

TWENTY THIRD ANNUAL REPORT



Vogue Textiles Limited

2014-2015

BOARD OF DIRECTORS

SH. SUNIL DUTT	NON-EXECUTIVE CHAIRMAN
SH. ANIL DUTT	MANAGING DIRECTOR
SH. ANIL GIRI	WHOLE TIME DIRECTOR
SH. Y.K. SINGLA	NON-EXECUTIVE INDEPENDENT DIRECTOR
SH. SURINDER SINGH BAKSHI	NON-EXECUTIVE INDEPENDENT DIRECTOR
Ms. AKANKSHA DUTT	ADDITIONAL NON-EXECUTIVE DIRECTOR

COMPANY SECRETARY

SH. MOHAMMAD SALIM

BANKERS

PUNJAB NATIONAL BANK

STATUTORY AUDITORS

BAHL & BATRA

Chartered Accountants

2211, Sector 13, Urban Estate,

Karnal, Haryana - 132 001.

Firm Regd. No. : 18250N

REGISTERED CUM HEAD OFFICE

VOGUE TEXTILES LIMITED

A-206, Somdatt Chambers - I,

5, Bhikaji Cama Place,

New Delhi - 110 066.

PH.NO-011-26170298

E-MAIL : info@voguetextiles.com

WEBSITE: www.voguetextiles.com

CIN-L18101DL1992PLC049370

TABLE OF CONTENTS

Notice-----	1
Directors' Report-----	6
Corporate Governance -----	24
Auditor's Report-----	29
Annual Accounts-----	34

REGISTRAR & SHARE TRANSFER AGENTS

Alankit Assignments Ltd.

205-208, Anarkali Complex

Jhandewalan Extension,

New Delhi-110055

Ph. No - 23541234, 42541955

E-MAIL : info@alankit.com

CIN : U74210DL1991PLC042569

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 23rd ANNUAL GENERAL MEETING OF VOGUE TEXTILES LIMITED WILL BE HELD ON FRIDAY 30th OCTOBER, 2015 AT AGGARWAL BHAWAN , ROAD NO-10,EAST PUNJABI BAGH , NEW DELHI-110026 AT 10.00 A.M.

TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015 and Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Dutt (DIN 1514028) & Mr. Yoginder Kumar Singla (DIN 2863548) who retire by rotation and being eligible offer themselves for re- appointment.
3. To appoint M/s Bahl & Batra , Chartered Accountants, as Auditors of the Company to hold the office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and fix up their remuneration.

SPECIAL BUSINESS - To appoint Ms. Akanksha Dutt as Non-Executive Director of the Company

4. To appoint Ms. Akanksha Dutt be and is hereby appointed as the Additional Non-Executive Director , of the Company, to hold the office from the conclusion of this meeting until the conclusion of the next Annual General Meeting.

To consider and if thought fit, to pass with or without modification(s) , the above resolution as an ordinary Resolution.

Place : New Delhi
Date : 06th October, 2015

For Vogue Textiles Limited
MOHAMMAD SALIM
Company Secretary

NOTES

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE MEETING. A PROXY FORM IS ATTACHED HEREWITH.

An Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.

1. Members/Proxies are requested to bring the attendance slip duly filled in for attending the meeting. Members who hold shares in Dematerialized form are requested to bring their Client -ID and DP-ID for identification of attendance at the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday 29th September, 2015 to Wednesday 07th October 2015 (Both days inclusive) .
3. Shareholders seeking any information with regard to accounts are requested to write to the company at least 7 days in advance so as to enable the Company to keep the information ready.
4. In terms of SEBI notification , the shares of the Company are subject to compulsory trading only in dematerialized form on the Stock Exchanges, hence members are requested to convert their physical share certificates into electronic form .

5. The Securities and Exchange Board of India has mandated submission of Permanent Account Number(PAN) by every participant in securities market, Members holding shares in demat form are , therefore requested to submit PAN details to the Depository Participants with whom they have demat account . Members holding shares in Physical form can submit their PAN details to the Company / Registrar and Shares Transfers Agent .M/s Alankit Assignments Ltd.
6. Pursuant to Section 101 and Section 136 of the Companies Act,2013 read with relevant Rules made their under , Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with company or with the Depository can now register the same by submitting a request letter in this respect to the Company / Registrar and Share Transfer Agent M/s Alankit Assignments Ltd. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
7. The Notice of AGM and attendance slip is being sent in electronic mode to members whose e-mail ID are registered with the Company or Depository Participants. unless the members have registered their request for a hard copy of the same. Physical copy of the notice of AGM and Attendance Slip is being sent to those members who have not registered their e-mail IDs with the Company or their Depository Participants.
8. The e-voting period will commence at 9.00.am. on Tuesday 27.10.2015 and will end at 5.00 p.m. on Thursday 29.10.2015. The Company has appointed .Mr. M.Aijaz (M/s Aijaz Associates), Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:
9. M/s Alankit Assignments Ltd., 205-208, Anarkali Complex , Jhandewalan Extension, New Delhi-110055. have been appointed as Registrar & Share Transfer Agent of the Company, who handle share transfer work in Physical as well as in Electronic Form and other related activities at the address given herein above.

10. PROCEDURE FOR E-VOTING

1. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for AGM . The instruction for e-voting are as under :
 - (a) In case of Members receiving an e-mail from NSDL.
 - (i) Open the PDF file VOGUE TEXTILES e-voting - pdf attached to the email, using your Client ID/Folio No. as password . The PDF file contains User ID and password for e-voting Please note that the Password provided in PDF is an "Initial Password"
 - (ii) Launch an internet browser and open [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com)
 - (iii) Click on Shareholder- Login
 - (iv) Insert "User ID" and Initial Password as noted in step (i) above and click login
 - (v) Password change menu will appear, Change the Password with a new password of your choice . Please keep a note of the new password , It is strongly recommended to keep it confidential.
 - (vi) Home page of e-voting will open , Click on e-voting Active Voting Cycles.
 - (vii) Select EVEN of VOGUE TEXTILES
 - (viii) Now you are ready for e-voting as 'Cast Vote'-page open.
 - (ix) Cast your vote by selecting appropriate option and click on 'submit' . Click on confirm when prompted.
 - (x) Upon confirmation the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e.. other than individuals , HUF, NRI, etc) are required to send scanned copy (PDF/JPG) along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote , to the Scrutinizer by an e-mail at aijazfcs@gmail.com with a copy marked to evoting@nsdl.co.in

- (b) In case of shareholders receiving physical copy of the Notice of AGM and Attendance SLIP.
 (i) Initial Password is provided , as follows at the bottom of the Attendance Slip.

EVEN (E_-Voting Event Number)	User Id	Password

(ii) Please follow all steps from Sr. No-(i) to Sr. No-(xii) above to cast vote.

2. In case of any queries , you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual available in the downloads section of NSDL's e-voting website www.evoting.nSDL.com.
3. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting
4. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password, in such an event , you will need to go through "Forgot Password" option available on the site to reset the same.
5. Your login id and password can be used by you exclusively for e-vote on the resolutions placed by the companies in which you are shareholder.
6. The voting rights shall be as per number of equity shares held by the member(s) as on Friday 23rd October, 2015. Members are eligible to cast vote electronically only if they are holding shares as on that date.
7. The Companies (Management and Administration) Rules 2014 provides that the electronic voting period shall be completed a day prior to the date of AGM. Accordingly the voting period shall commence at 9.00.a.m.on Tuesday 27th October, 2015 and will end at 5.00.p.m.on Thursday 29th October, 2015 . The e-voting module shall be disabled by NSDL at 5.00.p.m.on the same day.
8. The results shall be declared on or after AGM . The results along with the Scrutinizer's Report shall also be placed on the website of the Company. www.voguetextiles.com
9. In case of those Members , who do not have access to e-voting facility , they can use the assent / dissent form enclosed herewith or can be downloaded from website www.voguetextiles.com and convey their assent /dissent to each one of the items of business to be transacted at the ensuing AGM and send the Assent/ Dissent form, so as to reach Mr M.Aijaz,(150, 2nd Floor, Julena, New Friends Colony, New Delhi-110025. Email-aijazfcs@gmail.com) ,Scrutinizer appointed by the company or at the registered office of the Company on or before 5.00.p.m.on Thursday 29th October, 2015.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act,2013, The Register of contracts or arrangements in which the directors are interested under Section 189 of the Companies Act,2013 , will be available for inspection at the AGM .

By Order of the Board
 For Vogue Textiles Limited

Place : New Delhi
 Date : 06th October, 2015

MOHAMMAD SALIM
 Company Secretary

(ANNEXURE TO NOTICE)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO-4

The Board of Directors at its meeting held on 31st March, 2015 had appointed Ms. Akanksha Dutt (DIN: 06459198) as the Additional Non-Executive Director of the Company, on the terms and conditions mentioned hereunder. In terms of provisions of section 149 and 161 of the Companies Act 2013 and Rule 3 of Companies (Appointment & Qualification of Directors) rules, 2014, the appointment of Ms. Akanksha Dutt (DIN: 06459198), to consider & if thought fit, to pass with or without modification(s), the above resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of section 149, 161 & 162 of the Companies Act 2013 and Rule 3 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, as amended or re-enacted from time to time and also subject to the Articles of Association of the Company, Ms. Akanksha Dutt (DIN 06459198) be and is hereby appointed as Non- Executive Director, of the Company, with effect from 31st March, 2015, without payment of salary & perquisites to her".

