



September 16, 2019

To,

The Listing Department,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

**Scrip Code : 532613**

Dear Sir,

To,

The Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra-Kurla Complex  
Bandra (East), Mumbai-400 051.

**Trading Symbol : "VIPCLOTHNG"**

**Sub: Revised Annual Report for the Financial Year 2018-19 post Errata.**

We enclosed herewith the revised Notice along with the Annual Report of 29<sup>th</sup> Annual General Meeting of the Company for the financial year 2018-19, post errata, to be held on Thursday, 26<sup>th</sup> September, 2019 at the Goldfinch Hotel, Plot No.34/21, Central Road, MIDC, Andheri (East), Mumbai - 400 093 at 11.00 a.m.

You are requested to kindly take the same on your record.

Thanking you.

Yours faithfully  
**For VIP Clothing Limited**

**Chief Financial Officer & Company Secretary**  
Encl : As above.



**VIP Clothing Ltd.**  
(Formerly known as Maxwell Industries Ltd.)

**Registered Office:** C-6, Street No. 22, MIDC,  
Andheri (E), Mumbai - 400 093, India.  
CIN : L18101MH1991PLC059804

Export Div. T: +91 (22) 28256788  
F: +91 (22) 28371024

T: +91 (22) 28257624 /27/33  
F: +91 (22) 28371023

E : info@viporg.com  
W : www.vipclothing.in

# ANNUAL REPORT



VIP Clothing Ltd.



# 2019



OUR  
**VISION**

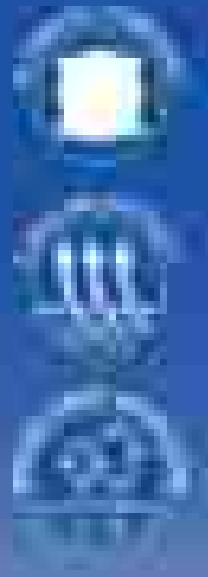
To be in every Indian's  
Wardrobe and Go Global

OUR  
**MISSION**

Join hands together to become an  
International Symbol of Excellence through  
continuous Customer Satisfaction, Innovations,  
Manpower Developments, Productivity  
Improvements, Quality Improvement, Cost  
Reduction and Time Managements.



COCCO FINISH  
**VEST**



VIP

**Fresh**



STAY FRESH  
24x7

AIR  
FLOW

TECHNOLOGY



Single  
Jersey

AIR  
FLOW

VIP *Fresh*

RECOMMENDED FOR BETTER SLEEP



## Corporate Information

### Board of Directors

Sunil J. Pathare	Chairman and Managing Director
Kapil J. Pathare	Whole Time Director
Gopal Sehjpal	Independent Director
Chetan Sheth	Independent Director
Robin Banerjee	Independent Director
Meher Castelino	Independent Director

### Chief Executive Officer

(Sales, Marketing and Production)

Yogesh Tiwari (Till February 28, 2019)

### Chief Financial Officer and Company Secretary

Ashish Mandaliya

### Chief Finance Controller

Devendra Vyas

### Statutory Auditors

M/s. Sharp & Tannan  
Chartered Accountants

### Internal Auditor

M/s. Haribhakti & Co. LLP  
Chartered Accountants

### Bankers

State Bank of India  
IDBI Bank Limited  
HDFC Bank Limited

### Registered Office

C-6, Road No.22, MIDC,  
Andheri (East),  
Mumbai 400 093.  
Phone : + 91 22 28257624/27/33,40209000  
Fax : + 91 22 28371023/24  
E-mail : investor.relations@viporg.com  
Website : www.vipclothing.in  
CIN : L18101MH1991PLC059804

### Registrar & Transfer Agents

Link Intime India Private Limited  
C-101, 247 Park, L B S Marg,  
Vikhroli (West),  
Mumbai - 400 083  
Phone : + 91 22 49186000  
Fax : + 91 22 49186060  
Email : rnt.helpdesk@linkintime.co.in

### Contents

Corporate Information	.....	1
Notice	.....	2
Directors' Report	.....	10
Corporate Governance Report	.....	32
Management Discussion & Analysis	.....	45
Auditors' Report	.....	49
Balance Sheet	.....	56
Statement of Profit & Loss	.....	57
Statement of change in Equity	.....	58
Cash Flow Statement	.....	59
Notes to the Financial Statements	.....	61
Financial Highlights	.....	88

### Plant Location

Stitching Units	: 92/94, New GIDC, Umbergaon, Gujarat - 396171
	: SF-125/126/127, Appachimarmadam, Thingalur, Erode, Tamil Nadu - 638055
Wind Mill	: Chinnakkully Village, Pappampatty Panchayat, Coimbatore, Tamil Nadu - 641016

### 29<sup>th</sup> ANNUAL GENERAL MEETING

Day	: Thursday
Date	: 26 <sup>th</sup> September, 2019
Time	: 11.00 a.m.
Venue	: Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (East), Mumbai - 400093



## NOTICE

NOTICE is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of VIP Clothing Limited (Formerly known as Maxwell Industries Limited) will be held on Thursday, 26<sup>th</sup> day of September, 2019 at 11.00 a.m. at Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (East), Mumbai - 400 093 to transact the following business:

### ORDINARY BUSINESS:

#### 1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended on March 31, 2019 and the Reports of the Directors and Auditors thereon.

#### 2. Appointment of Director

To appoint a Director in place of Mr. Sunil J. Pathare (DIN 00192182), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. Continuation of Directorship of Mrs. Meher Castelino

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

**“RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and /or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mrs. Meher Castelino (DIN 07121874), who has attained the age of seventy five (75) years, to continue to be a Non-Executive Independent Director of the Company upto March 23, 2020, being the date of expiry of her current term of office.

