



Vogue Textiles Ltd.

Regd. Office :

A-206, Somdutt Chambers-I,
5, Bhikaji Cama Place,
New Delhi-110066 (INDIA)
Tel. : 91-11-26101915, 26170298
Fax : 91-11-26162587
E-mail : info@voguetextiles.com
CIN-L1810DL1992PLC049370

To
The Manager (Corporate Services)
BSE.Ltd
P.J. Tower, 25th Floor
Dalal Street, Mumbai-400001

Sub: **Submission of Annual Return F.Y. 2016-17.**

Dear Sir/Madam,

Please find enclosed herewith Annual Return for the year ended on 31.03.2017 for the Period of 01.04.2016 to 31.03.2017 as have been taken on records.

This is for your information and records

Thanking you

Your faithfully

For **VOGUE TEXTILES LTD**

Anil Dutt
(Managing Director)



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING OF VOGUE TEXTILES LIMITED WILL BE HELD ON FRIDAY, 29th SEPTEMBER, 2017 AT THE REGISTERED OFFICE OF THE COMPANY AT A-206, SOMDATT CHAMBERS-1, 5-BHIKAJI CAMA PLACE, NEW DELHI-110066 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 2017 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 01514028) who retires by rotation and being eligible offers him self for re- appointment.
3. To ratify appointment of M/s. Bahl & Batra, Chartered Accountants, as Auditors of the Company to hold the office for a period of one year from conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting for the financial year 2017-18 and to fix their remuneration.

For Vogue Textiles Limited
Place: New Delhi
Date : 01ST September 2017

Sd/-
JASWANT KAUR
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/HERESELF 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 Saturday 23rd September 2017 to Thursday 28th September 2017 (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 26.09.2017 and will end at 5.00 p.m. on Thursday 28.09.2017. The Company has appointed. Mrs. Shallu Sharma (M/s. Shallu Sharma & 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 shalluacs@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](http://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 22nd September 2017. 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, 26th September 2017 and will end at 5.00. P.M. on Thursday, 28th September 2017. 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 Shallu Sharma & Associates, (H.No.-5-L-88, N.I.T., Faridabad. Email-shalluacs@gmail.com), Scrutinizer appointed by the company or at the registered office of the Company on or before 5.00.p.m.on Thursday 28th September 2017.
 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
Sd/-

JASWANT KAUR
Company Secretary

Place : New Delhi
Date : 01st September 2017

DIRECTORS' REPORT

To the Members,

Your Directors present the 25th Annual Report of the Company together with the Audited Statements of Accounts for the financial year ended 31st March 2017.

FINANCIAL RESULTS

FINANCIAL HIGHLIGHTS

The Financial results for the year ended on 31.03.2017 and 31.03.2016 are as under: (RS.IN LACS)

	YEAR ENDED 31.03.2017	YEAR ENDED 31.03.2016
SALES	204.99	142.29
OTHER INCOME	4.89	14.55
TOTAL EXPENDITURE	161.09	127.42
GROSS PROFIT	48.84	29.42
INTEREST & BANK CHARGES	15.85	14.46
DEPRECIATION	52.71	111.26
PROFIT BEFORE EXTRA ORDINARY ITEMS & TAX	(19.72)	(96.29)
EXTRA ORDINARY ITEMS	(9.69)	-
PROFIT BEFORE TAX	(29.41)	(26.39)
PROFIT AFTER TAX	(20.64)	(69.90)
SHARE CAPITAL	590.10	590.10
RESERVES (EXCLUDING CAPITAL/ REVALUATION RESERVE)	-	-
REVALUATION RESERVE	-	(227.67)
EARNING PER SHARES (EPS)	(0.35)	(1.18)
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 7 times on 12.05.2016, 13.07.2016, 26.07.2016, 02.08.2016, 30.08.2016, 15.11.2016 & 15.02.2017 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 01514028) who retire from the Board of Directors by rotation and being eligible for re- appointment, has offered himself for re-appointment.

Mr. Anil Giri, the whole time Director, whose term of 5 years has completed, is not interested for re-appointment due to his personal reasons and other engagements. The Board expressed its gratitude for Mr. Giri's services and contributions during his tenure on the Board of Company.

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) STAKE HOLDER RELATIONSHIP COMMITTEE

The Stake Holder Relationship Committee has been constituted to redress the complaints of Investors to oversee the Performance of Registrar and Transfer Agent M/s Alankit Assignments Ltd.

AUDITORS & AUDITOR'S REPORT

The Auditors of the Company M/s. Bahl & Batra, Chartered Accountants, (Firm Registration No-018250N) was appointed for 3 years will retire at the conclusion of the Annual General Meeting for the period of Financial Year 2018-19 but his appointment has to be ratified for each year. Your Board recommends their ratification as statutory auditors of the Company for the period related to the Financial Year 2017-18.

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 M/s. Shallu Sharma & 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 2017 is attached in Annexure –I.