Members may inspect the terms and conditions of appointment and other related documents / papers of Ms. Akanksha Dutt as Non-Executive Director at the Registered Office of the Company between business hours from Monday to Friday or at the venue of AGM 2015.

Accordingly, the Board recommends the Ordinary Resolution set out at Item no-4 of the Notice for approval by the members of the Company.

By Order of the Board
For Vogue Textiles Limited

Place : New Delhi
Date : 06th October, 2015

MOHAMMAD SALIM
Company Secretary

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

Ms. Akshana Dutt (DIN): 06459198 have a Engineering (BE) in Telecommunication and M.B.A. (Master in Business Administration) in Marketing and Technology from NMIMS Mumbai. She was appointed as Additional Non Executive Director in Vogue Textiles from 31st March, 2015. She is a Director in the following Companies :

1. Eagle Peak Intel Pvt. Ltd. Director
2. Eagle Peak Garam Chai Pvt.Ltd. Director

Mr. Sunil Dutt (DIN 1514028) 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. Hill View Estate Pvt. Ltd
4. Ivory Financiers Pvt..Ltd
5. Monarch Farms Pvt. Ltd
6. Malik Timber Pvt. Ltd.
7. Palm Beach Estate Pvt. Ltd
8. Silver Link Securities Pvt. Ltd
9. Silver Link Commodities Pvt. Ltd
10. Sara Osmosis Pvt. Ltd.
11. Vogue Corporation Limited
12. Vogue Trends Pvt. Ltd.

Mr. Yoginder Kumar Singla (DIN 2863548) has a Bachelors Degree in Commerce from Delhi University . He has vast experience in National and international banking. He was appointed as Director in Vogue Textiles in the year 2003. He is not a director in any other Company.

DIRECTOR REPORT

To the Members,

Your Directors present the 23rd Annual Report of the Company together with the Audited Statements of Accounts for the financial year ended 31st March, 2015

FINANCIAL RESULTS

FINANCIAL HIGHLIGHTS

The Financial results for the year ended on 31.03.2015 and 31.03.2014 are as under

(RS.IN LACS)

	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
SALES	195.06	215.23
OTHER INCOME	13.57	17.11
TOTAL EXPENDITURE	199.70	194.76
GROSS PROFIT	8.93	37.58
INTEREST & BANK CHARGES	2.69	3.84
DEPRECIATION	13.19	31.63
PROFIT BEFORE EXTRA ORDINARY ITEMS & TAX	(6.95)	2.11
EXTRA ORDINARY ITEMS	0.15	-
PROFIT BEFORE TAX	(7.10)	2.11
PROFIT AFTER TAX	(11.36)	6.36
SHARE CAPITAL	590.10	590.10
RESERVES (EXCLUDING CAPITAL/ REVALUATION RESERVE)	-	-
REVALUATION RESERVE	12.51	23.86
EARNING PER SHARES (EPS)	0.00	0.10
DIVIDEND	-	-

BOARD EVALUATION

Pursuant to Section 134(3) of the Companies Act, 2013, Independent Directors have evaluated the quality, quantity and timeliness of the flow of information between the Management and the Board, Performance of the Board as a whole and its Members and other required matters. The Nomination Committee has laid down evaluation criteria for performance evaluation of Independent Directors, which will be based on attendance, expertise and contribution brought in by the independent Director at the Board Meeting, which shall be taken into account at the time of re-appointment of independent Director

MEETINGS OF THE BOARD

The Board Met 6 times on 15.05.2014, 09.08.2014, 12.08.2014, 14.11.2014, 14.02.2015 & 31.03.2015 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:

DIRECTORS

Mr. Sunil Dutt ((DIN 1514028) & .Yoginder Kumar Singla (DIN 2863548) who retire from the Board of Directors by rotation and being eligible for re-appointment, have offered themselves for re-appointment.

COMMITTEES OF THE BOARD

(A) AUDIT COMMITTEE

The Role and Terms of reference of the Audit Committee are in accordance with the requirements of the Companies Act, 2013 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.

(B) NOMINATION & 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) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE)

In terms of requirements of the Section 135 of the Companies Act, 2013 and rule issued there under, The Board of Directors of your Company has constituted a CSR Committee comprising of Mr. Sunil Dutt, Chairman, Mr. Anil Dutt, Managing Director and Mr. Anil Giri, as member of the committee. This Committee is responsible for formulation and monitoring the CSR policy of the Company.

(D) SEXUAL HARASSMENT AND COMMITTEE

In terms of requirements of the Section 134 of the Companies Act, 2013 and rule issued there under, the Board of Directors of your Company has constituted an Internal Complaints Committee (ICC) on sexual Harassment, commonly to be known as Sexual Harassment Committee, comprising of Ms. Aknaksha Dutt, Chairperson, Mr. Anil Dutt, Managing Director and Mr. Y K Singla, Independent Director, as members of the committee. This Committee is responsible for formulation policy and monitoring the cases of sexual nature happening in the company, if any.

AUDITORS & AUDITOR'S REPORT

The Auditors of the Company M/s Bahl & Batra Chartered Accountants, (Firm Registration No-018250N) retire at the conclusion of the ensuing 23rd Annual General Meeting and have confirmed their eligibility & willingness to accept office, if re-appointed. Your Board recommends their re-appointment as statutory auditors of the Company from the conclusion of 23rd Annual General Meeting to the conclusion of the 24th Annual General Meeting.

SECRETARIAL AUDIT

Pursuant to the Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed Shri M.AIJAZ (AIJAZ & Associates), a Practicing Company Secretary to undertake the Secretarial Audit of the Company. The Secretarial audit report submitted by the Secretarial Auditors for the year ended 31st March, 2015 is attached in Annexure -I

The numberwise comments of management of the company on the secretarial audit report:

- 1 The Company has appointed its CFO.
- 2 Day was not given due to clerical mistake.
- 3 This year it has been given.
- 4 Internal Auditor has been appointed now.
5. Being first year for CSR the company could not identify and quantify the project and mode of expense of CSR funds. In the current financial year, the company will spend this amount also.
6. The management has addressed now all points at appropriate places.

DIRECTOR'S RESPONSIBILITY STATEMENT

As Required under section 134 of the Companies Act, 2013, the Directors hereby confirm that:

1. That in the preparation of annual accounts for the financial year ended 31st March 2015 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 /loss 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,2013 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,2015 on a going concern basis.

RELATED PARTY TRANSACTION

The transaction with related party entered into by the Company are periodically placed before the audit committee for its approval .No transaction with the related party is material in nature , in accordance with Company's RELATED Party Transaction Policy in accordance with Accounting Standard -18 (Related Party Disclosures) the details of transaction with related parties are set out in Note No-B of 7 of disclosures forming part of Financial Statements.

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 AND RELATED DISCLOSURES

No employee of the Company drawing remuneration in excess of the set limits in terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and no commission is being drawn by the Managing Director and Whole Time Director as well as the other directors from the Company.

PUBLIC DEPOSIT

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

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in Annexure II & III, and is attached to this report.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in Annexure V attached to this Annual Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There was no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

ADDITIONAL INFORMATION

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

ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure IV and is attached to 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 & On behalf of the Board of Directors

Place : New Delhi
Date : 06th October, 2015

Sunil Dutt
(Chairman)

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

ANNEXURE OF DIRECTOR REPORT (ANNEXUR-II & III)

ANNEXURE-II

ELECTRICITY	(2014-2015) Current Year	(2013-2014) Previous Year
a) Purchased Unit	108,207	1,92,690
Total Amount (in Rs.)	1,213,778	17,337,25
Rate/Unit (in Rs.)	11.27	8.99
b) Own Generation	7140	5,712
Through Diesel Generator Unit	3.75	3.57
Unit per Ltr. of Diesel Oil (in Rs.)	14.99	13.74

ANNEXURE-III

Research and development (R&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

. 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.