**RESOLVED FURTHER THAT** the Board of Directors or Nomination and Remuneration Committee or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”

#### 4. Re-appointment of Mrs. Meher Castelino as an Independent Director of the Company for a second term

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Meher Castelino (DIN 07121874), who was appointed as an Independent Director and who holds office as an Independent Director upto March 23, 2020 and being eligible be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) years i.e. upto March 23, 2025 .

**RESOLVED FURTHER THAT** the Board of Directors or Nomination and Remuneration Committee or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By order of the Board of Directors  
For **VIP Clothing Limited**  
(Formerly known as Maxwell Industries Limited)

Place: Mumbai  
Date: August 09, 2019

**Ashish Mandaliya**  
Chief Financial Officer and Company Secretary



**NOTES:**

1. **A member entitled to attend and vote, at the Annual General Meeting (“the meeting”) is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of not exceeding fifty members and holding aggregate not more than ten per cent of the total share capital of the Company. A member holding more than ten per cent of the total share capital of the Company may appoint a single person as a proxy. However, such person shall not act as a proxy for any other person or shareholder.**
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 19, 2019 to Thursday, September 26, 2019 (both days inclusive).
3. Members are requested to note that, dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their unclaimed dividend from the Company, within the stipulated timeline. The Members, whose unclaimed dividend/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF - 5 available on [www.iepf.gov.in](http://www.iepf.gov.in), for details, please refer point no. 13(g) of Corporate Governance Report which is a part of this Annual Report.
4. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate any change of address or bank mandate immediately to the Company at its Registered Office or to our Registrar and Share Transfer Agents, Link Intime India Private Limited, C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400083.
5. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars etc., from the Company with their Depository Participants or with our Registrar and Share Transfer Agents, Link Intime India Private Limited.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agents, Link Intime India Private Limited  
  
A Form for capturing the above details is appended in the Annual Report 2018-19. Members holding shares in physical form are requested to submit filled-in form to the Company or our Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
7. Members desirous of obtaining any information concerning accounts of the Company are requested to address their queries to the Company Secretary at least Seven days prior the date of the meeting, to enable the information required to be made available at the meeting, to the extent possible.
8. Members may be aware, that the Equity Shares of the Company have been sub-divided from one equity shares of ₹10/- each to 5 equity shares of ₹ 2/- each, in terms of Resolution passed by the Members of the Company at the Extra Ordinary General Meeting of the Company held on February 1, 2006. The Members who are still holding their share certificate of ₹10/- each of the Company required to exchange the same with new equity shares of ₹ 2/- each by sending the same to the Company's Registrar & Transfer Agent, Link Intime India Private Limited, since the old Share Certificate of ₹10/- each are no longer tradable.
9. Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting and copy of the Annual Report 2018-19. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting. In case of Joint Holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
10. Members are requested to note that in case of transfers, deletion of name of the deceased shareholder, transmission and transposition of names in respect of share held in physical form, the submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for these transaction, is now mandatory.
11. Mr. Sunil J. Pathare, Chairman and Managing Director of the Company, retires by rotation and being eligible, offer himself for re-appointment at the ensuing Annual General Meeting.
12. Mrs. Meher Castelino, Independent Director of the Company who had attended the age of 75 years, will continue as an Independent Director till March 23, 2020 and she will be re-appointed as an Independent Director for second term upto March 23, 2025.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any changes in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.





14. Section 72 of the Companies Act, 2013, provides for **Nomination** by the Shareholders of the Company in the prescribed forms which are available on the website of the Company “[www.vipclothing.in](http://www.vipclothing.in)” shareholders requested to avail this facility.
15. Members are requested to bring their valid photo ID proof at the time of the meeting.
16. The route map showing directions to reach the venue of the twenty-ninth AGM is annexed on page no. 89.

**Voting through electronic means:**

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 29<sup>th</sup> Annual General Meeting (AGM) by electronic means. The business may be transacted through e-voting services provided by Central Depository Services (India) Limited(CDSL).

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Monday, September 23, 2019 and ends on Wednesday, September 25, 2019. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 19, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the VIP CLOTHING LIMITED (Formerly known as Maxwell Industries Limited) on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



## VIP CLOTHING LIMITED (Formerly known as Maxwell Industries Limited)

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### Please note that:

1. The voting period begins on Monday, September 23, 2019 at 10.00 a.m. and ends on Wednesday, September 25, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Thursday, September 19, 2019 may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the company as on this cut-off date. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on September 25, 2019.
2. Mr. Rakesh Sanghani or on failing of him Mr. Marmik Patel, Practising Company Secretary from M/s. RS and MP Associates (Unique Code No. P2017MH061400) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
3. The members would be able to cast their votes at the meeting through ballot paper if they have not availed the remote e-voting facility. If the vote is cast through remote e-voting facility then the members would not be permitted to exercise their voting right at the general meeting.
4. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than three days of conclusion of the meeting a consolidated scrutinizer's report of the votes cast in favour or against, to the Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose.
5. The Result shall be declared on or after the Annual General Meeting (AGM). The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.vipclothing.in](http://www.vipclothing.in) and communicated to the Stock Exchanges.

By order of the Board of Directors  
For **VIP Clothing Limited**  
(Formerly known as Maxwell Industries Limited)

Place: Mumbai  
Date: August 09, 2019

**Ashish Mandaliya**  
Chief Financial Officer and Company Secretary



**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 3**

The Members of the Company at the Twenty fifth Annual General Meeting held on September 26, 2015 had appointed Mrs. Meher Castelino as an Independent Director of the Company for a term of five (5) consecutive years commencing from March 24, 2015 and expiring on March 23, 2020.

Pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), effective from April 01, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be.

Mrs. Meher Castelino had attained the age of seventy five (75) years. Pursuant to Regulation 17(1A) of the Listing Regulations, the Special Resolution for continuation of her directorship with effect from July 06, 2019 up to March 23, 2020, being the date of expiry of her current term of office, shall be required to be passed.