The number-wise comments of management of the company on the secretarial audit report:

1 Revocation of suspension of trading of scrip of company at BSE.

DIRECTOR'S RESPONSIBILITY STATEMENT

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

1. That in the preparation of annual accounts for the financial year ended 31st March 2017 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, 2017 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: 01st September 2017

Sd/-
Sunil Dutt
(Chairman)

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

ANNEXURE OF DIRECTOR REPORT (ANNEXUR- II & III)

ANNEXURE-II

ELECTRICITY	(2016-2017)	(2015-2016)
	Current Year	Previous Year
a) Purchased Unit	88159	88192
Total Amount (in Rs.)	1097747	1192849
Rate/Unit (in Rs.)	12.45	13.52
b) Own Generation	3570	4998
Through Diesel Generator Unit	3.57	3.57
Unit per Ltr. of Diesel Oil (in Rs.)	14.32	13.76

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. 55,32,831 |
| - Foreign Exchange Used | - Rs. 6,75,041 |

ANNEXURE - IV**Form No.MGT-9****EXTRACT OF ANNUAL RETURN****As on the financial year ended on 31st March, 2017**

[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 Product/ service	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 Holding, Subsidiary and Associate company of Vogue Textiles Limited.

(I) SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category Code	Scrip Code Category of Shareholder	530583 Number of Shareholders	Quarter Ended :		31/03/2017			
			Total no. of Shares	Number of Shares held in dematerialized form	Total shareholding as a percentage of total		Shares Pledged or otherwise encumbered	
					As a Percentage	As A Percentage	No of Shares	No. of Shares
(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)(I)	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	42	429317	429317	7.275	7.275	NIL	NIL
(b)	Individuals							
I	Individuals-i, Individual shareholders holding nominal share capital up to Rs 1 lakh	7106	1939027	1230611	32.859	32.859	NIL	NIL
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	5	149376	149376	2.531	2.531	NIL	NIL
(c)	Any other (specify)							
III	NRI-repatriable & Non repatriable	6	4000	4000	0.068	0.068	NIL	NIL
	Sub Total (B)(2)	7159	2521720	1813304	42.734	42.734	NIL	NIL
(B)	Total Public Shareholding (B) = (B)(1) + (B)(2)	7159	2521720	1813304	42.734	42.734	NIL	NIL
	Total (A) + (B)	7161	5900970	5192554	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)	7161	5900970	5192554	100.00	100.00	NIL	NIL

ii) Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year-2017			Shareholding at the end of the year-2016			% 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	1110725	18.223	NIL	NIL
2	Sunil Dutt	2268525	38.443	NIL	2268525	38.443	NIL	NIL
	Total	3379250	57.266	NIL	3379250	57.266	NIL	NIL

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

SI No.		Shareholding at the beginning of the year 2017		Cumulative Shareholding during the year 2016	
		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	57.266	3,379,250	57.266
2.	At the end of the year	3,379,250	57.266	3,379,250	57.266
3.	Date wise Increase / Decrease in Promoters Shareholding during thae 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)	3,379,250	57.266	3,379,250	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 (01-04-2016 to 31-03-2017)	
		No. of Shares at the beginning (01-04-2016) / end of the year (31-03-2017)	% 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	Nil	Nil	2,50,000	4.237
2	Abha Share Trading Private Limited	1,35,000	2.288	Nil	Nil	Nil	1,35,000	2.288
3	Sanjay Lunawat	40,000	0.678	Nil	Nil	Nil	40,000	0.678
4	Sanjeev Kumar	40,000	0.678	Nil	Increase	Purchase	40,000	0.678
5	Rajesh Garg	39,861	0.67	Nil	Nil	Nil	39,861	0.675
6	Bhupender Kumar MafatLal Patel	22,788	0.386	Nil	Nil	Nil	22,788	0.386
7	Laxmi Pat Dudheria	21,584	0.366	Nil	Nil	Nil	21,584	0.366
8	Radheshyam Aggarwal	20,000	0.339	Nil	Nil	Nil	20,000	0.339
9	Arcadia Shares & Stock Broker Pvt. Ltd.	17,387	0.295	Nil	Nil	Nil	17,387	0.295
10	R.B. Dutta	16,810	0.285	Nil	Nil	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
	For Each of the Directors and KMP				
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
	For Each of the Directors and KMP				
1.	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:

SI 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
	For Each of the Directors and KMP				
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:

SI 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
	For Each of the Directors and KMP				
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:

SI 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
	For Each of the Directors and KMP				
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:

SI 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
	For Each of the Directors and KMP				
6.	Akanksha 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) Shareholding of Directors and Key Managerial Personnel:

Sl No	For Each of the Directors and KMP	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
7.	Jogender Kumar Minocha	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

(xii) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs. Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	114.36	534.69	-	649.05
II) Interest due but not paid	-	-	-	-
III) Interest accrued but not paid	-	-	-	-
Total (i+ii+iii)	114.36	534.69	-	649.05
Change in indebtedness during the financial year	-	-	-	-
Addition	-	97.86	-	97.86
Reduction	5.33	134.18	-	139.51
Net Change	(5.33)	(36.32)	-	(41.65)
Indebtedness at the end of the financial year	109.03	498.37	-	607.40
I) Principal Amount	-	-	-	-
II) Interest due but not paid	-	-	-	-
III) Interest accrued but not paid	-	-	-	-
Total (i+ii+iii)	109.03	498.37	-	607.40