FOREIGN EXCHANGE EARNINGS AND OUTGO

- Foreign Exchange Earned-	Rs. 119,86,047
- Foreign Exchange Used-	Rs. 9,02,364

ANNEXURE - IV

Form No.MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule12(1)of the
Companies(Management and Administration)Rules,2014

I. REGISTRATION AND OTHER DETAILS:

1	CIN	L18101DL1992PLC049370
2	Registration Date	01st July, 1992
3	Name of the Company	Vogue Textiles Limited
4	Category/Sub-Category of the Company	Public Limited Company
5	Address of the registered office and contact details	A-206, Somdutt Chambers-I,5,Bhikaji Cama Place, New Delhi-110066
6	Whether listed Company	Yes
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	Alankit Assignments Ltd. 205-208,Anarkali Complex Jhandewalan Extension, New Delhi-110055 Ph. No - 23541234, 42541955 E-MAIL : info@alankit.com CIN : U74210DL1991PLC042569

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turn over of the company shall be stated:-

Sl.No.	Name and Description of main Products/ Services	NIC Code of the Product/ service	% total turn over of the company
1	Millmade Powerloomed Cotton / Polyester Made-Ups	6304	100%

3. Particular of the holding, subsidiary and Associate Company :

There is no subsidiary and Associate and Firm of the company

(I) - SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category Code	Scrip Code Category of Shareholder	530583 Number of Shareholders	Quarter Ended :		31/03/2015		Shares Pledged or otherwise encumbered	
			Total no. of Shares	Number of Shares held in dematerialized form	Total shareholding as a percentage of total		No. of Shares	As a percentage
					As a percentage	As a percentage		
(A)	Shareholding of Promoter and Promoter Group Indian							
(a)	Individual / Hindu Undivided Family	2	3379250	3379250	57.266	57.266	NIL	NIL
(b)	Central Govt. / State Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(c)	Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d)	Financial Institutions / Banks	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(e)	Any others(Specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Sub Total(A)(1)	2	3379250	3379250	57.266	57.266	NIL	NIL
2	Foreign							
a	Individuals (Non-Residents Individual/ Foreign Individuals)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b	Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c	Institutions	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d	Any Others (Specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Sub Total (A)(2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total Share holding of promoter and Promoter Group (A)=(A)(1)+(A)(2)	2	3379250	3379250	57.266	57.266	NIL	NIL
(B)	Public Shareholding							
1	Institutions							
(a)	Mutual Funds / UTI	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(b)	Bank - Foreign	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(c)	Central Government / State Government(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d)	Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(e)	Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(f)	Foreign Institutional Investors	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(g)	Foreign Venture Capital Investors	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Sub-Total (B)(1)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
B2	Non-institutions							
(a)	Bodies Corporate	49	301509	301509	5.109	5.109	NIL	NIL
(b)	Individuals							
I	Individuals -i, Individual shareholders Holding nominal share capital up to Rs 1 lakh	7094	1752433	1093938	29.697	29.697	NIL	NIL
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	17	463778	411358	7.859	7.859	NIL	NIL
(c)	Any other (specify)							
III	NRI-repatriable & Non repatriable	6	4000	4000	0.068	0.068	NIL	NIL
	Sub Total (B)(2)	7166	2521720	1810805	42.734	42.734	NIL	NIL
(B)	Total Public Shareholding (B) = (B)(1)+(B)(2)	7166	2521720	1810805	42.734	42.734	NIL	NIL
	Total (A) + (B)	7168	5900970	5190055	100.00	100.00	NIL	NIL
(c)	Share held by Custodians and against which depository							
1	Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2	Public	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Sub total (C)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Grand Total (A)+(B)+(C)	7168	5900970	5190055	100.00	100.00	NIL	NIL

(ii) Shareholding of Promoters

Sl no.	Shareholder's Name	Shareholding at the beginning of the year-2015			Shareholding at the end of the year-2014			% change in shareholding in during a the year
		No. of Shares	%of total Shares of the company	%of Shares Pledged/ en cumbered to total shares	No. of Shares	%of total Shares of the company	%of Shares Pledged/ en cumbered to total shares	
1	Anil Dutt	1110725	18.223	NIL	111072	18.223	NIL	NIL
2	Sunil Dutt	2268525	38.443	NIL	226852	38.443	NIL	NIL
	Total	3379250	57.266	NIL	337925	57.266	NIL	NIL

(iii) Change in Promoters 'Shareholding (please specify ,if there is no change)

Sl no.		Shareholding at the beginning of the year 2015		Cumulative Shareholding during the year 2014	
		No. of shares Held by all Promoters	% of total shares of the Company	No. of shares Held by all Promoters	% of total shares of the Company
1.	All Promoters (There is no change in promoters holding during the year)	3,379,250	57.00	3,379,250	57.00
2.	At the end of the year	3,479,250	57.266	3,479,250	57.266
3.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ Decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc:)	NO CHANGE			
	At the end of the year (or on the date of separation, if seperated during the year)	3,479,250	57.266	3,479,250	57.266

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, promoters and Holders of GDRs and ADRs)

Sl no.	Name	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No. of Shares at the beginning (01-04-2014) / end of the year (31-03-2015)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Smart Multi Trade Pvt. Ltd.	2,50,000	4.237	Nil	4.237	Nil	2,50,000	4.237
2	Kamal Jain	1,35,000	2.288		2.288	Purchase	1,35,000	2.288
3	Parveen Kumar Garg	61,131	1.036	Nil	1.036	Nil	61,131	1.036
4	Sanjay Lunawat	40,000	0.678	Nil	0.668	Nil	40,000	0.668
5	Rajesh Garg	35,000	0.593	Nil	0.593	Nil	35,000	0.593
6	Bhupender Kumar MafatLal Patel	22,788	0.386	Nil	0.386	Nil	22,788	0.386
7	Laxmi Pat Dudheria	21,584	0.366	Nil	0.366	Nil	21,584	0.366
8	Radheshyam Aggarwal	20,000	0.339	Nil	0.339	Nil	20,000	0.339
9	Arcadia Shares & Stock Broker Pvt. Ltd.	17,387	0.295	Nil	0.295	Nil	17,387	0.295
10	R.B. Dutta	16,810	0.285	Nil	0.285	Nil	16,810	0.285

(v) Shareholding of Directors and Key Managerial Personnel:

Sl no.		Share holding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
1.	Anil Dutt	11,10,725	18.823	11,10,725	18.823
	Date-wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase//decrease (e.g. allotment/ transfer/ bonus/ sweat Equity etc):	No Change			
	At the End of the year	11,10,725	18.823	11,10,725	18.823

(vi) Shareholding of Directors and Key Managerial Personnel :

Sl no.		Share holding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
2	Sunil Dutt	22,68,525	38.443	22,68,525	38.443
	Date-wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase//decrease (e.g. allotment/ transfer/ bonus/ sweat Equity etc):	No Change			
	At the End of the year	22,68,525	38.443	22,68,525	38.443

(vii) Shareholding of Directors and Key Managerial Personnel:

Sl no.		Share holding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
3	Anil Giri	10,000	0.17	10,000	0.17
	Date-wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase//decrease (e.g. allotment/ transfer/ bonus/ sweat Equity etc):	No Change			
	At the End of the year	10,000	0.17	10,000	0.17

(viii) Shareholding of Directors and Key Managerial Personnel:

Sl no.		Share holding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
4	Yoginder Kumar Singla	Nil	Nil	Nil	Nil
	Date-wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase//decrease (e.g. allotment/ transfer/ bonus/ sweat Equity etc):	No Change			
	At the End of the year	Nil	Nil	Nil	Nil

(ix) Shareholding of Directors and Key Managerial Personnel:

Sl no.		Share holding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
5	Surinder Singh Bakshi	Nil	Nil	Nil	Nil
	Date-wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase//decrease (e.g. allotment/ transfer/ bonus/ sweat Equity etc):	No Change			
	At the End of the year	Nil	Nil	Nil	Nil

(x) Shareholding of Directors and Key Managerial Personnel:

Sl no.		Share holding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
6	Akansha Dutt	Nil	Nil	Nil	Nil
	Date-wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase//decrease (e.g. allotment/ transfer/ bonus/ sweat Equity etc):	No Change			
	At the End of the year	Nil	Nil	Nil	Nil

(xi) INDEBTEDNESS

(Rs. Lacs)

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	6.34	-	464.65	470.99
i) Principal Amount	-	-	-	-
II) Interest due but not paid	-	-	-	-
III) Interest accrued but not paid	-	-	-	-
Total (i+ii+iii)	6.34	-	464.65	470.99
Change in indebtedness during the financial year	-	-	-	-
Addition	-	-	58.14	58.14
Reduction	3.76	-	37.68	41.44
Net Change	(3.76)	-	20.46	16.70
Indebtedness at the end of the financial year	-	-	-	-
I) Principal Amount	2.58	-	485.11	487.69
II) Interest due but not paid	-	-	-	-
III) Interest accrued but not paid	-	-	-	-
Total (i+ii+iii)	2.58	-	485.11	487.69

(xii) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and /or Manager:**

S. No.	Particulars of Remuneration	Name of MD/WTD		Total Amount
1	Gross Salary	Anil Dutt	Anil Giri	
(a)	Salary as per provisions contained in section 17(1) of the income tax act.	NIL	5,40,000	5,40,000
(b)	Value of perquisites u/s 17(2) Income Tax Act, 1961	NIL	NIL	NIL
(c)	Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission - As % of profit - Others, Specify	NIL	NIL	NIL
5	Others, please specify Provident Fund & other Funds	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL
	Ceiling as per the Act	Remuneration is paid as per Schedule V of Companies Act, 2013		

Note : No Remuneration payable in the financial year 2014-2015 to Mr. Anil Dutt, Managing Director. Since there has been reduced turnover and inadequate profits in the said financial year Mr. Anil Dutt requested to waive off his salary.