The Board of Directors of the Company, based on the recommendation from the Nomination and Remuneration Committee, at its meeting held on August 09, 2019, has unanimously decided the continuation of directorship of Mrs. Meher Castelino with effect from July 06, 2019 to March 23, 2020, being the date of expiry of her current term of office.

**Profile and justification for continuation of the directorship for Mrs. Meher Castelino is stated below:**

Mrs. Meher Castelino, born in 1944, graduated from Lawrence School, Lovedale, involved with fashion and beauty since 1964, when she was the first Miss India selected by Femina. She represented the country at Miss Universe and Miss United Nations contests at Miami Beach, Florida and Majorca Spain.

A famous commercial and catwalk model for over 14 years, she has appeared in over 2000 live fashion shows in India and around the globe many of which were conceived and directed by her. She has also headed the designing departments of export as well as local fashion houses.

She is pioneer of fashion journalism in India since her first article in Eve's Weekly in 1973. Mrs. Castelino has been a full time fashion/lifestyle journalist and syndicated columnist having written for nearly 150 national and international newspapers and magazines.

She authored the book on men's fashion, MANSTYLE published in 1987. Her second book FASHION KALEIDOSCOPE was released in 1994 and traces the evolution of Indian high fashion from 1960-1990. Her satire blog on fashion for Stylekandy.com is one of the most widely read on the web. She is the official writer for Lakmé Fashion Week since 2006 reporting all over the globe.

She has been invited by Germany, France, Italy, USA, South Africa, Turkey, Australia, Netherlands and Singapore to view haute couture fashion shows of international designers and interview them.

She was awarded the Hall of Fame Fashion writer Award at the Kingfisher Fashion Awards in 2001. Her second Award was Achievement in Fashion Media from Young Environmentalists Trust on March 07, 2012 to celebrate International Women's Day. Mrs. Castelino was also honoured by the B D Somani Institute of Fashion Technology with an Award for her contribution to fashion for three decades on May 06, 2012.

She also serves on the Boards of Rossari Biotech Limited.

She has been an active member of the Board and the Board Committees of which she is a member. She brings independent judgement on the Board of the Company and her continued association will be valuable and positive. With her expertise, skills and knowledge, particularly in the field of fashion, she articulates and provides her valuable guidance and inputs in all matters pertaining to the fashion and design trends. Mrs. Meher Castelino is physically fit.

Details of Mrs. Meher Castelino's attendance at the Board, Committee and General Meetings held during current and the last three financial years are given below:

Financial year	Board meeting	Nomination and Remuneration Committee Meeting	Stakeholder Relationship Committee Meeting	Annual General Meeting
2019-20 (upto and including the date of this Notice)	1 out of 2	1 out of 2	1 out of 2	-
2018-19	5 out of 5	4 out of 4	4 out of 4	Yes (AGM 2017-18)
2017-18	8 out of 8	5 out of 5	4 out of 4	Yes (AGM 2016-17)
2016-17	5 out of 6	3 out of 4	3 out of 4	Yes (AGM 2015-16)

This statement may also be regarded as a disclosure under SEBI (LODR) Regulations, 2015 with the Stock Exchange.



None of the other Directors and Key Managerial Personnel of the Company or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for approval by the shareholders.

**ITEM NO. 4:**

The Members of the Company at the Twenty Fifth Annual General Meeting held on September 26, 2015 had appointed Mrs. Meher Castelino, as an Independent Director of the Company for a term of five (5) consecutive years commencing from March 24, 2014 and expiring on March 23, 2020.

The Members may note that pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five (5) consecutive years on the board of a company, but shall be eligible for re-appointment for a further term of up to five (5) consecutive years on passing of a special resolution by the company.

Pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), with effect from April 01, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment specifies the justification for such appointment.

The Nomination and Remuneration Committee (NRC), at its meeting held on August 09, 2019, had unanimously recommended to the Board, the re-appointment of Mrs. Meher Castelino, as an Independent Director, for a further term not exceeding five (5) consecutive years from March 24, 2020 to March 23, 2025.

The NRC, while recommending the re-appointment of Independent Director, considered various factors viz., the number of board, committee and general meetings attended by the Independent Director; physical fitness & mental alertness; knowledge & experience in respective fields; specific skills helping the Board and the Company in attaining its objectives; participation in the Board/Committee deliberations; time devoted; specialised skills and expertise and independent judgement in the opinion of the entire Board.

Notwithstanding the fact that Independent Directors can be re-appointed for a further term of five consecutive years, NRC considered and recommended the re-appointment for a further term of five (5) consecutive years.

Based on the recommendations made by the NRC as above, the Board of Directors, at its meeting held on August 09, 2019, has unanimously decided to re-appoint Mrs. Meher Castelino for a further term of five (5) consecutive years with effect from March 24, 2020 to March 23, 2025. The Board's decision as above was notwithstanding the fact that Mrs. Meher Castelino is above the age of seventy five (75) years.

Mrs. Meher Castelino has given her consent to be re-appointed as an Independent Director and also confirm that she is not disqualified to act as an Independent Director in terms of Section 164 of the Act. Besides, she also provided confirmation that her meeting the criteria of independence as prescribed, both, under Section 149(6) of the Act read with relevant Rules and under Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mrs. Meher Castelino fulfil the conditions specified in Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder read with Schedule IV to the Act and Regulation 25 of the Listing Regulations. Members may also note that she is Independent Director are independent of the management.

Copy of the draft letter of appointment to be issued to Mrs. Meher Castelino Independent Director setting out the terms and conditions would be available for inspection, without any fee, by the Members.

