

TWENTY FIRST ANNUAL REPORT



*Vogue Textiles Limited*

2012-2013

For Vogue Textiles Limited

A handwritten signature in blue ink, appearing to be 'D. J.', is written over the printed name of the Managing Director.

Managing Director

## BOARD OF DIRECTORS

SH. SUNIL DUTT  
SH. ANIL DUTT  
SH. ANIL GIRI  
SH. Y.K. SINGLA  
SH. SURINDER SINGH BAKSHI

NON-EXECUTIVE & INDEPENDENT CHAIRMAN  
MANAGING DIRECTOR  
WHOLETEIME DIRECTOR  
NON-EXECUTIVE & INDEPENDENT DIRECTOR  
NON-EXECUTIVE & INDEPENDENT DIRECTOR

## COMPANY SECRETARY

SH. MOHAMMAD SALIM

## BANKERS

PUNJAB NATIONAL BANK

## STATUTORY AUDITORS

BAHL & BATRA  
Chartered Accountants  
2211, Sector 13, Urban Estate,  
Kamal, Haryana - 132 001.

## REGISTERED CUM HEAD OFFICE

A-206, Somdatt Chambers - I,  
5, Bhikaji Cama Place,  
New Delhi - 110 066.

## REGISTRAR & SHARE TRANSFER AGENTS

Alankit Assignments Ltd.  
Alankit House  
2E/21, Jhandewalan Extension,  
New Delhi-110055  
Ph. No - 23541234, 42541955

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**Information pursuant to Clause 49 of the Listing Agreement regarding appointment of a new Director or re-appointment**

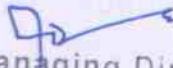
Mr. Anil Dutt has a Bachelors Degree in Science . He has vast experience in Textiles Trade and international Marketing and has done extensive travelling abroad . He was appointed as Director in Vogue Textiles in the year 1992. He is a Director in the following Companies :

1. A.R.S. Estate Pvt. Ltd
2. Carnation Estate Pvt. Ltd
3. Ivory Financiers Pvt .Ltd
4. Monarch Farms Pvt. Ltd
5. Malik Timber Pvt. Ltd.
6. Silver Link Securities Pvt Ltd
7. Silver Link Commodities Pvt Ltd
8. Vogue Corporation Limited
9. Vogue Trends Pvt. Ltd
10. Hillview Properties Pvt.ltd
11. Vogue Accessories Pvt. Ltd.

Mr.Sunil Dutt has a Bachelors Degree in Science from Delhi University . He has vast experience in Textiles Trade and international Marketing and has done extensive travelling abroad . He was appointed as Director in Vogue Textiles in the year 1992. He is a Director in the following Companies :

1. A.R.S. Estate Pvt. Ltd
2. Carnation Estate Pvt. Ltd
3. Ivory Financiers Pvt .Ltd
4. Hillview Properties Pvt.ltd
5. Monarch Farms Pvt. Ltd
6. Malik Timber Pvt. Ltd.
7. Palmbeach Estate Pvt. Ltd
8. Silver Link Securities Pvt Ltd
9. Silver Link Commodities Pvt Ltd
10. Vogue Corporation Limited
11. Vogue Trends Pvt. Ltd
12. Sara Osmosis Pvt. Ltd.

For Vogue Textiles Limited

  
Managing Director

By Order of the Board  
For Vogue Textiles Limited

MOHAMMAD SALIM  
Company Secretary

Place : New Delhi  
Date : 20 August 2013



## DIRECTORS' REPORT

Your Directors present their 21th Annual Report along with the audited statement of Accounts of the Company for the Financial year ended on 31st March 2013.

## FINANCIAL HIGHLIGHTS

The Financial results for the year ended on 31.03.2013 and 31.03.2012 are as under

	(RS.IN LACS)	
	YEAR ENDED 31.03.2013	YEAR ENDED 31.03.2012
SALES	419.48	364.30
OTHER INCOME	22.03	13.35
TOTAL EXPENDITURE	393.48	326.51
GROSS PROFIT	48.03	51.14
INTEREST & BANK CHARGES	2.92	3.28
DEPRECIATION	40.39	46.12
PROFIT BEFORE EXTRA ORDINARY ITEMS & TAX	4.72	1.74
EXTRA ORDINARY ITEMS	1.11	NIL
PROFIT BEFORE TAX	3.61	1.74
PROFIT AFTER TAX	9.68	5.88
SHARE CAPITAL	590.10	590.10
RESERVES (EXCLUDING CAPITAL/ REVALUATION RESERVE)	NIL	NIL
REVALUATION RESERVE	17.50	7.82
EARNING PER SHARES (EPS)	0.16	0.10
DIVIDEND	NIL	NIL

## OPERATIONS

The year 2012-2013 being reviewed has been one of the worst in more than a decade for the Industries. The industrial output numbers continued to slide quarter after quarter and industries across the board were struggling for the growth, country's growth figures also showed significant decline. In such an adverse year your Company could have a register turnover of Rs.419.48 lacs with an increase of 15% over previous year. Your Company could generate profit of Rs. 9.68 lacs compared to Rs. 5.88 lacs in the previous year.