(B) Remuneration to their directors:

S. No.		Sunil Dutt	Yoginder Kumar Singla	Surinder Singh Bakshi	Akansha Dutt	Total Amount
1	Independent Directors	-	-	-	-	-
	Fee for attending board/committe meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non Executive Director	-	-	-	-	-
	Fee for attending board/committe meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B) = (1+2)					

(C) REMUNERATION OF KEY MANAGERIAL PERSONNEL OTHER THAN MD/WTD

S. No.	Particulars of Remuneration	Name of MD/WTD		Total Amount
1	Gross Salary			
(a)	Salary as per provisions contained in section 17(1) of the income tax act.	NIL	NIL	NIL
(b)	Value of perquisites u/s 17(2) Income Tax Act, 1961	NIL	NIL	NIL
(c)	Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission - As % of profit - Others, Specify	NIL	NIL	NIL
5	Others, please specify Provident Fund & other Funds	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL
	Ceiling as per the Act	Remuneration is paid as per Schedule V of Companies Act, 2013		

(D) Remuneration to the directors:

Sl no.	Particulars of Remuneration	Name of Directors		Total Amount
	Independent Directors	Sh. Yoginder kr. Singla	Sh. Surinder Singh Bakshi	NIL
	Fee for attending board Committee meetings	NIL	NIL	NIL
	Commission	NIL	NIL	NIL
	Total(1)	NIL	NIL	NIL
	4. Other Non-Executive Directors	Shri Sunil Dutt		NIL
	·Fee for attending board committee meetings	Ms. Akanksha Dutt		
	Total(2)			NIL
	Total(B)=(1+2)			NIL
	Total Managerial			NIL
	Overall Ceiling as per the Act			NIL

(E) REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission - as % of profit - Others, specify	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL

(xiii) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES : NA

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
A.COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

SECRETARIAL AUDIT REPORT

(For the financial year ended 31.03.2015)

[Pursuant to section 201(1) of the companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To**The Members****Vogue Textiles Limited****A-206, Somdutt Chambers-I****5, Bhikaji Cama Place****New Delhi-110066**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Vogue Textiles Limited (hereinafter called the company). Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion the company has, during the audit period covering the financial year ended on March 31, 2015, complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31.03.2015. According to the provisions of:

- (i) The companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) Depositories Act, 1996 and Rules;
- (iii) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (iv) SEBI (Prohibition of Insider Trading) Regulations;
- (v) SEBI (Registrar to an Issue and Share Transfer Agents) Regulations, 1993;
- (vi) Labour Laws and Rules;
- (vii) Environmental Laws and Rules;
- (viii) Listing Agreement; and
- (ix) The Trade Marks Act, 1999 and Rules.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc., mentioned above subject to the following observations:

- 1 The Company has not appointed CFO during the year under review, whereas as per the Companies Act, 2013, it is mandatory to appoint CFO by every listed company.
- 2 Day was not given in the Notice of AGM 2014.
- 3 In explanatory statement of Item numbers 4 & 5 of AGM 2014, it is not mentioned that members may inspect

relevant papers/documents at the office, if they wish to inspect the same.

- 4 Forms 23AC, 23ACA & 20B for 2014 were filed late with additional fees.
- 5 Internal Auditor has not been appointed, however his appointment is required for all listed companies. However, after discussion with the management, we were informed that internal auditor will be appointed for the current FY.
- 6 CSR funds were not calculated and spent during the period under review. However, management will mention the reasons for the same in Directors' Report.
- 7 Directors' report does not address qualification raised by auditors related to para no. VIII of annexure to the auditors' report.
- 8 PF & ESI contributions has been made after due date.
- 9 Trading of shares of company at Bombay Stock Exchange (BSE) is presently suspended due to non-providing certain documents/papers to the concerned stock exchanges. However, the company has sent several times the required documents to the stock exchanges.

I further report that the Board of directors of the company is duly constituted with proper balance of executive directors, non-executive directors, woman director and independent directors. The changes in the composition of the Board of directors that took place during the period under review were carried out, subject to our following para wise comments, in compliance with the provisions of the Act.

- 1 In 2014, Mr. Anil Giri, the Whole Time Director, was wrongly retired by rotation, as he had already been retired in 2013 also.
- 2 Forms DIR 12 & MR 1 for re-appointment of MD in 2014 AGM, were not filed with the RoC till date.
- 3 Company has appointed following committees of Board of Directors as required under the Act during the FY 2015-16:
 - i) Sexual Harassment
 - ii) Corporate Social Responsibility (CSR)
- 4 Name of Directors to retire by rotation given in Notice of AGM 2014 is of only Mr. Anil Giri whereas in the Director's Report there are given two directors namely Mr. Anil Giri & Mr. Anil Dutt.
- 5 MD of the Company shall be excluded while counting number of Directors liable to retire by rotation, whereas the company has regularly wrongly retired its MD by rotation.
- 6 Retirement of Directors by rotation has not been calculated as per the provisions of the Companies Act, 2013.

Subject to our para wise following comments, adequate notice is given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while there were no dissenting views to be recorded and made part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has appointed a woman director, re-appointed its MD for a period of 5 years w.e.f. 01.09.2014 and conducted e-voting for AGM 2014.

Place: New Delhi

Date : October 01, 2015

Signature : Sd/-

Name of Firm : Aijaz & Associates

FCS No. : 6563

C.P. No. : 7040

Annexure 'I-A'

To,
The Members
Vogue Textiles Limited
New Delhi

Our report of even date is to be read along with this Annexure.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: New Delhi
Date : October 01, 2015

Signature : Sd/-
Name of Firm : Aijaz & Associates
FCS No. : 6563
C.P. No. : 7040

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 31.03.2015, the Board consisted of 5 Members comprising 2 Executive Directors and 4 Non-Executive Directors.

3. NUMBER OF BOARD MEETINGS

The Board met 6 times on 13.05.2014, 12.08.2014, 14.11.2014, 14.02.2015, 31.03.2015, 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	3	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 the Companies Act, 2013 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	2
3	Shri Surinder Singh Bakshi	INDEPENDENT/NON-EXECUTIVE	4	4

(B) NOMINATION & 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) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

CSR committee with 3 Directors is formed to address the CSR matter & to aptly find the right avenues & causes to spend CSR funds.

(D) SEXUAL HARASSMENT COMMITTEE

A sexual harassment committee with 3 Directors has been constituted, a woman director being the chair person, to address sexual harassment complaints, if any.

(E) 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 31.03.2015.

5. COMPLIANCE OFFICER

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

S.No.	AGM PARTICULARS	DATE	VENUE	TIME
1	21th AGM in-respect of year 2012-2013	30th Sept, 2013	Aggarwal Bhawan Road No.10, East Punjabi Bagh New Delhi-110026	9:45 A.M.
2	22nd AGM in-respect of year 2013-2014	22nd Sept, 2014	Aggarwal Bhawan Road No.10, East Punjabi Bagh New Delhi-110026	9:30 A.M.
3	23rd AGM in-respect of year 2014-2015	30th Oct, 2015	Aggarwal Bhawan Road No.10, East Punjabi Bagh New Delhi-110026	10.00 A.M.

7. OTHER DISCLOSURES

- (A) 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.
- (B) 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 2014 to 31st March,2015. The issues raised by BSE are being attended to.
- (C) Practicing Company Secretary M/s Praven K. Garg & Associates , carried out a share capital 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.

8. MEANS OF COMMUNICATION

- (A) The Company publishes its quarterly results in prominent daily newspapers viz. The Pioneer(English),The Business Observer / Standard (English & Hindi), and Veer Arjun (Hindi).
- (B) Annual Report is sent to each Shareholder by Post where email is not available Company's website is regularly updated with financial results
- (C) Management's Discussion & Analysis forms part of the Annual Report.

9. GENERAL SHAREHOLDERS INFORMATION

- (A) Annual General Meeting
 - Date & Time : 30th October, 2015, 10.00 A.M.
 - Venue : Aggarwal Bhawan, Road No.10, East Panjabi Bagh, New Delhi-110026
- (B) Book Closure Date : Tuesday 29.09.2015 to Wednesday 07.10.2015 (Both days inclusive)
- (C) Dividend Payment : Nil
- (D) Financial Calender : First Quarter results-Second week of August, Second Quarter results-Second week of November , Third Quarter Results Second week of Feb, Fourth Quarter- 2nd week of May
- (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) Stock Code : ISIN : INE047F01012, SCRIP CODE : 530583

(G) REGISTRAR & SHARE TRANSFER AGENTS

Alankit Assignments Ltd.