The profiles and justification of Mrs. Meher Castelino for her re-appointment as an Independent Director and for continuation of her office as such notwithstanding seventy five (75) years of age are mentioned below:

**Profile and justification for continuation of the directorship for Mrs. Meher Castelino is stated below:**

Mrs. Meher Castelino, born in 1944, graduated from Lawrence School, Lovedale, involved with fashion and beauty since 1964, when she was the first Miss India selected by Femina. She represented the country at Miss Universe and Miss United Nations contests at Miami Beach, Florida and Majorca Spain.

A famous commercial and catwalk model for over 14 years, she has appeared in over 2000 live fashion shows in India and around the globe many of which were conceived and directed by her. She has also headed the designing departments of export as well as local fashion houses.

She is pioneer of fashion journalism in India since her first article in Eve's Weekly in 1973. Mrs. Castelino has been a full time fashion/lifestyle journalist and syndicated columnist having written for nearly 150 national and international newspapers and magazines.

She authored the book on men's fashion, MANSTYLE published in 1987. Her second book FASHION KALEIDOSCOPE was released in 1994 and traces the evolution of Indian high fashion from 1960-1990. Her satire blog on fashion for Stylekandy.com is one of the most widely read on the web. She is the official writer for Lakmé Fashion Week since 2006 reporting all over the globe.

She has been invited by Germany, France, Italy, USA, South Africa, Turkey, Australia, Netherlands and Singapore to view haute couture fashion shows of international designers and interview them.



## VIP CLOTHING LIMITED (Formerly known as Maxwell Industries Limited)

She was awarded the Hall of Fame Fashion writer Award at the Kingfisher Fashion Awards in 2001. Her second Award was Achievement in Fashion Media from Young Environmentalists Trust on March 07, 2012 to celebrate International Women's Day. Mrs. Castelino was also honoured by the B D Somani Institute of Fashion Technology with an Award for her contribution to fashion for three decades on May 06, 2012.

She also serves on the Boards of Rossari Biotech Limited.

She has been an active member of the Board and the Board Committees of which she is a member. She brings independent judgement on the Board of the Company and her continued association will be valuable and positive. With her expertise, skills and knowledge, particularly in the field of fashion, she articulates and provides her valuable guidance and inputs in all matters pertaining to the fashion and design trends. Mrs. Meher Castelino is physically fit.

Details of Mrs. Meher Castelino's attendance at the Board, Committee and General Meetings held during current and the last three financial years are given below:

Financial year	Board meeting	Nomination and Remuneration Committee Meeting	Stakeholder Relationship Committee Meeting	Annual General Meeting
2019-20 (upto and including the date of this Notice)	1 out of 2	1 out of 2	1 out of 2	-
2018-19	5 out of 5	4 out of 4	4 out of 4	Yes (AGM 2017-18)
2017-18	8 out of 8	5 out of 5	4 out of 4	Yes (AGM 2016-17)
2016-17	5 out of 6	3 out of 4	3 out of 4	Yes (AGM 2015-16)

This statement may also be regarded as a disclosure under SEBI (LODR) Regulations, 2015 with the Stock Exchange.

None of the other Directors and Key Managerial Personnel of the Company or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for approval by the shareholders

By order of the Board of Directors  
For **VIP Clothing Limited**  
(Formerly known as Maxwell Industries Limited)

Place: Mumbai  
Date: August 09, 2019

**Ashish Mandaliya**  
Chief Financial Officer and Company Secretary



**PROFILE OF DIRECTORS BEING RE-APPOINTED**

Details of Directors seeking appointment/re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (LODR) Regulation 2015) and Secretarial Standard -2.

Name of the Director	Mr. Sunil J. Pathare (Age 48 Years)
Brief profile	<p>Mr. Sunil J. Pathare joined the Company at 21 and headed the international business department of the Company and due to his endeavor we are now present in the more 15 countries. He is a visionary entrepreneur who conceived an idea of developing innerwear business in India and has extensive experience in Marketing, Production Operation, Sales, Finance and Advertising.</p> <p>He was the National Vice President of Foreign Trade Development (India) Association from 2003 to 2005. He has been awarded for excellence in manufacturing by CMAI, "Entrepreneurship Excellence Award 2007" by SME Chamber of India, Indira Group of Institutes award for Marketing excellence in March, 2012, IFA – Most admired Innerwear Brand of the year, Inside Fashion Brand Award VIP for excellence in Retail, Golden Trophy by CMAI- for best men's innerwear in 2006-07 and best women' innerwear in 2007-08, and also excellence in Advertising at 38<sup>th</sup> all India award ABBY – 2005, also won Brand Slam award on 2013- October.</p>
Expertise in specific functional area	Sales and Marketing, Finance and Administration of Business
Relationship with other Directors	Mr. Sunil Pathare is an elder brother of Mr. Kapil Pathare.
Directorship held in other listed companies	NIL
Membership/ Chairmanship of Committees of other listed companies	NIL
No of shares held in the Company as on March 31, 2019	1,67,42,008

Name of the Director	Mrs. Meher Castelino (Age 75 Years)
Brief profile	<p>Born in Bombay Meher Castelino's involvement with fashion and beauty goes back to 1964 when she was the first Miss India selected by Femina soon after graduating from Lawrence School, Lovedale. She represented the country at the Miss Universe and Miss United Nations Contests in Miami Beach, Florida and Majorca Spain.</p> <p>A famous commercial and catwalk model for over 14 years, she has appeared in over 2000 live fashion shows, in India and around the globe many of which were conceived and directed by her. She has also headed the designing departments of export as well as local fashion houses.</p> <p>The pioneer of fashion journalism in India since her first article in Eve's Weekly in 1973, Mrs. Castelino has been a full time fashion/lifestyle journalist and syndicated columnist having written for nearly 150 national and international newspapers and magazines.</p> <p>She, authored the only book on men's fashion, MANSTYLE published in 1987. Her second book FASHION KALEIDOSCOPE was released in 1994 and traces the evolution of Indian high fashion from 1960-1990. Her satire blog on fashion for Stylekandy.com is one of the most widely read on the web. She is the official writer for Lakmé Fashion Week since 2006 reporting all over the globe.</p> <p>Mrs. Castelino has been invited by Germany, France, Italy, USA, South Africa, Turkey, Australia, Netherlands and Singapore to view haute couture fashion shows of international designers and interview them.</p> <p>Mrs. Castelino was awarded the Hall of Fame Fashion writer Award at the Kingfisher Fashion Awards in 2001.</p> <p>Her second Award was Achievement in Fashion Media from Young Environmentalists Trust on March 07, 2012 to celebrate International Women's Day Mrs. Castelino was also honoured by the B D Somani Institute of Fashion Technology with an Award for her contribution to fashion for three decades on May 06, 2012.</p>
Expertise in specific functional area	Designing and Fashion
Relationship with other Directors	NIL
Directorship held in other listed companies	NIL
Membership/ Chairmanship of Committees of other listed companies	NIL
No of shares held in the Company as on March 31, 2019	NIL