(xiii) 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
		Anil Dutt	Anil Giri	
1	Gross Salary	Anil Dutt	Anil Giri	
(a)	Salary as per provisions contained in section 17(1) of the income tax act.	NIL	4,95,000	4,95,000
(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 2016-2017 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 other Directors:

S. No.		Sunil Dutt	Yoginder Kumar Singla	Surinder Singh Bakshi	Akanksha Dutt	Jogender Kumar Minocha	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:

SI No.	Particulars of Remuneration	Name of Directors			Total Amount
	Independent Directors	Yogainder Kumar Singla	Surinder Singh Bakshi	Jogender Kumar Minocha	
	Fee for attending board Committee meetings	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL
	Total(1)	NIL	NIL	NIL	NIL
	4. OtherNon-Executive Directors	Sunil Dutt	Akanksha Dutt		
	Fee for attending board committee meetings	NIL	NIL		NIL
	Total(2)	NIL	NIL	NIL	NIL
	Total(B) = (1+2)	NIL	NIL	NIL	NIL
	Total Managerial	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL	NIL

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

Sl No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Secretary	CFO	Total
1	Gross salary	NIL	131000	NIL	NIL
	(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				
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	131000	NIL	NIL

(xiv) 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

ANNEXURE-I**SECRETARIAL AUDIT REPORT**

(For the financial year ended 31.03.2017)

[Pursuant to section 204(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, 2017, 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 31.03.2017. 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. 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 is in process of revocation of the suspension of its securities.
2. The Company has to pay an amount of Rs. 1,56,561 for the period of October 2016 to March 2017 towards PF and an amount of Rs. 14,761 for the period of December 2016 to March 2017 towards ESI.

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:

The management of the company informed us that the designation of appointee was shown as Director in place of Additional Director due to clerical mistake while filing form DIR 12 with the RoC.

Adequate notice is given to all the directors of the Board meetings along-with agenda and detailed notes on agenda at least seven days in advance, and a system exists for providing, seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation of the Directors at the meeting.

Majority decision is carried through consent 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.

Place: Faridabad

Date : July 31, 2017

Signature : Sd/-

Name of Firm : Shallu Sharma & Associates

ACS No : 30040

C.P. No. : 14005

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: Faridabad

Date : July 31, 2017

Signature : Sd/-

Name of Firm : Shallu Sharma & Associates

ACS No : 30040

C.P. No. : 14005

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 31.03.2017, the Board consisted of 6 Members comprising 1 Executive Director and 4 Non-Executive Directors.

3. NUMBER OF BOARD MEETINGS

The Board met 7 times on 12.05.2016, 13.07.2016, 26.07.2016, 02.08.2016, 30.08.2016, 15.11.2016 & 15.02.2016 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)
Mr. Sunil Dutt	NED	07	NO	NIL	NIL
Mr. Anil Dutt	ED	07	YES	NIL	01
Mr. Anil Giri	WTD	07	YES	NIL	NIL
Mr. Y.K.Singla	ID	07	NO	NIL	NIL
Mr. S.S Bakshi	ID	07	NO	NIL	NIL
Ms. Aknksha Dutt	NED	07	NO	NIL	NIL
Mr. Jogender Kumar Minocha	ID	07	NO	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	Mr. Sunil Dutt	CHAIRMAN	4	4
2	Mr. Y. K. Singla	MEMBER	4	4
3	Mr. Surinder Singh Bakshi	MEMBER	4	4
4.	Mr. Mohammad Salim	SECRETARY	4	4

(B) STAKE HOLDERS RELATIONSHIP 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.

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

S.No.	NAME OF MEMBERS	CATEGORY	NO. OF MEETINGS HELD	NO. OF MEETINGS ATTENDED
1	Mr. Surinder Singh Bakshi	CHAIRMAN	1	1
2	Anil Giri	MEMBER	1	1
3	Y.K. Singla	MEMBER	1	1

No share Transfer or investor's complaint were pending as on 31.03.2017.

5. COMPLIANCE OFFICER

Mrs. Jaswant Kaur, Company Secretary, is the Compliance Officer.

S.No.	AGM PARTICULARS	DATE	VENUE	TIME
1	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
2	24th AGM in-respect of year 2015-2016	26th Sept. 2016	Aggarwal Bhawan, Road No.10, East Punjabi Bagh New Delhi-110026	10:00 A.M
3.	25th AGM in-respect of year 2016-2017	29th Sept. 2017	A-206, Somdatt Chambers-1 5-Bhikaji, Cama Place, New Delhi-110066	10.00 A.M.

6. 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 2016 to 31st March, 2017. The issues raised by BSE are being attended to.
- (C) Practicing Company Secretaries, M/s. Aijaz & Associates, carried out a share capital audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (I) Limited (CDSL) 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.