Alankit House, 205-208, Anarkali Complex Jhandewalan Extension, New Delhi-110055,

Email: info@alankit.com, Web: www.alankit.com Ph. No. 23541234,42541953

10. DEMATERIALISATION 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 87.96 % of the Equity Shares Capital of the company has been demat as on 31.03.2015.

11. (H) PLANT LOCATION : M/S VOGUE TEXTILES LIMITED
40th KM.STONE, G.T. ROAD, DISTT. SONPAT, BAHALGARH
(HARYANA)

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

VOGUE TEXTILES LIMITED
A-206, Somdatt Chambers-I, 5, Bhikaji Cama Place
New Delhi-110066 . Ph-011-26170298,26101915
E-Mail : info@voguetextiles.com
Web : www.voguetextiles.com
CIN : L18101DL1992PLC049370

OR ALANKIT ASSIGNMENTS LIMITED
205-208 Anarkali Complex Jhandewalan Extension,
New Delhi-110055
Ph. No. 23541234, 42541955
Email: info@alankit.com, Web : www.alankit.com
CIN: : U74210DL1991PLC042569

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 2014-2015

Place : New Delhi
Date : 06th October, 2015

Anil Dutt
Managing Director

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. Your company could manage a turnover of Rs. 195.06 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 transactions 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

Emerging opportunities in newer markets are not that strong at the moment and biggest markets for Indian textiles, North America & European Union are still not out of the problems. Unless the established markets get into growth trajectory in coming months, situation continues to be unpredictable.

OUTLOOK

As the business of your Company depends on growth in overseas markets, Company has to keep putting efforts to expand product & country profile which is a gradual process..

AUDITOR'S REPORT

TO THE MEMBERS OF VOGUE TEXTILES LIMITED

I have conducted audited the accompanying financial statement of M/s Vogue Textiles Limited “ the Company”), which comprise the Balance Sheet as at 31st March, 2015, , the Statement of profit and loss and Cash Flow Statement for the year than ended.

Management Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the Accounting Standards notified under the Companies Act,1956 (“the Act”) (which continue to be applicable in respect of Section 133 of the Companies Act,2013 in terms of General Circular 15/2013 dated September13,2013 of the Ministry of Corporate Affairs) .The responsibility includes the design , implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor Responsibility

Our responsibility is to express as opinion on these financial based on our audit . We conducted our audit in accordance with the Standard on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statement are free form material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements . The procedures selected depend on the auditor's judgment's including the assessment of the risk of material misstatement of the financial statement, whether due to fraud or error. In making those risk preparation and presentation of the financial statements of the in order to design audit procedures that are appropriate in the circumstance , but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An and the reasonableness of the accounting estimates made by the Management , as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis a for our audit opinion.

Opinion

In our and to the best of our information and according to the explanation given to us. The aforesaid financial statements give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principals generally accepted in India:

- (i) In case of the Balance Sheet , of the state of affairs of the Company as at March,31,2015.
- (ii) In case of the Statement of Profit and Loss of the profit of the Company for the year ended on that date;
- (iii) In the case of the Cash Flow Statements , of the cash flow of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements.

1. As required by the manufacturing and other companies (Auditor's Report) Order, 2003 issued by the Company Law Board interims of Section 227 (4) of the Companies Act, 1956, we annex thereto a statement on the matter specified in paragraph 4 & 5 of the said order.
2. Further to our comments in the Annexure referred to in Paragraph 1 above.
 - (i) We have obtained all the information and explanation, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (ii) In our opinion, proper books of accounts as required by law have been kept by the company, so far as appear from our examination of the books;
 - (iii) The Balance Sheet and Profit and Loss Account dealt with by the report are in agreement with the books of accounts;
 - (iv) In our opinion, the Balance Sheet and the Profit and Loss Account and Cash flow statement comply with the Accounting Standards notified under the Act, (Which continue to be applicable in respect of Section 133 of Companies Act,2013 in terms of General Circular15/2013 dated September,13,2013 of the Ministry of Corporate Affairs .
On the basis of written representation received from the directors, as on 31st March 2015 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2015 from being appointed as a director in terms of clause (g) of subsection (1) of section 274(1) (of the Companies Act, 1956;
 - (v) In our opinion and to the best of our information and according to the explanation given to us, in manner so required and give a true and fair view in conformity with the accounting principle accepted in India:
 - (a) In the case of Balance Sheet, of the state of affair of the company as at 31st March 2015
 - (b) In the case of the Profit and Loss account, of the Profit / Loss for the year ended on that date; and
 - (c) In the case of the cash flow statement, of the cash flow for the year ended on that date.

For Bahl & Batra
Chartered Accountants
(Registration No. 18250N)

Place : New Delhi
Date : 03th October, 2015

(Rajesh Bahl)
Partner
Membership. No. : 83700

ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in Paragraph 1 under the heading of 'Report on Other Legal and Regulatory Requirements' of our report of even date)

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) As explained to us, these fixed assets have been physically verified by the management at reasonable intervals; and no material discrepancies were noticed upon such verification.
2. (a) Physical verification of inventory has been conducted at reasonable intervals by the management at site.
(b) The Procedures of physical verification of inventory are followed by the management reasonable and adequate in relation to the size of the company and the nature of its business.
(c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification and we have received written declaration for the same.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act.
(b) Since the company has not granted any loan. So this point is not applicable on the company.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets & for sale of goods. During the course of our audit we have not observed any continuing failure to correct major weakness in internal control of the Company.
5. The Company has not accepted any deposits from the public covered under section 73 to 76 and any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2014.
6. As per information and explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Act.
7. (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities.
(b) According to the information and explanations given to us there were no outstanding statutory dues(except Environment and health cess) as on 31st of March, 2015 for a period of more than six months from the date they became payable.
(c) According to the information and explanations given to us, there is no dues payables in respect of income tax, wealth tax, service tax, sales tax, customs duty, excise duty and cess which have not been deposited on account of any disputes except the following-



8. According to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
9. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
10. Based on our audit procedures and on the information given by the management, we report that the Company has not raised any term loans during the year and no long term loan is outstanding.
11. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For Bahl & Batra
Chartered Accountants
(Registration No. 18250N)

(Rajesh Bahl)

Partner

Membership No. : 83700

Place : New Delhi

Date : 03rd October, 2015

AUDITOR'S CERTIFICATE

We have reviewed the implementation of Corporate Governance procedures by VOGUE TEXTILES LTD for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing agreement Exchanges. of the said Company with stock Exchanges

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof. Adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance , it is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion the best of our information and according to the explanations given to us and the representations made by the Directors and the Management .We certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause (49) of the Listing Agreement with the Stock Exchange.

We state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company

For Bahl & Batra
Chartered Accountants
(Registration No. 18250N)

(Rajesh Bahl)
Partner

Membership. No. : 83700

Place : New Delhi
Date : 03rd October, 2015

Vogue Textiles Limited
Balance Sheet as at 31st March, 2015

(In Rupees)

S. No.	Particulars	Schedule	Amount as at 31st March 2015		Amount as at 31st March 2014	
	<u>Equity & Liabilities</u>					
I	Shareholder's Fund					
	(1) Share Capital	A	59,009,700		59,009,700	
	(2) Reserves and Surplus	B	<u>1,251,295</u>	60,260,995	<u>2,386,991</u>	61,396,691
II	Share Application Money Pending for Allotment					
III	Non Current Liabilities					
	(1) Long Term Borrowings	C	58,120,076		56,563,749	
	(2) Deferred Tax Liabilities (Net)	D	10,553,392		10,127,446	
	(3) Long Term Provisions	E	<u>1,427,148</u>	70,100,615	<u>1,469,388</u>	68,160,583
IV	Current Liabilities	F				
	(1) Trade Payables		3,055,870		3,644,629	
	(2) Other Current Liabilities		11,600		45,810	
	(3) Short Term Provisions		<u>5,573,117</u>	8,640,587	<u>6,109,529</u>	9,799,968
	Total			<u>139,002,197</u>		<u>139,357,242</u>
	<u>Assets</u>					
I	Non Current Assets					
	(1) Fixed Assets					
	Tangible Assets	G	68,680,931		74,814,752	
	(2) Long Term Loans & Advances	H	<u>873,279</u>	69,554,210	<u>873,279</u>	75,688,031
II	Current Assets	I				
	(1) Inventories		20,256,939		17,072,189	
	(2) Trade Receivables		36,335,350		33,566,797	
	(3) Cash and Cash Equivalents		1,422,566		1,591,874	
	(4) Short Term Loans & Advances		11,394,343		11,399,724	
	(5) Other Current Assets		<u>38,789</u>	69,447,987	<u>38,627</u>	63,669,211
	Total			<u>139,002,197</u>		<u>139,357,242</u>
	Significant Accounting Policies and Notes to Accounts	J		-		-

As per our report of even date

For Vogue Textiles Limited

BAHL & BATRA
Firm Regd. No. 018250N

Sunil Dutt
(Chairman)