## DIRECTORS' REPORT

To,  
**THE MEMBERS**  
**VIP CLOTHING LIMITED**  
(Formerly known as Maxwell Industries Limited)

The Directors of your Company are pleased to present, the 29<sup>th</sup> Annual Report, on the working and the progress of the Company, alongwith audited financial statement of the Company for the financial year ended on March 31, 2019 and Report of the Auditors thereon.

### 1. FINANCIAL RESULTS

	Current Year Ended March 31, 2019	Previous Year Ended March 31, 2018
	(₹ in Lakhs)	
Revenue from Operations	20,746.35	22,237.76
Other Income	196.97	128.01
Profit before Interest & finance charge, Depreciation & Income Tax	560.64	1,178.09
Interest & Finance charges	(880.70)	(1,093.36)
Depreciation	(331.01)	(335.41)
Profit/(Loss) Before Tax (Before Exceptional Income)	(651.07)	(250.68)
Exceptional (Loss)/Income	-	(1.63)
Profit/(Loss) Before Tax after Exceptional (loss)/income	(651.07)	(252.31)
<b>(Income Tax)</b>		
Provision for Income tax Expense for prior periods	-	79.07
Deferred Tax	(31.73)	(32.89)
Profit/(Loss) from continuing operations	(619.34)	(298.49)
Profit/(Loss) from discontinued operations	-	(8.73)
Profits/(Loss) for the year	(619.34)	(307.22)
Other Comprehensive income (net of tax)	(21.63)	4.21
Total Comprehensive Income attributable to owners of the Company	(640.97)	(303.01)
Profit Brought forward	5,456.61	5,759.62
Profit available for appropriation	4,815.64	5,456.61
<b>Appropriation</b>		
Dividend and Tax on dividend	-	-
Closing balance in retain earnings	4,815.64	5,456.61

### 2. OPERATIONS

Revenue from operations for the financial year 2018-19 stood to ₹ 207.46 Crores as against ₹ 222.38 Crores in the previous financial year 2017-18. There was a decrease in revenue by 6.71% as compared to the previous year. This is mainly on account of drop in sales in the southern region due to intense competition and contraction of overall demand.

The Earnings before Interest, Depreciation, Tax and Amortisation (EBIDTA) during the year stood around 2.70% as against the 5.30% in the previous year.

The Net loss for the financial year 2018-19 is stood to ₹ 6.41 Crores as against the Net Loss of ₹ 3.03 Crores in the previous financial year.

### 3. DIVIDEND

Due to loss in the financial year 2018-19, the Board has not recommended any dividend on Equity Share Capital for the financial year ended on March 31, 2019.

### 4. TRANSFER TO RESERVE

Due to loss in the current and previous financial year, no amount has been transferred to General Reserve for current and previous financial year.

### 5. SHARE CAPITAL

During the year under review there is no change in share capital of the Company.



## 6. SUBSIDIARY

The Company does not have any subsidiary Company.

## 7. FIXED DEPOSIT

During the year, the Company has not accepted any fixed deposits under the Companies Act, 2013.

## 8. CORPORATE GOVERNANCE

As per Schedule V read with Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Corporate Governance practice followed by the Company, together with the certificate from Company's Auditors confirming the compliance on Corporate Governance forms an integral part of this report.

## 9. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 as on March 31, 2019, as required under Section 92 of the Companies Act, 2013, is included in this Report as **Annexure - A**.

## 10. NUMBER OF MEETING OF THE BOARD

The Board of Directors met 5 (Five) times during the financial year 2018-19. The maximum interval between any two meetings did not exceed 120 days. The details of the board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

## 11. WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy to report genuine concerns or grievances. As per Regulation 46 of SEBI's (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Whistle Blower Policy has been posted on the website of the Company ([www.vipclothing.in](http://www.vipclothing.in)). The Audit Committee shall oversee the Vigil Mechanism.

## 12. NOMINATION AND REMUNERATION POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The policy is available on the website of the Company [www.vipclothing.in](http://www.vipclothing.in).

## 13. RELATED PARTY TRANSACTIONS

In line with the requirements of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, your Company has formulated a Policy on Related Party Transactions. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

This Policy specifically deals with the review and approval of material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All Related Party Transactions are placed before the Audit Committee for review and approval and also the Company has developed Related Party Transactions framework through Standard Operating Procedures for the purpose of identification and monitoring of such transactions.

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and that provisions of Section 188 of the Companies Act, 2013 are not attracted. The policy is available on the website of the Company [www.vipclothing.in](http://www.vipclothing.in).

There were no materially significant transactions with related parties during the financial year, which were in conflict with the interest of the Company. Therefore, there is no requirement to report any transaction in Form AOC-2 in terms of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014.

## 14. CORPORATE SOCIAL RESPONSIBILITY

The details about the initiatives taken by the Company on Corporate Social Responsibility (CSR) activities during the year are as per the annexure attached to the Companies (Corporate Social Responsibility Policy) Rules, 2014 have been appended as **Annexure - B** to this Report. The policy is available on the website of the Company [www.vipclothing.in](http://www.vipclothing.in).

