to Mr. Rakesh Malhotra, remuneration inclusive of all perquisites and allowances not exceeding the amount approved by the Central Government and which shall not

exceed the limits prescribed from time to time under sections 196, 197, read with Schedule V to the Companies Act 2013, for the time being in force”.

“RESOLVED FURTHER THAT the Board is hereby authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

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

Sd/-
S Nagarajan
Company Secretary

Place: Secunderabad
Date: 24.07.2017

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.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith

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, the 21st September 2017 to Tuesday, 26th September, 2017 (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 BSE Limited, the Company has paid up to date all the listing fees to BSE Limited.
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.

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 27th Annual General Meeting (AGM) by electronic means and the Business may be transacted through e-voting services provided by Central Depository Services (India) Limited.

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

I. THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

- (i) The E-voting period begins on 23rd September, 2017 (9.00 A.M) and ends on 25th September, 2017 (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 20th September, 2017 of 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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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	<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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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).

- (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 relevant **<VIJAY TEXTILES LIMITED>**
- (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. 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 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 linked in the login 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked

NOTICE (CONTD.)



TEXTILES LIMITED

Questions ("FAQs") and e-voting manual available at www.evotingindia.com, 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 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. 20th September 2017.
- (iv) The Company has appointed M/s. S. S. Reddy & Associates, Practicing 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 BSE Limited.

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

Sd/-

S. Nagarajan
Company Secretary

Place: Secunderabad
Date: 24.07.2017

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

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013.

ITEM NO 4:**RATIFICATION OF APPOINTMENT AND PAYMENT, OF REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2017-2018:**

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s Nageswara Rao & Co (Registration No.000332) Cost Accountants as Cost Auditors of the Company for the financial year ending 31st March, 2018 to conduct the audit of cost records and fixed their remuneration at ₹ 30,000/- (Rupees Thirty Thousand Only) plus service tax, out of pocket and other expenses etc.

As per the provisions of Section 148 of the Act read with the Companies Act, 2013 and as per the Rule 14 of Companies (Audit and Auditors) Rules, 2014, the appointment and remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at resolution No.4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the Directors / Key Managerial Personnel and their relatives of the Company are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of shares held by them.

ITEM NO 5:**REAPPOINTMENT AND CONTINUATION OF MR. RAKESH MALHOTRA AS WHOLETIME DIRECTOR AND CFO OF THE COMPANY:**

The Board of Directors at their meeting held on 10.02.2017 have subject to the approval of the Shareholders, re-appointed Mr. Rakesh Malhotra as Whole-time Director and CFO of the Company with effect from 01.04.2017 for a period of 3 years as set out in the resolution no 5.

The Board is of the opinion that the services of the Mr. Rakesh Malhotra as Whole-time Director and CFO is in the interest of the Company in order to achieve further growth. Taking into consideration the duties and responsibilities of Mr. Rakesh Malhotra, the prevailing managerial remuneration in industry, the Board at their meeting held on 10.02.2017 approved the terms and conditions of the re-appointment of Mr. Rakesh Malhotra as Whole-time Director and CFO subject to approval of the shareholders on remuneration including minimum remuneration and on terms and conditions set out in there resolution No 5.

Hence, the Board recommends the above said resolution for your approval.

None of the Directors or Key Managerial Personnel and their relatives of the Company except Mr. Rakesh Malhotra is concerned or interested, financially or otherwise, in the resolution except to the extent of shares held by them.