Anil Dutt
(Mg. Director)

Mohammad Salim
(Company Secretary)

Rajesh Bahl
Partner
Membership No.: 83700

Date : 03rd October, 2015
Place : New Delhi

Vogue Textiles Limited
Profit & Loss A/c for the year ended on 31st March, 2015

(In Rupees)

S. No.	Particulars	Schedule	Amount for the Year ended on 31st March 2015	Amount for the Year ended on 31st March 2014
I	<u>Revenue From Operations</u>			
	Revenue From Operations	K	19,506,474	21,523,062
	Other Income	L	1,356,713	1,711,010
	Total Revenue		20,863,187	23,234,072
II	<u>Expenses</u>			
	Cost of Material Consumed	M	7,947,158	6,332,058
	Changes in Inventories of Finished Goods, Work in Progress and Stock In Trade	N	(283,511)	4,89,654
	Employee Benefit Expenses	O	6,029,629	5,578,414
	Finance Cost	P	42,276	196,235
	Depreciation and Amortisation Expense	Q	1,319,048	3,163,230
	Other Expense	R	6,503,565	7,262,849
	Total Expense		21,558,165	23,022,440
III	Profit Before Exceptional and Extraordinary Items and Tax (I-III)		(694,978)	211,632
IV	(-) Exceptional Items		14,773	
V	Profit Before Extraordinary Items and Tax (III-IV)		(709,751)	211,632
VI	(-) Extraordinary Items		---	---
VII	Profit Before Tax (V-VI)		(709,751)	211,632
VIII	Tax Expense			
	(I) Current Tax		---	40,337
	(II) Earlier Year Tax		---	---
	(III) Deferred Tax		(425,946)	(465,609)
IX	Profit (Loss) For the Period (VII-VIII)		(1,135,696)	636,904
X	Earning Per Equity Shares			
	(I) Basic		---	0.10
	(II) Diluted		---	0.10

As per our report of even date

For **Vogue Textiles Limited**

BAHL & BATRA
Firm Regd. No. 018250N

Sunil Dutt (Chairman) **Anil Dutt** (Mg. Director) **Mohammad Salim** (Company Secretary)

Rajesh Bahl
Partner
Membership No.: 83700

Date : 03rd October, 2015
Place : New Delhi

Vogue Textiles Limited
Schedules Forming Part of Balance Sheet As on 31st March, 2015

(In Rupees)

Particulars		As at 31st March 2015		As at 31st March 2014
Schedule - Share Capital				
(A) Authorised Capital 10,000,000 (Previous Year 10,000,000) Equity Shares of Rs. 10/- each		100,000,000		100,000,000
(B) Issued Subscribed and Paid Up Capital 59,00,970 (previous Year 59,00,970) Equity Shares of Rs. 10/- each		59,009,700		59,009,700
(C) Reconciliation of the shares outstanding		59,009,700		59,009,700
	Nos.	Value (Rs.)	Nos.	Value (Rs.)
Equity shares at the beginning of the year	59,00,970	5,90,09,700	59,00,970	5,90,09,700
Movement During the Year	-	-	-	-
Equity shares at the end of the year	59,00,970	5,90,09,700	59,00,970	5,90,09,700
(D) Shareholder holding Equity Shares more than 5%				
Name of the Share Holder	No. of Shares	% of Holding	No. of Shares	% of Holding
Sunil Dutt	22,68,525	38.44	22,68,525	38.44
Anil Dutt	11,10,725	18.82	11,10,725	18.82
Schedule B : Reserves & Surplus				
Profit & Loss A/c				
At the Beginning of the Accounting Period		2,386,991		1,750,087
Addition During the Year		(1,135,696)		636,904
At the end of the Accounting Period		1,251,295		2,386,991
		1,251,295		2,386,991
Schedule C : Long Term Borrowings				
Unsecured Loans Borrowings :				
Loan From Banks	258,976		748,649	
Loans From Director's and Shareholders	48,511,100		46,465,100	
Loans From Other	9,350,000	58,120,076	9,350,000	56,563,749
		58,120,076		56,563,749
Schedule D : Deferred Tax Liabilities (NET)				
At the Beginning of the Year		10,127,446		10,593,055
Add : Provisions for the Year		425,946		(465,609)
		10,553,392		10,127,446
Schedule E : Long Term Provisions				
Provision for Income Tax		1,427,148		1,469,388
		1,427,148		1,469,388

(In Rupees)

Particulars		As at 31st March 2015		As at 31st March 2014
Schedule F : Current Liabilities :				
<u>Trade Payables</u>				
Sundry Creditors	3,055,870		2,744,925	
Advance From Parties - Interest Free	---	3,055,870	899,704	3,644,629
<u>Other Current Liabilities</u>				
TDS Payble	11,600		45,810	
Current Year's Taxes Payble (Net of Advance Tax)	-	11,600	-	45,810
<u>Short - Term Provisions</u>				
Provisions for Employee Benefits	3,059,995		2,550,086	
Other	2,513,122	5,573,117	3,559,443	6,109,529
		8,640,587		9,799,968
Schedule H : Long Term Loans and Advances				
Security Deposit (Unsecured Considered Good unless Otherwise Stated)		873,279		873,279
		873,279		873,279
<u>Schedule I : Current Assets</u>				
<u>Inventories</u>				
Raw Materials	10,626,900		7,900,194	
Work in Process	3,323,043		3,406,499	
Finishing Goods	4,755,152		4,388,185	
Packing Material	915,613		904,088	
Stores : Spares & Loose Tools	636,231	20,256,939	473,223	17,072,189
<u>Trade Receivable</u>				
Debts Outstanding for a Period Exceeding Six Months From the Date they are due	31,918,323		31,743,773	
Other Debt.	4,417,027	36,355,350	1,823,024	33,566,797
<u>Cash & Cash Equivalents</u>				
<u>Balance with Banks</u>				
<u>In Fixed Deposit</u>				
Held as Margin Money Against Borrowings and Other Commitments	11,465		11,465	
Other	-		-	
	11,465		11,465	
In Current Accounts	142,244		259,411	
Cash in Hand	1,268,857	1,442,566	1,320,998	1,591,874
<u>Short Term Loans & Advances</u>				
Advances recoverable in Cash or in Kind for the Value to be Received				
1. Advance to Parties & Staff	1,653,052		1,639,232	
2. Receivable from Revenue Authorities	9,741,290	11,394,343	9,760,492	11,399,724
3. Current Year's Taxes Recoverable (Net of Liability)				
<u>Other Current Aeests</u>				
Prepaid Expenses		38,789		38,627
		69,447,987		63,669,211

**Schedule -G: Fixed Assets
Tangible Assets**

Particulars	Rate	Gross Block						Depreciation			Written Down Value	
		As at April, 1 2014	Additions During the year	Sale / Adj. during the year	Deletion	As at March 31, 2015	As at April 1, 2014	Depreciation During the Year	Adjustment	Upto March 31, 2015	WDV as on March 31, 2015	WDV as on March 31, 2014
Land & Site Developments	0.00%	2,713,783	-	-	-	2,713,783	-	-	-	-	2,713,783	2,713,783
Plant & Machinery	4.75%	91,396,781	-	12,501,750	-	78,895,031	50,847,418	776,910	7,686,977	43,937,351	34,957,680	40,549,363
Building - Office	1.63%	424,270	-	-	-	424,270	138,282	5,394	-	143,676	280,594	285,988
Building - Factory	3.34%	32,250,956	-	-	-	32,250,956	7,482,221	410,024	-	7,892,245	24,358,711	24,768,735
Electric Installation	4.75%	3,846,428	-	-	-	3,846,428	2,821,068	16,066	-	2,837,134	1,009,294	1,025,360
Furniture & Fixture	6.33%	2,129,985	-	-	-	2,129,985	2,129,985	-	-	2,129,985	-	-
Vehicles	9.50%	10,454,678	-	-	-	10,454,678	7,036,656	69,507	-	7,106,163	3,348,515	3,418,022
Computers	16.21%	5,600,880	-	-	-	5,600,880	5,551,432	(845)	-	5,550,587	50,293	49,448
Airconditioners & Fans	4.75%	2,381,382	-	-	-	2,381,382	1,189,564	26,551	-	1,216,115	1,165,267	1,191,818
Office Equipments & others	4.75%	2,295,658	-	-	-	2,295,658	1,483,423	15,441	-	1,498,864	796,794	812,235
Total		153,494,801	-	12,501,750	-	140,993,051	78,680,049	1,319,048	7,686,977	72,312,120	68,680,931	74,814,752
Previous year figure		153,335,851	158,950	-	-	153,494,801	75,516,818	3,163,230	-	78,680,049	74,814,752	

Vogue Textiles Limited
Schedules Forming Part of Profit & Loss A/c For the Year Ended on 31st March, 2015 (In Rupees)