## CORPORATE GOVERNANCE

Your Company has ensured that the requirements of Corporate Governance as laid down in Clause 49 of the Listing Agreement are complied with. The Auditor of the Company have Certified that conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreements are Complied by the Company and their Certificate is annexed to the Report on Corporate Governance.

## DIRECTORS

Mr. Anill Dutt & Mr. Sunil Dutt who retire from the Board of Directors by rotation and being eligible for re-appointment have offered themselves for reappointment.

## AUDITORS & AUDITOR'S REPORT

M/s Bahl & Batra Chartered Accountants, (Firm Registration No-018250N) retire as Auditors of the Company at the ensuing Annual General Meeting and are eligible for re-appointment. Auditors observations are self explanatory and suitably explained in the Notes on Accounts.



## DIRECTORS' RESPONSIBILITY STATEMENT

As Required under section 217 (2AA) of the Companies Act, 1956, the Directors hereby confirm that:

1. That in the preparation of annual accounts for the financial year ended 31st March 2013 the applicable Accounting Standards had been followed along with proper explanation relating to material departures.
2. That they have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit for the year under consideration.
3. That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That they have prepared the annual accounts of the Company for the financial year ended 31st March, 2013 on a going concern basis.

## SAFETY AND ENVIRONMENT

The company continues to maintain a good safety record. The manufacturing unit of the company is environment friendly and maintains all safety standards.

## PARTICULARS OF EMPLOYEES

None of Employee of the Company fall under the purview of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rule 1975.

## PUBLIC DEPOSIT

During the year under review, the Company has not accepted nor renewed any deposits from public.

## ADDITIONAL INFORMATION.


A Report on Corporate Governance and Management Discussion and Analysis under clause -49 of the Listing Agreement is attached.

Energy Conservation measures, progress made in technology absorption and foreign exchange earnings and outgo as required by the Companies' (Disclosure of particulars in the report of the Board of Directors) Rule, 1988 are annexed and form A & B part of this Report


## ACKNOWLEDGEMENT

The Directors wish to thank and deeply acknowledge the co-operation, assistance and support extended by the creditors, Investors, Government Authorities, Banks and the Management Team and look forward to their continued support in the future. The Directors also wish to place on record their appreciation for the all round Co-operation and contribution made by the Employees at all Levels.

For Vogue Textiles Limited

  
Managing Director

For & On behalf of the Board of Directors

  
Sunil Dutt  
(Chairman)

Place : New Delhi  
Date : 20 August, 2013

## FORM A

## DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

## A. POWER AND FUEL CONSUMPTION

1. ELECTRICITY	(2012-2013)	(2011-2012)
	Current Year	Previous Year
a) Purchased Unit	2,80,311	2,68,230
Total Amount (in Rs.)	22,28,742	20,30,957
Rate/Unit (in Rs.)	7.95	7.57
b) Own Generation	54,264	29,998
Through Diesel Generator Unit	3.57	3.57
Unit per Ltr. of Diesel Oil (in Rs.)	12.02	10.51

## FORM B

## DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION

## A. RESEARCH AND DEVELOPMENT (R &amp; D)

- |   |   |
|---|---|
| 1. Specific areas in which R & D carried out by the company   | - Continuous Product development is the need of markets |
| 2. Benefits derived as a result of the above R & D            | - To keep client base intact and attract new clients    |
| 3. Future plan of action                                      | - To carry development in the new product groups        |
| 4. Expenditure on R & D                                       |   |
| (a) Capital   | NIL   |
| (b) Recurring   | NIL   |
| (c) Total   | NIL   |
| (d) Total R & D expenditure as a percentage of total turnover | NIL   |

## B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

- |   |   |
|---|---|
| 1. Efforts, in brief, made towards technology absorption, adaptation and innovation   | - Working on Additional Product Lines                           |
| 2. Benefits derived as a result of the above efforts  | - Will Widen product base which will help in improving Turnover |
| 3. In case of imported technology (Import during the last 5 years reckoned from the beginning of the financial year), following information may be furnished. |   |
| (a) Technology imported   | NIL   |
| (b) Year of import  | N.A.  |
| (c) Has technology been fully absorbed?   | N.A.  |
| (d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plan of action  | N.A.  |

## C. FOREIGN EXCHANGE EARNINGS AND OUTGO.

- |                            |                    |
|----------------------------|--------------------|
| - Foreign Exchange Earned- | Rs. 2,65,01,039.00 |
| - Foreign Exchange Used-   | Rs. 11,70,023.00   |

## CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Good Corporate Governance is the adoption of best Business practices in terms of integrity, transparency and ethics. The Company believes in building trust and long-term relationship with all its stakeholders.