7. MEANS OF COMMUNICATION

- (A) The Company publishes its quarterly results in prominent daily newspapers viz. The Pioneer (English), The Pioneer (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.

8. GENERAL SHARE HOLDERS INFORMATION

(A) Annual General Meeting

Date & Time : 29th September, 2017, 10.00 A.M.

Venue : A-206, Somdatt Chambers-1, 5-Bhikaji Cama Place, New Delhi-11
Saturday 23.09.2017 to Thursday 28.09.2017 (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-Second 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)

(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. 23541234,42541955

9. 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 87.99% of the Equity Share Capital of the company has been dematerialized as on 31.03.2017.

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

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

11. 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 2016-2017

Place: New Delhi

Date: 01st September 2017

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 could yield limited success during the year. Your company could manage a turnover of Rs. 204.99 lac only during the current year.

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 market 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

We have audited the accompanying standalone financial statements of Vogue Textiles Limited ('the Company'), which comprise the balance sheet as at 31 March 2017, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from 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, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 principles generally accepted in India, of the state of affairs of the Company as at 31 March 2017 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements.

1. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) on the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts .

There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Bahl & Batra
Chartered Accountants
(Registration No. 018250N)

Place: New Delhi
Date : 01st Sept. 2017

Sd/-
(Rajesh Bahl)
Partner
Membership. No.: 83700

ANNEXURE TO THE AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Vogue Textiles Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India („ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on

Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Bahl & Batra
Chartered Accountants
(Registration No. 018250N)

Place: New Delhi
Date : 01st September 2017

Sd/-
(Rajesh Bahl)
Partner
Membership. No.: 83700

AUDITOR'S CERTIFICATE

We have reviewed the implementation of Corporate Governance procedures by VOGUE TEXTILES LTD for the year ended 31st March, 2017, 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. 018250N)

Place: New Delhi
Date : 01st September 2017

Sd/-
(Rajesh Bahl)
Partner
Membership. No.: 83700

Vogue Textiles Limited

Balance Sheet as at 31st March 2017

(In Rupees)

S. No.	Particulars	Schedule	Amount as at 31st March 2017		Amount as at 31st March 2016	
	<u>Equity & Liabilities</u>					
I	Shareholder's Fund					
	(1) Share Capital	A	59,009,700		59,009,700	
	(2) Reserves and Surplus	B	<u>(24,831,046)</u>	34,178,654	<u>(22,767,100)</u>	36,242,600
II	Share Application Money Pending for Allotment					
III	Non Current Liabilities					
	(1) Long Term Borrowings	C	60,740,191		64,904,827	
	(2) Deferred Tax Liabilities (Net)	D	7,037,062		7,914,345	
	(3) Long Term Provisions	E	<u>1,427,148</u>	69,204,400	<u>1,427,148</u>	74,246,319
IV	Current Liabilities					
	(1) Trade Payables	F	2,663,888		1,986,588	
	(2) Other Current Liabilities		17,152		8,247	
	(3) Short Term Provisions		<u>3,474,187</u>	6,155,228	<u>4,653,088</u>	6,647,924
	Total			109,538,282		117,136,843
	<u>Assets</u>					
I	Non Current Assets					
	(1) Fixed Assets	G	32,837,232		41,172,32	
	Tangible Assets	H	<u>873,279</u>	33,710,511	<u>873,279</u>	42,045,600
	(2) Long Term Loans & Advances					
II	Current Assets	I				
	(1) Inventories		21,360,418		24,014,288	
	(2) Trade Receivables		41,867,756		37,989,877	
	(3) Cash and Cash Equivalents		1,409,302		1,910,010	
	(4) Short Term Loans & Advances		11,138,740		11,141,426	
	(5) Other Current Assets		<u>51,556</u>	75,827,771	<u>35,642</u>	75,091,243
	Total			109,538,282		117,136,843
	Significant Accounting Policies and Notes to Accounts	J				

As per our report of even date

For Vogue Textiles Limited

For BAHL & BATRA
Chartered Accountants
Firm Regd. No. 018250N

Sunil Dutt **Jaswant Kaur**
(Chairman) (Company Secretary)

Rajesh Bahl
Partner
Membership No.: 83700

Anil Dutt
(Mg. Director)

Date : 01st September 2017
Place : New Delhi

Vogue Textiles Limited

Profit & Loss A/c for the year ended on 31st March 2017

(In Rupees)