Particulars		As at 31st March 2015		As at 31st March 2014
Schedule K: Revenue From Operations				
Sale of Products:				
Domestic Sales	7,520,427		8,352,655	
Export Sales	11,986,047	19,506,474	13,170,407	21,523,062
Other Operating Revenues		-		-
Less: Excise Duty				
Net Revenue From Operations		19,506,474		21,523,062
Schedule L: Other Income				
DBK		991,302		1,054,827
Freight Subsidy		-		-
Net Gain/Loss on Sale of Spare Parts & Vehicle		-		-
Applicable Net Gain/Loss on Foreign Currency Transaction and Translation		96,496		138,109
Other Non Operating Income		268,915		518,074
		1,356,713		1,711,010
Schedule M: Cost of Material Consumed				
Purchase of Raw Material and Packing Materials		10,673,864		9,244,370
Add: Opening Balance of Stock		7,900,194		4,987,882
		18,574,058		14,232,252
Less: Closing Balance of Stock		10,626,900		7,900,194
Consumption of Raw Materials		7,947,158		6,332,058
Schedule N: Changes In Inventories				
<u>Finished Goods:</u>				
At the Beginning of the Accounting Period	4,388,185		4,828,440	
At the End of the Accounting Period	4,755,152	(366,967)	4,388,185	440,255
<u>Work In Progress:</u>				
At the Beginning of the Accounting Period	3,406,499		3,455,898	
At the End of the Accounting Period	3,323,043	83,456	3,406,499	49,399
		(283,511)		489,654
Schedule O: Employee Benefit Expense				
<u>Salary & Wages:</u>				
Factory Salary and Wages	3,118,408		2,578,388	
Office Staff Salary	1,631,579		1,574,543	
Director's Remuneration	-	5,289,987	540,000	4,692,931
<u>Contribution to Provident Fund and Other Funds:</u>				
Contribution to Provident Fund	142,451		149,881	
Contribution to ESIC	128,799		103,045	
Contribution to Other Funds	167,263	438,513	253,144	506,070
<u>Other Expenses</u>				
Workers and Staff Welfare	139,782		206,304	
Bonus	103,401		92,709	
Leave with Wages	57,946	301,129	80,400	379,413
		6,029,629		5,578,414
Schedule P: Financial Costs				
<u>Interest Expense</u>				
Interest to Bank on Vehicle Loan	42,276	42,276	135,804	196,235
Interest of TDS and Other Taxes	-	-	60,431	-
Applicable Net Gain/Loss on Foreign Currency Transaction and Translation	-		-	
		42,276		196,235

(In Rupees)

Particulars		As at 31st March 2015		As at 31st March 2014
Schedule Q: Depreciation and Amortisation Expense				
Depreciation		1,319,048		3,163,230
		1,319,048		3,163,230
Schedule R: Other Expenses				
<u>Manufacturing Expense:</u>				
Consumption of Stores and Spare Parts:				
Opening Stock	473,223		482,125	
Add: Purchases	250,505		43,389	
Less: Closing Stock	636,231	87,497	473,223	52,291
Clearing & Forwarding Expense		374,000		360,753
Design & Development Expense		6,754		10,396
Freight Inward		4,821		4,158
Packing Material Expense		403,996		223,564
Power & Fuel		1,330,136		1,917,930
Processing Charges		548,586		730,652
Repair to Machinery		41,469		62,786
Other Consumables		1,612		19,630
		2,798,871		3,382,160
<u>Administrative Expense:</u>				
AGM Expense		219,783		271,090
Bank Charges		287,066		187,399
Conveyance		129,510		238,837
Festival Celebration Expense		52,456		91,556
Donation		4,900		5,700
Subscription/Membership Fees		114,847		103,105
ECGC Premium		-		-
Electricity Expense		301,703		200,417
Fees & Taxes		87,086		61,502
Insurance		96,024		100,518
Legal & Professional Expenses		107,400		93,900
Payments to the Auditors / Audit Fees		19,500		19,500
Postage & Courier Expense		16,960		49,462
Printing & Stationery		42,123		46,879
Repair & Maintenance		96,590		105,149
Security Guard Expense		364,606		364,606
Telephone Expense		106,802		130,024
Vehicle Running Maintenance		358,487		530,234
Miscellaneous Expense		4,935		14,396
		2,350,778		2,614,274
<u>Selling & Distribution Expense</u>				
Advertisement Expense		22,951		51,224
Export Promotion Expense		421,166		480,522
Freight & Cartage (Outward)		174,940		176,123
Dr. /Cr. W/Off		-		-
Sales Commission and Incentives		-		-
Travelling Expenses - Director (Foreign)		518,663		403,330
Travelling Expenses - Others (Foreign)		216,195		155,215
		1,353,915		1,266,414
Grand Total		6,503,565		7,262,849

SCHEDULE J:

Significant Accounting Policies & Notes forming Part of Accounts for the year ended 31st, March, 2013

A. Significant accounting policies

1. Accounting Convention:

The Financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP to comply with accounting Standards notified under Section 211(3C) of the Companies Act, 1956 ("the 1956 Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 ("the 20013 Act") and the relevant provisions of the 1956 Act / 2013 Act, as applicable. The financial statements have been prepared on accrual basis under the historical cost convention except revaluation of certain plots of land. The accounting policies adopted in the preparation of the financial statement are consistent with those followed in the previous year.

2. Inventories:

Inventories are valued as under:-

- a. Inventory is as per physical verification conducted by the management.
- b. Stock of Raw Material, Stores & Spares and Consumables are valued at cost (cost being the last purchase price).
- c. Finished goods are valued at cost of production or net realizable value whichever is lower.
- d. Work-in-process has been valued at direct cost.

3. Fixed assets:

Fixed Assets are accounted for on historical cost basis less depreciation.

4. Depreciation:

Depreciation on fixed and intangible assets is provided on Straight Line method, at the rates prescribed in Schedule XIV to The Companies Act, 1956 as applicable to single shift units or the life of the assets, whichever is higher. Proportionate depreciation is charged for additions/deletions during the year.

Individually low cost assets (Upto Rs. 5,000) are depreciated in full within a year of acquisition.

5. Foreign Exchange Transactions:

Transactions in foreign currency are recorded at the exchange rates prevailing at the time of the transaction. In the case of liabilities incurred for the acquisition of fixed assets, fluctuations in foreign exchange rates are included in the carrying amount of the fixed assets.

6. Segment Reporting:

The Company is engaged into the manufacturing and export of furnishing fabric and its Made-ups, and as per AS 17, there is no Reportable Segment because there is only one segment in which company is dealing. Whereas the Geographical Segment reporting is concerned the company is into export business and exporting its products to various countries. But whereas the risk and return is concerned that is almost similar for all countries.

The break-ups of export and domestic sales has been given in the profit & loss account. By applying definition of business segment and geographical segment contained in the accounting Standard 17 segment reporting issued by the institute of Chartered Accountant of India, the Company is single segmented.

7. Provision for Current and Deferred Tax:

Provision for current tax is made after taking into consideration benefit admissible under the provision of The Income Tax Act, 1961.

Deferred Tax resulting from "Timing Difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. The deferred tax are recognized and carried forward only to extent that there is reasonable certainty that the assets will be realized in future.

8. Due to Small Scale Industry:

The Company has requested all its sundry creditors to furnish Small Scale Industries registration certificate but since none of the creditors having outstanding balance at the year end has furnished the same, it is deemed that none of them is a Small Scale Industries undertaking and no such amount is payable as on the balance sheet date.

9. Lease:

The Company has not taken or given any lease during the Financial Year 2013-2014.

10. Contingent Liabilities :

The Company having an income tax demand Rs.6.24 Lakh raised by the department during the assessment year 2004-05 out of which the company has deposited Rs.3.13 Lakh as 50% of the amount and filed an appeal against this order.

Further, assessment of income tax for the assessment year 2012-2013 is pending and sales tax assessment for the financial year 2010-2011 is also pending. We are able to quantify the amount of this contingent liability.

11. Prior Period Items:

There are no other prior items, which are considered material for the purpose of disclosure in accordance with the AS-5. Net Profit or loss for the period, prior period in accounting policies issued by The Institute of Chartered Accountants of India.

12. Claims are accounted for, in the year in which they are received/finally settled.

13. Debit Notes in respect of deductions made by the Customers are accounted for, in the year in which they are received/intimated.

14. The financial statements have been prepared in accordance with the applicable accounting standards issued by The Institute of Chartered Accountants of India.

B. Notes to the accounts

1. Capital Commitments:

There are no Contracts remaining to be executed on capital account.

2. Employee Retirement Benefits:

Company's Contribution to Provident Fund and Leave Encashment has been charged to Profit & Loss Account. Gratuity at the time of retirement has been charged to Profit & Loss Account and calculated on accrued basis.