### 2. COMPOSITION OF BOARD

In Compliance with the corporate Governance, The Board is headed by its Non-Executive Chairman, Shri Sunil Dutt. As on 31.03.2013, the Board consisted of 5 Members comprising 2 Executive Directors and 3 Non-Executive Directors.

### 3. NUMBER OF BOARD MEETINGS

The Board Met 6 times on 30.04.2012, 30.07.2012, 17.08.2012, 30.10.2012, 01.01.2012, 30.01.2013 during the year. The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting and number of companies in which the Director is a member or its committee are as follows:

Name of Directors	Category of Directorship	No. of Board Meetings attended	Attendance at Last AGM	Number of Outside Committee Membership held in other Companies	Number of outside Directorship held (excluding Directorship in Pvt. Ltd. Companies)
Shri Sunil Dutt	NED	5	NO	NIL	1
Shri Anil Dutt	ED	6	YES	NIL	1
Shri Anil Giri	ED	6	YES	NIL	NIL
Shri Y.K.Singla	NED	6	NO	NIL	NIL
Shri Surinder Singh Bakshi	NED	6	YES	NIL	NIL

### 4. COMMITTEES OF BOARD OF DIRECTORS

#### (A) AUDIT COMMITTEE

The Role and Terms of reference of the Audit Committee are in accordance with the requirements of Section 292 A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with the Stock Exchange(s). The Audit Committee periodically reviews the Financial reports & Statements, adequacy of the internal control systems and reporting from Unit Heads.

The Composition, names of members and attendance at the meeting are as follows:

S. No.	NAME OF MEMBERS	CATEGORY	NO. OF MEETINGS HELD	NO. OF MEETINGS ATTENDED
1.	Shri Sunil Dutt	INDEPENDENT/NON-EXECUTIVE	4	3
2.	Shri Y.K.Singla	INDEPENDENT/NON-EXECUTIVE	4	4
3.	Shri Surinder Singh Bakshi	INDEPENDENT/NON-EXECUTIVE	4	4

#### (B) REMUNERATION COMMITTEE

Matters of remuneration of Executive Directors are considered by the Board of Directors of the Company, with the interested Executive Director not participating or voting. The terms of remuneration are to be approved by the shareholders at the General Body Meeting

### (C) INVESTORS GRIEVANCE COMMITTEE

The Investors Grievance Committee has been constituted to redress the complaints of Investors to oversee the Performance of Registrar and Transfer Agent M/S Alankit Assignments Ltd.

No share Transfer or investor's complaint were pending as on 31.03.2013.

### 5. COMPLIANCE OFFICER

Shri Mohammad Salim, Company Secretary, is the Compliance Officer.

### 6. GENERAL BODY MEETINGS

S.NO.	AGM PARTICULARS	DATE	VENUE	TIME
1.	19 TH AGM in-respect of year 2010-2011	30th Sept, 2011	Aggarwal Bhawan, Road No.10, East Punjabi Bagh New Delhi-110026	9:30 A.M
2.	20TH AGM in-respect of year 2011-2012	29th Sept, 2012	Aggarwal Bhawan, Road No.10, East Punjabi Bagh New Delhi-110026	9:45 A.M.
3.	21TH AGM in-respect of year 2012-2013	30th Sept, 2013	Aggarwal Bhawan, Road No.10, East Punjabi Bagh New Delhi-110026	9:30 A.M.

### 7. SECRETARIAL AUDIT REPORT

M/s Praveen K Garg & Associates , Practicing Company Secretary, Conduct Secretarial Audit of the Company for the Financial Year ended March 31st, 2013 who have submitted their report confirming the compliance of generally all applicable provisions of the various corporate laws. The Secretarial Audit Report forms part of the Annual Report

### 8. OTHER DISCLOSURES

- There are no materially significant related party transactions of the Company with key managerial personnel which have potential conflict with the interest of the Company at large.
- Details of Non-Compliance by the Company or penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority , on any matter related to capital markets, during the period from 1st April 2012 to 31st March, 2013.
- M/s Praven K. Garg & Associates ,Practicing Company Secretary, carried out a Secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Depository Services (I) Limited ( CSDL) and the total issued and listed capital, The audit confirms that the total issued/ paid-up capital of the Company is in agreement with the total number of Shares in Physical form and the number of dematerialized shares held with NSDL and CDSL.

### 9. MEANS OF COMMUNICATION

- The Company publishes its quarterly results in prominent daily newspapers viz. The Business Standard (English & Hindi)
- Annual Report is sent to each Shareholder by Post. Company's website is regularly updated with financial results
- Management's Discussion & Analysis forms part of the Annual Report.