S. No.	Particulars	Schedule	Amount for the Year ended on 31st March 2017	Amount for the Year ended on 31st March 2016
I	Revenue From Operations			
	Revenue From Operations	K	20,499,929	14,229,029
	Other Income	L	489,273	1,455,362
	Total Revenue		20,989,202	15,684,391
II	Expenses			
	Cost of Material Consumed	M	6,313,204	4,232,198
	Changes in Inventories of Finished Goods, Work in Progress and Stock In Trade	N	(280,223)	(2,000,533)
	Employee Benefit Expenses	O	5,226,636	5,383,824
	Finance Cost	P	1,475,806	1,239,936
	Depreciation and Amortisation Expense	Q	5,270,526	11,126,403
	Other Expense	R	4,954,919	5,331,671
	Total Expense		22,960,868	25,313,499
III	Profit Before Exceptional and Extraordinary Items and Tax (I-II)		(1,971,666)	(9,629,108)
IV	(-) Exceptional Items		969,563	-
V	Profit Before Extraordinary Items and Tax (III-IV)		(2,941,229)	(9,629,108)
VI	(-) Extraordinary Items		-	-
VII	Profit Before Tax (V-VI) Tax Expense		(2,941,229)	(9,629,108)
	(I) Current Tax		-	-
	(II) Earlier Year Tax		-	-
	(III) Deferred Tax		(877,283)	(2,639,047)
IX	Profit (Loss) For the Period (VII-VIII)		(2,063,946)	(6,990,061)
X	Earning Per Equity Shares			
	(I) Basic		-	-
	(II) Diluted		-	-

As per our report of even date

For BAHL & BATRA
Chartered Accountants
Firm Regd. No. 018250N

Rajesh Bahl**Partner**

Membership No.: 83700

Date : 01st September 2017

Place : New Delhi

For Vogue Textiles Limited

Sunil Dutt
(Chairman)

Jaswant Kaur
(Company Secretary)

Anil Dutt
(Mg. Director)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

(Rupees in lakh)

	For the Year 2016-17	For the Year 2015-16
A Cash flow from operating activities		
Profit Before tax (excluding extraordinary and exceptional items)	(29.41)	(96.29)
Adjustments for:		
Depreciation, amortisation and obsolescence	52.71	111.26
Interest Expense	14.76	67.46
Operating activities before working capital changes	<u>38.05</u>	<u>12.40</u>
Adjustment for:		
(Increase)/Decrease in trade and other receivables	(38.91)	(13.98)
(Increase)/Decrease in Inventories	26.54	(37.57)
Increase/(Decrease) in trade payables and Customer Advances	<u>(4.93)</u>	<u>(19.93)</u>
Cash (used in)/ generated from operations	20.75	(44.11)
Direct Taxes Refund/(Paid) - net	-	-
Net Cash (Used in)/ from operating activities	<u>20.75</u>	<u>(44.11)</u>
B Cash flow from investing activities		
Purchase of Fixed Assets	(1.05)	(19.04)
Proceeds from Sale of Fixed Assets	22.00	18.00
Interest Received/Profit on sale of Fixed assets	9.69	(5.42)
Cash (Used in)/from investing activities	<u>30.64</u>	<u>(6.46)</u>
C Cash flow from financing activities		
Proceeds from Short term borrowings	-	-
Re-payment of Long term borrowings	(41.65)	67.85
Interest Paid	(14.76)	(12.40)
Cash (Used in)/from Financing activities	<u>(56.40)</u>	<u>55.45</u>
Net (decrease) /Increase in cash and cash equivalents (A+B+C)	(5.01)	4.88
Cash and Cash equivalent at the beginning of the Year	<u>19.10</u>	<u>14.22</u>
Cash and Cash equivalent at the end of the Year	<u>14.09</u>	<u>19.10</u>

For and on behalf of the Board
Sunil Dutt
(Chairman)

Place : New Delhi
Date : 01st September, 2017

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, 2017 and found them in agreement there with.

As per our report of even date
For **BAHL & BATRA**
Chartered Accountants
Firm Regd. No. 018250N

For Vogue Textiles Limited

Sd/-
Rajesh Bahl
Partner

Sd/-
Sunil Dutt
(Chairman)

Sd/-
Anil Dutt
(Mg. Director)

Sd/-
Jaswant Kaur
(Company Secretary)

Membership No.: 83700
Date : 01st September, 2017
Place : New Delhi

Vogue Textiles Limited
Schedules Forming Part of Balance Sheet As on 31st March 2017

(In Rupees)

Particulars		As at 31st March, 2017		As at 31st March, 2016
Schedule- A : 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	5,900,970	59,009,700	5,900,970	59,009,700
Movement During the Year	-	-	-	-
Equity shares at the end of the year	5,900,970	59,009,700	5,900,970	59,009,700
[D] Shareholder holding Equity Share more than 5%				
Name of Shareholder	No. of Shares	% of Holding	No. of Shares	% of Holding
Anil Dutt	1,110,725	18.82	1,110,725	18.82
Sunil Dutt	2,268,525	38.44	2,268,525	38.44
Schedule B : Reserves & Surplus				
Profit & Loss A/c				
At the Beginning of the Accounting Period		(22,767,100)		1,251,295
Addition During the Year		(2,063,946)		(6,990,061)
Adjusted with Retained Earning		-		(17,028,334)
At the end of the Accounting Period		(24,831,046)		(22,767,100)
Schedule C : Long Term Borrowings				
Secured Loans Borrowings:				
Loans From Banks	154,993		245,330	
Loans From Others	10,748,097		11,190,897	
Unsecured Loans Borrowings:				
Loans From Directors and Shareholders	40,487,100		44,118,600	
Loans From Others	9,350,000	60,740,191	9,350,000	64,904,827
		60,740,191		64,904,827
Schedule D: Deferred Tax Liabilities (NET)				
At the Beginning of the Year		7,914,345		10,553,392
Add: Provisions for the Year		(877,283)		(2,639,047)
		7,037,062		7,914,345
Schedule E: Long Term Provisions				
Provision for Income Tax		1,427,148		1,427,148
		1,427,148		1,427,148