3. Foreign Exchange Transaction:

	Current Year (Rs.)	Previous Year (Rs.)
Earning in Foreign Currency FOB value of Exports (in Rs.)	11,986,047	13,170,407
Expenditure in Foreign Currency Travelling (in Rs.)	458,415	390,645
Others (in Rs.) Rental for Exhibition abroad and Commission	443,949	480,522

4. Auditor's Remuneration:

Provision and/or payment in respect of Auditor's Remuneration

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Audit Fee	19,500.00	19,950.00
Out of Pocket expenses	NIL	NIL

5. Managerial Remuneration:

Provision and/or payment in respect of Managerial Remuneration

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Salary	5,40,000.00	5,40,000.00
Perquisites	NIL	NIL

6. Provision for deferred Tax:

In Accordance with Accounting Standard (AS-22) "Accounting for Taxes on Income", the company has recognized in the Profit & Loss Account the deferred tax asset/liability for the year ended March 31, 2014 as under

Particulars	Opening as on 01.04.2014	For the Year F.Y. 2014-15	Closing as on 31.03.2015
Difference due to Depreciation as per Books of accounts & Income Tax Act	25,784,146.44	476,282.18	26,260,428.62
Unabsorbed Depreciation & Losses	(13,954,232.00)	-	(13,954,232.00)
Other Disallowance	(1,702,469.43)	(50,336.50)	(1,752,805.92)
Total	10,127,446.01	425,945.67	10,553,391.68

7. Related Party Disclosures:

Disclosures in respect of related parties as defined in Accounting Standard 18 issued by the Institute of Chartered Accountant of India, are as follows:

Particulars	Relation with the Company	Current Year (Rs.)	Previous Year (Rs.)
Anil Dutt	Key Management Personnel		
Loan Taken		5,814,000	5,262,500
Repayment of Loan		3,768,000	5,280,500
Closing Balance of Loan		48,511,100	46,465,100

8. Earnings Per Share:

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Net Profit available for Equity Shareholders used as numerator for calculation	(1,135,696)	636,904
Weighted Average for number of Equity Shares used as denominator.	-	-
Basic and Diluted earning per share of Rs.10 each	5,900,970	5,900,970
Before extra-ordinary items	0.00	0.10
After extra-ordinary items	0.00	0.10

9. Additional Information:

Additional information pursuant to para (3) and (4) of Schedule VI of the Companies Act, 1956.

(a) Quantitative details of the products manufactured (in meters)

Item	Annual Capacity Licensed		Installed		Production	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Furnishing Fabric (in Mtrs.)	N.A.	N.A.	14,18,152	1,418,152	68,362	77,545
Made ups (in pcs)	N.A.	N.A.	N.A.	N.A.	230,296	242,827

Note: License not applicable as the product manufactured by the Company is license free

Item	Unit	Current year		Previous year	
		Qty.	Rs.	Qty.	Rs.
(a) Opening Stock					
Furnishing Fabrics	Mtrs.	19,780	2,179,210	18,922	2,081,420
Other - Fabrics	Mtrs.	32,221	2,091,426	3,780	120,980
Yarn	Kgs.	34,576	5,808,768	28,855	4,866,902
Made ups	Pcs.	109,225	3,972,100	112,310	4,043,160
(b) Purchases					
Other - Fabrics	Mtrs.	49,343	4,550,974	35,459	3,171,969
Yarn	Kgs.	48,587	6,122,890	51,931	6,072,401
(c) Sale					
Furnishing Fabrics	Mtrs.	63,220	7,520,427	76,687	8,352,655
Made - ups	Pcs.	228,211	11,986,047	245,912	13,170,407
* includes free samples					
(d) Consumption					
Furnishing & Other Fabrics	Mtrs.	23,084	2,045,212	22,095	1,922,270
Yarn	Kgs.	40,937	4,837,679	46,210	5,130,535
(e) Closing Stock					
Furnishing Fabrics	Mtrs.	24,922	2,451,344	19,780	2,179,210
Other - Fabrics	Mtrs.	54,429	3,532,921	32,221	2,091,426
Yarn	Kgs.	42,266	7,093,979	34,576	5,808,768
Made ups	Pcs.	111,310	4,134,610	109,225	3,972,110

10. The Consumption of Raw Material and consumable stores are the balancing figure of Opening Stock plus Purchase (less returns, if any) less sales and Closing Stock as per physical verification by the Management at the end of the year.

11. Previous year figures have been rearranged and regrouped wherever considered necessary. Figures have been rounded off to nearest rupee.

As per our report attached to the Balance Sheet.

For Bahl & Batra
Chartered Accountants
Firm Regd. No. : 18250N

(Rajesh Bahl)
Partner
Membership No. : 83700

Sunil Dutt
(Chairman)

For & On behalf of the Board of Directors
For VOGUE TEXTILES LIMITED

Anil Dutt
(Mg. Director)

Mohammad Salim
(Company Secretary)

Place : New Delhi
Date : 03rd October, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Rs. in Lacs)

	For the Year 2014-2015	For the Year 2013-2014
A. Cash Flow from Operating Activities		
Profit Before tax (excluding extraordinary and exceptional items)	(6.95)	2.12
Adjustment for :		
Depreciation amortisation and obsolescence	13.19	31.63
Interest Expense	<u>0.42</u>	<u>1.96</u>
	13.61	33.59
Operating activities before working capital changes	6.66	35.71
Adjustment for:		
(Increase)/Decrease in trade and other receivables	(27.63)	(8.10)
(Increase)/Decrease in Inventories	(31.85)	(25.99)
Increase/(Decrease) in trade payables and Customer Advances	<u>(12.02)</u>	<u>14.42</u>
	(71.50)	(19.67)
Cash (used in)/ generated from operations	(64.83)	16.04
Direct Taxes Refund/(Paid) - net	-	-
Net Cash(used in)/from operating activities	<u>(64.83)</u>	<u>16.04</u>
B. Cash Flow from Investing Activities		
Purchase of fixed assets	-	(1.59)
Proceeds from Sale of Fixed Assets	48.00	-
Interest Received	-	-
Cash (Used in)/from investing activities	<u>48.00</u>	<u>(1.59)</u>
C. Cash Flow from Financing Activities		
Proceeds from Short-term Borrowings	-	-
Re-payment of Long-Term Borrowings	15.56	(7.66)
Interest paid	(0.42)	(1.96)
Cash (Used in)/from Financing activities	<u>15.14</u>	<u>(9.63)</u>
Net (decrease)/Increase in Cash and Cash Equivalents (A+B+C)	(1.69)	4.82
Cash and Cash Equivalents at the beginning of the year	15.91	11.09
Cash and Cash equivalent at the end of the Year	<u>14.22</u>	<u>15.91</u>

For and on behalf of the Board

Place : New Delhi

Date : 03 October, 2015

Sunil Dutt
(Chairman)

AUDITOR'S REPORT

We have verified the attached cash flow statement of Vogue Textiles Limited, derived from audited financial statements and the books and records maintained by the Company for the year ended 31st March, 2015 and found them in agreement there with.

As per our report of even date

For Bahl & Batra

Chartered Accountants

Firm Registration No. 018250N

For **VOGUE TEXTILES LIMITED**

(Rajesh Bahl)
Partner
(Membership No. 83700)
Place : New Delhi
Date : 03rd October, 2015

Sunil Dutt
(Chairman)Anil Dutt
(Mg. Director)Mohammad Salim
(Company Secretary)

VOGUE TEXTILES LIMITED

PH.NO-011-26170298

E-MAIL : info@voguetextiles.com

WEBSITE: www.voguetextiles.com

CIN-L18101DL1992PLC049370

ASSENT / DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

1. Name & Registered Address :
of the sole / first named
Member
2. Name(s) of the
Joint-Holder(s)
if any
3. i) Registered Folio No.
ii) *DP ID No. & Client ID No.
[*Applicable to Members holding shares in dematerialised form]
4. Number of Share(s) held :
5. I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice of the annual General Meeting dated 30 October 2015 at 10.00 am., by conveying my / our assent or dissent to the resolutions by placing tick () mark in the appropriate box below

RESOLUTIONS		No. of Shares	I / We assent to the Resolution (FOR)	I / We assent to the Resolution (AGAINST)
Ordinary Business				
1.	Adoption of Financial Statements for the financial year ended March 31, 2015 and Reports of Board of Directors and thereon			
2.	Appointment of a director in place of Mr. Sunil Dutt and Mr. Yoginder Kr. Singla, who retired by rotation and being eligible, offers him self for re-appointment			
3.	Appointment of M/s Bahl & Batra, Chartered Accountant as Statutory Auditors of the Company and to fix their remuneration 2015-2016			
Special Business				
4.	Appointment of women director			

Place :

Date :

Signature of the Member

or

Authorised Representative

- Note :
- i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
 - ii) Last date for receipt of Assent/Dissent Form by the Scrutinizer : 29th Oct. 2015 at 5.00 pm
 - iii) Pls. read the instruction care fully before exercising your vote.

COURIER



if undelivered please return to :

VOGUE TEXTILES LIMITED

A-206, SOMDUTT CHAMBERS-I
5, BHIKAJI CAMA PLACE, NEW DELHI-110 066.