## 10. REMUNERATION OF DIRECTORS

Details of remuneration paid to directors of the Company for the year-ended 31.03.2013 are as under:-

S. No.	Name of Directors	Remuneration Paid Including Perquisites
1.	Shri Anil Dutt	Rs. NIL
2.	Shri Anil Giri	Rs. 5,40,000.00

## GENERAL SHAREHOLDERS INFORMATION

### (a) Annual General Meeting

Date : 30th September, 2013  
 Venue : Aggarwal Bhawan, Road No.10, East Punjabi Bagh, New Delhi-110026

(b) Book Closure Date : 24.9.2013 to 30.9.2013 (Both days inclusive)

(c) Dividend Payment : Nil

(d) Financial Calendar : First Quarter results-Last week of July, Second Quarter results-Last week of October, Third Quarter results-Last week of January, Fourth Quarter results-Last week of April

### (e) Shares of the Company continued to be listed on the following Stock Exchanges

#### Sr. No. Name of Stock Exchange

1. Mumbai Stock Exchange Ltd. Formally Name (BSE LTD)
2. Delhi Stock Exchange Association Ltd
3. The Uttar Pradesh Stock Exchange Association Ltd

(f) The Company has paid the Annual listing fees for the year 2012-2013 as per listing agreement.

(g) Stock Code : ISIN : INE047F01012, SCRIP CODE : 530583

### (h) REGISTRAR & SHARE TRANSFER AGENTS

#### Alankit Assignments Ltd.

Alankit House, 2E/21, Jhandewalan Extension, New Delhi-110055, Ph. No. 23541234, 42541953

**DEMATERIALIZATION OF SHARES** : The equity shares of the company fall under the category of Compulsory Delivery in demat form for all investors' w.e.f 01.01.2003. More than 91.67 % of the Equity Shares Capital of the company has been Demated as on 31.3.2013.

(j) PLANT LOCATION : M/S VOGUE TEXTILES LIMITED  
 40TH KM.STONE, G.T. ROAD, DISTT. SONEPAT, BAHALGARH  
 (HARYANA)

(k) **INVESTORS' CORRESPONDENCE** : The Investors/ Shareholders may make correspondence at the following address:

#### VOGUE TEXTILES LIMITED OR ALANKIT ASSIGNMENTS LIMITED

A-206, Somdatt Chambers-I, 5

Bhikaji Cama Place, New Delhi 110 066

Alankit House, 2E/21, Jhandewalan Extension, New Delhi-110055

Ph. No. 23541234, 42541955

## 12. Certificate from the Chief Executive officer in respect of compliance with the code of conduct.

This is to certify that in line with requirements of Clause 49 of the listing agreement, all the Directors of The Board have solemnly affirmed that to the best of their knowledge and belief have complied with the provisions of the code of conduct for the Directors during the financial year 2012-2013.

Place : New Delhi

Date : 20 August, 2013

Anil Dutt

Managing Director

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## MANAGEMENT DISCUSSION & ANALYSIS REPORT

### INDUSTRY STRUCTURE AND DEVELOPMENT

In the year under review, the outlook for the industry as a whole remained grim and most manufacturing units faced a tough time as the year progressed. Declining domestic growth numbers coupled with already weak overseas markets affected the industry quite adversely and textiles industry was no exception to it.

### FINANCIAL PERFORMANCE

Plans laid out for bringing company to the path of recovery suffered major jolt during the year. However your company could manage a turnover of Rs. 419.48 lacs, an increase of 15% over previous year's turnover of Rs. 364.30 lacs.

### INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your company is committed to ensure that assets are safeguarded and protected against loss from unauthorized use and disposition, and the transaction are authorized and reported correctly. The Company has in place adequate internal control systems to ensure compliance with policies & procedures to ensure accuracy and transparency in financial results.

### HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS

The relations with the employees continued to be cordial during the year and efforts remained to provide a good & harmonious working environment..

### OPPORTUNITIES/THREATS/RISK/CONCERNS

New markets offer small window of opportunity for textile sector but require time to grow, some revival signs, though erratic, emerging from North American markets can help to plan revival strategies.

Recovery signs from US markets are still sketchy, another big market Europe is not out of woods so far. Domestic policies, rising inflation and thereby rising costs of living & wages are another factor which can derail or delay the recovery plans of manufacturing sector.

Rising power & fuel costs are already a matter of grave concern for the industry. Infrastructure bottlenecks continue to plague the country as a whole and industry in particular. Power situation continues to be pathetic for the industry.

### OUTLOOK

Right now to say outlook is positive will be like closing your eyes to realities before any organization, However to be ready to embrace the opportunity with open arms when it comes is in the positive interest of any company.