## 15. RISK MANAGEMENT POLICY AND INTERNAL ADEQUACY

The Company has formed a Risk Management Committee in accordance with the requirements of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness.





The Company's internal control systems are commensurate with the nature of its business and the size and complexity of operations. These systems are routinely tested and certified by Statutory as well as Internal Auditors' and cover all offices, factories and key business areas, significant audit observations and follow up actions thereon are reported to the Audit Committee. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's risk management systems.

**16. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company strongly believes in providing a safe and harassment free workplace for each and every individual working for the Company through various interventions and practices. It is the continuous endeavour of the Management of the Company to create and provide an environment to all its employees that is free from discrimination and harassment including sexual harassment.

The Company has constituted Internal Complaints Committee (ICC).

During the year under review, no complaint pertaining to sexual harassment was received by the Committee.

**17. DIRECTORS RESPONSIBILITY STATEMENT**

To the best of knowledge and belief and according to the information and explanation obtained by them, the Directors make the following statement in term of Section 134(3)(c) of the Companies Act, 2013 that:

- (a) in the preparation of the annual accounts of the Company for the financial year ended on March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the loss of the Company for the year ended on March 31, 2019;
- (c) the Directors 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;
- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively;
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**18. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

No significant and material orders passed by the Regulators/Courts/Tribunals during the year which would impact the going concern status of the Company's future operations.

**19. AUDITORS**

M/s. Sharp & Tannan, Chartered Accountants, Mumbai, [Firm Registration No. 109982W], the Statutory Auditors of the Company, were appointed by the Shareholders at their meeting held on September 27, 2016 for a period of 5 years i.e. upto conclusion of Thirty First Annual General Meeting.

In terms of the provisions relating to statutory auditors forming part of the Companies Amendment Act, 2017, notified on May 07, 2018, ratification of appointment of Statutory Auditors at every Annual General Meeting is no more a legal requirement. Accordingly, the Notice convening the ensuing Annual General Meeting does not carry any resolution on ratification of appointment of Statutory Auditors. However, M/s. Sharp & Tannan, Chartered Accountants, have confirmed that they are eligible to continue as Statutory Auditors of the Company to audit the books of accounts of the Company for the financial year ending March 31, 2020 and accordingly M/s. Sharp & Tannan will continue to be the Statutory Auditors of the Company for the financial year ending March 31, 2020.

The Auditors' Report does not contain any qualifications, reservations or adverse remarks and has not reported any fraud under Section 143(12) of the Companies Act, 2013.

**20. COST RECORD AND COST AUDIT**

There has been no notification till date, covering our industry for the purpose of maintenance of Cost Accounting Records and Cost Audit for the financial year 2018-19.



## 21. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made thereunder, the Company has appointed Mr. Rakesh Sanghani, Practicing Company Secretary (FCS No. 7647) (C.P No.6302) to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report is included as **Annexure - C** and forms an integral part of this Report.

There is no qualifications, reservations or adverse remarks in the report.

## 22. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

There has been no change in the composition of Board of Directors of the Company during the year under review.

### Retirement by rotation

Pursuant to Section 152(6) of the Companies Act, 2013, Mr. Sunil J. Pathare would retire by rotation at the forthcoming AGM and being eligible, offers himself for re-appointment.

### Re-appointment of Independent Director

The terms of office of Mrs. Meher Castelino - Independent Director of the Company, will expire on March 23, 2020. The Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee to re-appoint her as an Independent Director of the Company for a second term of 5 (five) consecutive years on the expiry of her current term of office.

### Key Managerial Personnel

Pursuant to the provision of Section 203 of the Companies Act, 2013, the Board of Directors of the Company has the following Key Managerial Personnel:

1. Mr. Sunil J. Pathare - Chairman and Managing Director
2. Mr. Kapil J. Pathare - Whole time Director
3. Mr. Ashish Mandaliya - Chief Financial Officer and Company Secretary
4. Mr. Devendra Vyas - Chief Finance Controller

During the financial year 2018-19, Mr. Yogesh Tiwari - Chief Executive Officer (CEO) of the Company has resigned from position of CEO with effective from February 28, 2019. Mr. Sunil J. Pathare – Chairman and Managing Director had taken over the function, role and responsibility of Mr. Yogesh Tiwari.

## 23. BOARD INDEPENDENCE

The Board of the Company as on March 31, 2019 consisted of 6 (Six) Directors out of which 4 (Four) are Independent Directors and 2 (Two) are Executive Directors.

All the Independent Directors have given declarations that they meet the criteria of Independence mentioned under Regulation 16(b) of Chapter IV of SEBI's (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013.

## 24. PERFORMANCE EVALUATION OF BOARD

Pursuant to the provisions of the Companies Act, 2013 and SEBI's (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated January 5, 2017, the Board carried out an annual evaluation of performance of its own and its Committees and the Directors individually. At the meeting of the Independent Directors held on March 18, 2019 and as per the criteria specified by SEBI all the relevant factors for evaluating the performance of the Committees and of the Board was discussed.

## 25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any Loans, Guarantees and also not made any Investments under Section 186 of the Companies Act, 2013.

## 26. FAMILIARISATION PROGRAMMES FOR DIRECTORS

Pursuant to Section 149 read with Schedule IV, Part III of the Companies Act, 2013 and Regulation 25 of the SEBI's (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company familiarizes its Independent Directors on their roles, rights, responsibilities, nature of the industry in which the Company operates, business model of the Company, its products, and also update on various ongoing events and developments relating to company.

The familiarisation programme for Independent Directors is disclosed on the Company's website at [www.vipclothing.in](http://www.vipclothing.in).