(In Rupees)

Particulars		As at 31st March, 2017		As at 31st March, 2016
Schedule F: Current Liabilities:				
Trade Payables				
Sundry Creditors	2,014,859		1,986,588	
Advance From Parties - Interest Free	649,029	2,663,888	-	1,986,588
Other Current Liabilities:				
TDS Payable	17,152		8,247	
Current Year's Taxes Payable (Net of Advance Tax)	-	17,152	-	8,247
Short - Term Provisions:				
Provisions For Employee Benefit	1,466,850		2,633,277	
Others	2,007,338	3,474,187	2,019,812	4,653,088
		6,155,228		6,647,924
Schedule H: Long Term Loans and Advances				
Security Deposit (Unsecured Considered Good unless Otherwise Stated)		873,279		873,279
		873,279		873,279
Schedule I: Current Assets				
Inventories				
Raw Materials	9,576,827		12,396,937	
Work In Process	3,276,607		3,233,608	
Finished Goods	7,082,344		6,845,120	
Packing Material	829,630		905,323	
Stores; Spares & Loose Tools	595,010	21,360,418	633,300	24,014,288
Trade Receivables:				
Debts Outstanding for a Period Exceeding Six Months From the Date They Are Due	36,953,428		33,478,314	
Other Debts	4,914,328	41,867,756	4,511,563	37,989,877
Cash & Cash Equivalents:				
Balance With Banks:				
In Fixed Deposits: Held as Margin Money Against Borrowings, and Other Commitments	11,465		11,465	
Others	-		-	
	11,465		11,465	
In Current Accounts	15,342		221,496	
Cash in Hand	1,382,494	1,409,302	1,677,049	1,910,010
Short Term Loans & Advances:				
Advances Recoverable in Cash or In Kind For the Value to be Received:				
(1) Advance to Parties & Staff	1,655,159		1,719,902	
(2) Receivable from Revenue Authorities	9,483,581		9,421,524	
(3) Current Year's Taxes Recoverable (Net of Liability)	-	11,138,740	-	11,141,426
Other Current Assets:				
Prepaid Expenses		51,556		35,642
		75,827,771		75,091,243

(In Rupees)

Particulars		As at 31st March, 2017		As at 31st March, 2016
Schedule K: Revenue From Operations				
Sale of Products:				
Domestic Sales	14,967,098		6,254,522	
Export Sales	5,532,831		7,974,507	
Other Operating Revenues		20,499,929		14,229,029
Less: Excise Duty				
Net Revenue From Operations		20,499,929		14,229,029
Schedule L: Other Income				
DBK		465,930		647,107
Freight Subsidy		-		-
Net Gain/Loss on Sale of Spare Parts & Vehicle		-		542,278
Applicable Net Gain/Loss on Foreign Currency		23,343		149,891
Transaction and Translation Other Non Operating Income		-		116,086
		489,273		1,455,362
Schedule M: Cost of Material Consumed				
Purchase of Raw Material and Packing Materials		3,493,094		6,002,235
Add: Opening Balance of Stock		12,396,937		10,626,900
Less: Closing Balance of Stock		15,890,031		16,629,135
Consumption of Raw Materials		9,576,827		12,396,937
		6,313,204		4,232,198
Schedule N: Changes In Inventories				
Finished Goods:				
At the Beginning of the Accounting Period	6,845,120		4,755,152	
At the End of the Accounting Period	7,082,344	(237,224)	6,845,120	(2,089,968)
Work In Progress:				
At the Beginning of the Accounting Period	3,233,608		3,323,043	
At the End of the Accounting Period	3,276,607	(42,999)	3,233,608	89,435
		(280,223)		(2,000,533)
Schedule O: Employee Benefit Expense				
Salary & Wages:				
Factory Salary and Wages	2,220,046		2,642,148	
Office Staff Salary	1,984,165		1,478,732	
Marketing Staff Salary	-		-	
Director's Remuneration	495,000	4,699,211	540,000	4,660,880
Contribution to Provident Fund and Other Funds:				
Contribution to Provident Fund	145,317		186,753	
Contribution to ESIC	52,692		53,965	
Contribution to Other Funds	132,896		242,953	
ESI Arrear	-		-	
EPF Arrear	-	330,905	-	483,671
Other Expenses				
Workers and Staff Welfare	48,433		28,940	
Bonus	148,087		160,659	
Leave with Wages	-	196,520	49,674	239,273
		5,226,636		5,383,824
Schedule P: Financial Costs				
Interest Expense				
Interest to Banks	-		-	
Interest to Bank on Vehicle Loan	-		80,519	-
Interest of TDS and Other Taxes	1,475,806	1,475,806	1,159,417	1,239,936
Applicable Net Gain/Loss on Foreign Currency Transaction and Translation		1,475,806		1,239,936

