

29TH ANNUAL REPORT 2018-2019



*Furnishings...
Simply incredible!*


vijay
TEXTILES LTD.

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BOARD OF DIRECTORS



TEXTILES LIMITED

Shri Vijay Kumar Gupta

Shri Susheel Kumar Gupta

Shri.M. Srikanth Reddy

Smt. C.A. Alka Zanwar

Shri C.A. Penmetsa Vikram

****Shri CA. Pankaj Kumar Trivedi**

***Shri R. Malhotra**

***Resigned w.e.f 23.07.2018**

Chairman and Managing Director

Whole-time Director and Chief Financial Officer

Independent Director

Independent Director

Independent Director

Independent Director

Finance director and CFO

****Appointed w.e.f 26.03.2019**

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

Plot No. 8-2-603/23/3 & 8-2-603/23/15

2nd Floor, HSR Summit Banjara Hills,

Road No 10 Beside No 1 News Channel
Office , 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

I-2-285, Domalguda, 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

Shri CA. Pankaj Kumar Trivedi

NOMINATION & REMUNERATION COMMITTEE

Mr. M. Srikanth Reddy

Mr. C.A Penmetsa Vikram

Mrs. C.A Alka Zanwar

Shri CA. Pankaj Kumar Trivedi

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. M. Srikanth Reddy

Mr. C.A Penmetsa Vikram

Mrs. C.A Alka Zanwar

Shri CA. Pankaj Kumar Trivedi

INDEPENDENT DIRECTORS COMMITTEE:

Mr. M. Srikanth Reddy

Mr. C.A Penmetsa Vikram

Mrs. C.A Alka Zanwar

Shri CA. Pankaj Kumar Trivedi

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 29TH ANNUAL GENERAL MEETING



TEXTILES LIMITED

NOTICE is hereby given that the 29th Annual General Meeting of the Members of **VIJAY TEXTILES LIMITED** will be held on Friday, the **27th day of September, 2019 at 10:15 A.M.** at FTCCI Surana Auditorium, The Federation of Telangana Chambers 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, 2019 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 retires by rotation and being eligible, offers himself for re appointment.

SPECIAL BUSINESS:

3. APPOINTMENT AND PAYMENT OF REMUNERATION TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2019-2020:

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 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, 2020 on a remuneration of ₹ 35,000/- (Rupees Thirty Five Thousand Only) plus out of pocket expenses and applicable taxes."

"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."

4. CONTINUATION OF SHRI. VIJAY KUMAR GUPTA AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as Special 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, approval of the Members of the Company be and is hereby granted for continuation of holding of office by Shri Vijay Kumar Gupta Chairman and Managing director who will be attaining the age of 70 (Seventy) years on 3rd February, 2020 up to the expiry of his present term of office, on the existing terms and conditions."

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to approve the terms and conditions including any changes in remuneration and to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the Resolution."

5. RE-APPOINTMENT OF SHRI. VIJAY KUMAR GUPTA AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:

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, the consent of the members of the Company be and is hereby accorded to reappoint Shri. Vijay Kumar Gupta, (DIN: 01050958) Chairman and Managing Director of the Company for a period of three years with effect from 01.04.2019 to 31.03.2022 at a present remuneration of ₹ 3,50,000/-per month and the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits in terms of Schedule V of the Companies Act, 2013, as amended from time to time.”

“RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Shri. Vijay Kumar Gupta, 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 to the 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 approve the terms and conditions including any changes in remuneration and to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the Resolution.”

6. PAYMENT OF REMUNERATION TO SHRI. SUSHEEL KUMAR GUPTA AS WHOLETIME DIRECTOR AND CFO OF THE COMPANY:

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 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, the consent of the members of the Company be and is hereby accorded to pay remuneration of ₹ 3,50,000/- per month to Shri. Susheel Kumar Gupta, (DIN: 00362714), Whole-time Director & CFO of the Company for the remaining period of his tenure i.e., 01.04.2019 to 31.03.2021 and the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits in terms of Schedule V of the Companies Act, 2013, as amended from time to time.”

“RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Shri. Susheel Kumar Gupta, 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 to the 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 approve the terms and conditions including any changes in remuneration and to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the Resolution.”

7. APPOINTMENT OF SHRI. CA PANKAJ KUMAR TRIVEDI AS INDEPENDENT DIRECTOR OF THE COMPANY:

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 149, 152 of the Companies Act, 2013 and rules made there under, Shri CA Pankaj Kumar Trivedi (holding DIN 08397137), who was appointed as ‘Additional Director’ in the category of non-executive independent director in the Board of the Company on 26th March, 2019 pursuant to the provision of Section 161 (1) of the Companies Act, 2013 (“the Act”) read with Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting of the Company or the last date on which annual general meeting should have been held, whichever is earlier and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri CA Pankaj Kumar Trivedi as a candidate for the office of a Director of the Company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from the date of his appointment as Additional Director i.e. 26.03.2019 up to 25.03.2024.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to approve the terms and conditions including any changes in remuneration and to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the Resolution.”

8. RE-APPOINTMENT OF SHRI. SRIKANTH REDDY MUPPIDI AS INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149,150,152,160 and Schedule IV

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, Articles of Association of the Company, and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri. Srikanth Reddy Muppidi (DIN 00026249) whose current period of office expires on 29th September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company w.e.f. 30th September, 2019 up to 29th September, 2024.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to approve the terms and conditions including any changes in remuneration and to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the Resolution.”

Place: Secunderabad
Date: 24.07.2019

Sd/-
S Nagarajan
Company Secretary

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

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than 48 hours before the 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. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 21.09.2019 to 27.09.2019 (Both days inclusive).
4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
6. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
10. Recent circular requires submission of Aadhar/ PAN number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar card/PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhar card/PAN details to the Company/ Registrar and Share Transfer Agents (Aarthi Consultants Pvt Limited)
11. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
12. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to Aarthi Consultants Pvt Limited., Share Transfer Agents of the Company for their doing the needful.
13. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.

14. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the Company and correspond with them directly regarding share transfer/transmission/transposition, Demat/Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
15. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the Company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
16. Electronic copy of the Annual Report for 2018-2019 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-2019 is being sent in the permitted mode.
17. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2018-2019 will also be available on the Company's website www.vijaytextiles.in

for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@vijaytextiles.in.

Voting through Electronic Means (E-Voting Facility)

Pursuant to the provisions of Section 108 of the Act read with the rules there under and Regulation 44 of SEBI LODR Regulations, the Company is offering e-voting facility to its members in respect of the businesses to be transacted at the 29th Annual General Meeting scheduled to be held on Friday, the 27th day of September, 2019 FTCCI Surana Auditorium, The Federation of Telangana and Andhra Pradesh Chamber of Commerce & Industry, The Federation House, 11-9-84, Red Hills, Hyderabad- 500 004, Telangana.

The Company has engaged the services of Central Depository Services (India) Limited "CDSL" as the Authorized Agency to provide e-voting facilities. The e-voting particulars are set out below:

EVENT (e-voting event number)	USER ID	PASSWORD/ PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting: From 24.09.2019 at 9. 00 A.M.

End of e-voting: Up to 26.09.2019 at 5. 00 P.M.

The cut-off date (i.e. the record date) for the purpose of e-voting is 20.09.2019.

Please read the procedure and instructions for e-voting given below before exercising the vote.

This communication forms an integral part of the Notice dated 24.07.2019 for the AGM scheduled to be held on 27.09.2019 which is enclosed herewith and is also made available on the website of the Company www.vijaytextiles.in. Attention is invited to the statement on the accompanying Notice that the Company is pleased to provide e-voting facility through CDSL for all shareholders of the Company to enable them to cast their votes electronically on the Resolution mentioned in the Notice of the 29th Annual General Meeting of the Company.

Procedure and instructions for e-voting

- (i) The E-voting period begins on 24.09.2019 (9.00 A.M) and ends on 26.09.2019 (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 20.09.2019 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
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<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 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:

- 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.
- 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. 20.09.2019.
- 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.