## 27. STATUTORY INFORMATION

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Account) Rules, 2014 is given in **Annexure – D** to this report.

The information required under Section 197(12) of the Companies Act, 2013 read with Sub Rule 2 and 3 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 and forming part of the Directors Report for the year ended March 31, 2019 is given in a separate **Annexure - E** to this Report.

None of the Employees of the Company are in receipt of Rupees One Crore and Two Lakhs per annum or Rupees Eight Lakhs and Fifty Thousand per month during the year under review.

None of the employees listed in the said Annexure is a relative of any Director of the Company. None of the employees hold (by himself or along with his spouse and dependent children) more than two per cent of the Equity Shares of the Company.

The Business Responsibility Reporting as required by Regulation 34(2)(F) of Chapter IV of SEBI's (Listing Obligations and Disclosure Requirements) Regulations, 2015, is not applicable to your Company for the financial year ending March 31, 2019.

## 28. EMPLOYEE STOCK OPTION

The Company's Employees Stock Option Scheme (ESOS – 2017) is in place from F.Y. 2017-18. The Company had granted total 9,09,000 Stock Options to eligible employees of the Company, under the "VIP Employee Stock Options Scheme – 2017". Now, due to resignation, superannuation and surrender of Stock Options by the eligible employees of the Company, the Nomination and Remuneration Committee of the Board of Directors at its meeting held on March 18, 2019 had approved the cancellation of all 9,09,000 ESOP.

During the financial year under review, no fresh Stock Option was granted to any employee of the Company.

## 29. NON-RENEWAL OF LICENCE AGREEMENT WITH EMINENCE GROUP

The Licence agreement with Eminence group, for manufacturing and marketing of innerwear under brand name "Eminence" expired on December 31, 2018. The Company has not renewed the said Licence agreement with Eminence due to subdued revenue contribution from the Eminence brand over the last ten years and focus on promoting VIP brand.

## 30. DISPUTED INCOME TAX LIABILITY

During the financial year 2018-19, the Company has received an order from High Court, Bombay, dismissing the appeal preferred by Income Tax department. The amount pending disposition of the appeal was disclosed as Contingent Liability and was also reported by Auditors under disputed tax liabilities till financial year 2017-18.

## 31. LISTING

Equity shares of the Company are listed on the BSE Limited and National Stock Exchange of India Limited (NSE) and listing fees have been paid.

## 32. ACKNOWLEDGEMENT

The Directors of your Company acknowledge with deep sense of appreciation the encouragement, support and co-operation received by the Company from its Bankers viz. State Bank of India, IDBI Bank Limited, HDFC Bank Limited; BSE Limited, National Stock Exchange of India Limited, Members; Suppliers and Esteemed Customers of the Company.

## 33. CAUTIONARY STATEMENT

Statement made in the Annual Report including those stated under the caption "Management Discussion and Analysis" describing the Company's plan, projections and expectations may constitute "forward looking statement" within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied.

For and on behalf of the Board

Place: Mumbai  
Date: May 20, 2019

**Sunil J. Pathare**  
Chairman and Managing Director  
(DIN 00192182)



**ANNEXURE - A**

**MGT – 9**

**EXTRACT OF ANNUAL RETURN**

As on Financial Year ended on 31.03.2019

(Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014)

**I. REGISTRATION & OTHER DETAILS**

1	CIN	L18101MH1991PLC059804
2	Registration Date	January 14, 1991
3	Name of the Company	VIP Clothing Limited (Formerly known as Maxwell Industries Limited)
4	Category/ Sub-Category of the Company	Public Limited Company
5	Address of the Registered Office & Contact Details	C-6, Road No.22, MIDC, Andheri (East), Mumbai – 400 093 Tel : 022-28257624/27/33, 40209000 Fax : 022-28371023/24 Email: investor.relations@viporg.com Website: www.vipclothing.in
6	Whether listed company	Yes
7	Name, Address & Contact details of the Registrar & Transfer Agent, if any	Link Intime India Private Limited C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083 Phone : + 91 22 49186000 Fax : + 91 22 49186060 Email : rnt.helpdesk@linkintime.co.in

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

Sr. No.	Name and Description of Main Products	NIC Code of the Products/Services	% to total turnover of the Company
1	Hosiery Product	14309	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

There are no Holding, Subsidiary and Associate Companies.

**IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)**

**i) CATEGORY-WISE SHARE HOLDING**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1) Indian</b>									
a) Individual/HUF	43502574	-	43502574	52.67	43502574	-	43502574	52.67	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks/ FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Subtotal (A)(1) :</b>	<b>43502574</b>	<b>-</b>	<b>43502574</b>	<b>52.67</b>	<b>43502574</b>	<b>-</b>	<b>43502574</b>	<b>52.67</b>	<b>-</b>