(In Rupees)

Particulars		As at 31st March, 2017		As at 31st March, 2016
Schedule Q: Depreciation and Amortisation Expense				
Depreciation		5,270,526		11,126,403
		5,270,526		11,126,403
Schedule R: Other Expenses				
Manufacturing Expense:				
Consumption of Stores and Spare Parts:				
Opening Stock	633,300		636,231	
Add: Purchases	87,807		127,770	
Less: Closing Stock	595,010	126,097	633,300	130,701
Clearing & Forwarding Expense		198,407		208,966
Design & Development Expense		-		-
Freight Inward		8,255		4,142
Packing Material Expense		202,280		272,186
Power & Fuel		1,310,352		1,205,957
Processing Charges		305,577		509,848
Repair to Machinery		6,150		6,000
Other Consumables		4,962		6,998
		2,162,080		2,344,798
Administrative Expense:				
AGM Expense		122,089		278,597
Bank Charges		108,992		206,697
Car Expenses		-		-
Conveyance		-		-
Festival Celebration Expense		-		-
Donation		2,200		2,100
Subscription/Membership Fees		136,244		142,627
ECGC Premium		-		-
Electricity Expense		48,550		301,070
Fees & Taxes		76,614		77,038
Insurance		95,858		95,107
Legal & Professional Expenses		283,700		44,754
Newspaper & Periodicals		-		-
Payments to the Auditors:				
Audit Fees		19,500		19,500
Postage & Courier Expense		23,119		4,274
Printing & Stationery		41,410		31,413
Repair & Maintenance		58,687		81,015
Security Guard Expense		405,503		472,246
Telephone Expense		112,337		120,586
Vehicle Running Maintenance		164,351		217,244
Miscellaneous Expense		-		675
		1,699,154		2,094,943
Selling & Distribution Expense				
Advertisement Expense		34,647		12,340
Export Promotion Expense		511,970		425,122
Freight & Cartage (Outward)		78,999		102,134
Dr./Cr. W/off		-		-
Sales Commission & Incentives		-		-
Travelling Expenses - Director (Foreign)		205,004		176,267
Travelling Expenses - Others (Foreign)		263,065		176,067
		1,093,685		891,930
Grand Total		4,954,919		5,331,671

Schedule -G: Fixed Assets Tangible Assets

Particulars	Rate	Gross Block						Depreciation						Written Down Value	
		As at April 1, 2016	Additions During the year	Sale / Adj. during the year	Deletion	As at March 31, 2017	As at April 1, 2016	Depreciation During the Year	Adjusted with Retained Earning	Adjustment	For the year	Upto March 31, 2017	WDV as on March 31, 2017	WDV as on March 31, 2016	
Land & Site Development	0.00%	2,713,783	-	-	-	2,713,783	-	-	-	-	-	-	2,713,783	2,713,783	
Plant & Machinery	4.75%	70,619,831	-	9,580,630	-	61,039,201	59,886,546	2,732,761	6,411,067	2,732,761	56,208,240	4,830,961	34,957,680		
Building - Office	1.63%	32,675,226	-	-	-	32,675,226	9,369,820	1,261,690	-	1,261,690	10,631,510	22,043,716	24,649,305		
Electric Installation	4.75%	3,846,428	-	-	-	3,846,428	3,654,106	-	-	-	3,654,106	192,322	1,009,294		
Furniture & Fixtures	6.33%	2,129,985	-	-	-	2,129,985	2,129,985	-	-	-	2,129,985	-	-		
Vehicles	9.50%	12,358,526	-	-	-	12,358,526	8,494,633	1,161,578	-	1,161,578	9,656,211	2,702,315	3,348,515		
Computers	16.21%	5,600,880	105,000	-	-	5,705,880	5,550,587	60,867	-	60,867	5,611,454	94,426	50,293		
Airconditioners & Fans	4.75%	2,381,382	-	-	-	2,381,382	2,210,137	36,930	-	36,930	2,247,067	134,315	1,165,267		
Office Equipments & Others	4.75%	2,295,658	-	-	-	2,295,658	2,153,565	16,700	-	16,700	2,170,265	125,393	796,794		
Total		134,621,699	105,000	9,580,630	-	125,146,069	93,449,378	5,270,526	6,411,067	5,270,526	92,308,837	32,837,232	68,690,931		
Previous Year Figures		140,993,051	1,903,848	8,275,200	-	134,621,699	72,312,120	11,126,403	7,017,478	11,126,403	93,449,378	41,172,321			

SCHEDULE J:

Significant Accounting Policies & Notes forming Part of Accounts for the year ended 31st, March, 2017

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 II to The Companies Act, 2013 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 2016-2017.

10. Contingent Liabilities :

The Company having an income tax demand Rs. 6.24 Lac 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.

11. Prior Period Items:

There are no other prior period 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.)	5532835	7974507
Expenditure in Foreign Currency Travelling (in Rs.)	253267	203850
Others (in Rs.) Rental for Exhibition abroad and Commission	421774	425122

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	19,500.00
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	495000.00	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 31,2016 as under:

Particulars	Opening as on 01.04.2016	For the Year F.Y. 2016-17	Closing as on 31.03.2017
Difference due to Depreciation as per Books of accounts & Income Tax Act	23,695,414.89	(836,811.85)	22,858,603.04
Unabsorbed Depreciation & Losses	(13,954,232.00)	-	(13,954,232.00)
Other Disallowance	(1,826,839.63)	(40,471.05)	(1,867,310.68)
Total	7,914,344.26	(877,282.90)	7,037,060.34

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 a follows:

Particulars	Relation with the Company	Current Year (Rs.)	Previous Year (Rs.)
Anil Dutt	Key Management Personnel		
Loan Taken		9786000	8764000
Repayment of Loan		13417500	13156500
Closing Balance of Loan		40487100	44118600

8. Earnings Per Share:

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Net Profit available for Equity Shareholders used as numerator for calculation	(20,63,946)	(6,990,061)
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	(0.35)	(1.18)
After extra-ordinary items	(0.35)	(1.18)

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	99,442	68,362
Made ups (in pcs)	N.A.	N.A.	N.A.	N.A.	88,272	230,296

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.	43,801	4,308,202	24,922	2,451,344
Other - Fabrics	Mtrs.	79,960	5,693,000	54,429	3,532,921
Yarn	Kgs.	42,336	6,703,937	42,266	7,093,979
Made ups	Pcs.	115,143	4,276,896	111,310	4,134,610
b) Purchases					
Other-Fabric	Mtrs.	28,994	1,929,910	38,922	3,912,441
Yarn	Kgs.	15,099	1,563,184	21,050	2,089,794
c) Sales					
Furnishing Fabric	Mtrs.	118,988	14,967,098	56,767	6,254,522
Made-ups	Pcs.	83,733	5,532,831	142,497	7,974,507
* includes free samples					
d) Consumption					
Furnishing & Other Fabric	Mtrs.	33,708	3,108,994	20,856	1,852,362
Yarn	Kgs.	27,024	3,204,210	20,980	2,479,836
e) Closing Stock					
Furnishing Fabrics	Mtrs.	24,255	2,777,405	43,801	4,308,202
Other - Fabrics	Mtrs.	56,812	4,513,916	79,960	5,693,000
Yarn	Kgs.	30,411	5,062,911	42,336	6,703,937
Made ups	Pcs.	119,682	4,304,939	115,143	4,276,896

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 of even date

For Vogue Textiles Limited

For BAHL & BATRA

Chartered Accountants

Firm Regd. No. 018250N

Sunil Dutt
(Chairman)

Jaswant Kaur
(Company Secretary)

Rajesh Bahl

Partner

Membership No.: 83700

Anil Dutt
(Mg. Director)

Date :01st September 2017

Place : New Delhi

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 dematerialized 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 29 September 2017 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)
1.	Ordinary Business Adoption of Financial Statements for the financial year ended March 31, 2017 and Reports of Board of Directors and thereon			
2.	Appointment of a director in place of Mr. Sunil Dutt 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 2017-2018			

Place:

Date :

**Signature of the Member
or
Authorized 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: Thursday, 28th 2017 at 5:00 pm
- iii) Pls. read the instructions carefully before exercising your vote.



Vogue Textiles Limited

2016-17

BOARD OF DIRECTORS

SH. SUNIL DUTT
SH. ANIL DUTT
SH. Y.K. SINGLA
SH. SURINDER SINGH BAKSHI
Ms. AKANKSHA DUTT
SH. JOGENDER KUMAR MINOCHA

NON-EXECUTIVE CHAIRMAN
MANAGING DIRECTOR
NON-EXECUTIVE INDEPENDENT DIRECTOR
NON-EXECUTIVE INDEPENDENT DIRECTOR
NON EXECUTIVE DIRECTOR
NON-EXECUTIVE INDEPENDENT DIRECTOR

COMPANY SECRETARY

MRS. JASWANT KAUR

CHIEF FINANCIAL OFFICER

SHRI YOGESH KALRA

BANKERS

PUNJAB NATIONAL BANK

STATUTORY AUDITORS

BAHL & BATRA
Chartered Accountants
2211, Sector 13, Urban Estate,
Karnal, Haryana - 132 001.
Firm Regd. No. : 018250N

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 -----	4
Corporate Governance -----	18
Auditor's Report -----	22
Annual Accounts -----	26

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

COURIER



if undelivered please return to :

VOGUE TEXTILES LIMITED

A-206, SOMDUTT CHAMBERS-I

5, BHIKAJI CAMA PLACE, NEW DELHI-110 066.