# VIP CLOTHING LIMITED (Formerly known as Maxwell Industries Limited)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2) Foreign</b>									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2) :</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>43502574</b>	-	<b>43502574</b>	<b>52.67</b>	<b>43502574</b>	-	<b>43502574</b>	<b>52.67</b>	-
<b>B. Public Shareholding</b>									
<b>1) Institutions</b>									
a) Mutual Funds/UTI	875	-	875	-	875	-	875	-	-
b) Venture Capital Funds	-	-	-	-	-	-	-	-	-
c) Alternate Investment Funds	-	-	-	-	-	-	-	-	-
d) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
e) Foreign Portfolio Investor	358262	-	358262	0.43	408262	-	408262	0.49	0.06
f) Financial Institutions/Banks	176645	-	176645	0.21	237034	-	237034	0.29	0.08
g) Insurance Companies	-	-	-	-	-	-	-	-	-
h) Provident Funds/Pension Funds	-	-	-	-	-	-	-	-	-
i) Any Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) (1) :-</b>	<b>535782</b>	-	<b>535782</b>	<b>0.64</b>	<b>646171</b>	-	<b>646171</b>	<b>0.78</b>	<b>0.14</b>
<b>2) Central Government / State Government (s) / President of India</b>									
Central Government / State Government (s)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) (2) :-</b>	-	-	-	-	-	-	-	-	-
<b>3) Non-Institutions</b>									
a) Individuals									
i) Individual Shareholders holding nominal share capital upto ₹ 1 Lakh	12550008	683706	13233714	16.02	14749649	646086	15395735	18.64	2.62
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 Lakh	6401575	341250	6742825	8.16	5449290	341250	5790540	7.01	(1.15)
b) NBFCs registered with RBI	-	-	-	-	384023	-	384023	0.46	0.46
c) Employee Trusts	-	-	-	-	-	-	-	-	-
d) Overseas Depositories(holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-
e) Any Other (Specify)									
i) Trusts	-	-	-	-	500	-	500	-	-
ii) Hindu Undivided Family	1011917	-	1011917	1.23	1232650	-	1232650	1.49	0.26
iii) Non Resident Indians (Non Repat)	198962	-	198962	0.24	192979	-	192979	0.23	(0.01)
iv) Non Resident Indians (Repat)	285253	6125	291378	0.35	366498	1750	368248	0.45	0.10
v) Clearing Member	676158	-	676158	0.82	523599	-	523599	0.63	(0.19)
vi) Bodies Corporate	15668256	345623	16013879	19.39	13824547	345623	14170170	17.16	(2.23)
vii) IEPF	389330	-	389330	0.47	389330	-	389330	0.47	-
<b>Sub-total (B)(3) :</b>	<b>37181459</b>	<b>1376704</b>	<b>38558163</b>	<b>46.68</b>	<b>37113065</b>	<b>1334709</b>	<b>38447774</b>	<b>46.54</b>	<b>(0.14)</b>
<b>Total shareholding of Promoter (B)=(B)(1)+(B)(2)+(B)(3)</b>	<b>37717241</b>	<b>1376704</b>	<b>39093945</b>	<b>47.33</b>	<b>37759236</b>	<b>1334709</b>	<b>39093945</b>	<b>47.33</b>	<b>(0.00)</b>
<b>Total (A+B)</b>	<b>81219815</b>	<b>1376704</b>	<b>82596519</b>	<b>100.00</b>	<b>81261810</b>	<b>1334709</b>	<b>82596519</b>	<b>100.00</b>	<b>0.00</b>
<b>C) Non Promoter - Non Public</b>									
<b>1) Custodian/DR Holder</b>	-	-	-	-	-	-	-	-	-
<b>2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>81219815</b>	<b>1376704</b>	<b>82596519</b>	<b>100.00</b>	<b>81261810</b>	<b>1334709</b>	<b>82596519</b>	<b>100.00</b>	-



**ii) Shareholding of Promoters (including Promoter Group)**

Sr No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	Sunil Jaykumar Pathare	1,67,42,008	20.27	-	1,67,42,008	20.27	-	-
2	Kapil Jaykumar Pathare	1,48,15,548	17.94	-	1,48,15,548	17.94	-	-
3	Jaykumar Khanderao Pathare*	1,15,500	0.14	-	1,15,500	0.14	-	-
4	Lalita Jaykumar Pathare	1,03,07,937	12.48	-	1,03,07,937	12.48	-	-
5	Heena Sunil Pathare	8,34,443	1.01	-	8,34,443	1.01	-	-
6	Ashwini Kapil Pathare	6,87,138	0.83	-	6,87,138	0.83	-	-
	<b>Total</b>	<b>4,35,02,574</b>	<b>52.67</b>	<b>-</b>	<b>4,35,02,574</b>	<b>52.67</b>	<b>-</b>	<b>-</b>

\*Late Shri Jaykumar Pathare who held 1,15,500 Equity Shares on individual capacity have not yet been transferred, inter alia due to pending process of obtaining a succession certificate under the Hindu Succession Act, 1956 or any other alternative legal mechanism for the completing the transfer formalities.

**iii) Change in Promoters' Shareholding (including Promoter Group)**

Sr No.	Name & Type of Transaction	Shareholding 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
<b>1</b>	<b>SUNIL JAYKUMAR PATHARE</b>				
	At the beginning of the year	<b>16742008</b>	<b>20.27</b>	<b>16742008</b>	<b>20.27</b>
	Transfer	0.00	0.00	0.00	0.00
	At the end of the year			<b>16742008</b>	<b>20.27</b>
<b>2</b>	<b>KAPIL JAYKUMAR PATHARE</b>				
	At the beginning of the year	<b>14815548</b>	<b>17.94</b>	<b>14815548</b>	<b>17.94</b>
	Transfer	0.00	0.00	0.00	0.00
	At the end of the year			<b>14815548</b>	<b>17.94</b>
<b>3</b>	<b>LALITA JAYKUMAR PATHARE</b>				
	At the beginning of the year	<b>10307937</b>	<b>12.48</b>	<b>10307937</b>	<b>12.48</b>
	Transfer	0.00	0.00	0.00	0.00
	At the end of the year			<b>10307937</b>	<b>12.48</b>
<b>4</b>	<b>HEENA SUNIL PATHARE</b>				
	At the beginning of the year	<b>834443</b>	<b>1.01</b>	<b>834443</b>	<b>1.01</b>
	Transfer	0.00	0.00	0.00	0.00
	At the end of the year			<b>834443</b>	<b>1.01</b>
<b>5</b>	<b>ASHWINI KAPIL PATHARE</b>				
	At the beginning of the year	<b>687138</b>	<b>0.83</b>	<b>687138</b>	<b>0.83</b>
	Transfer	0.00	0.00	0.00	0.00
	At the end of the year			<b>687138</b>	<b>0.83</b>
<b>6</b>	<b>JAYKUMAR KHANDERAO PATHARE</b>				
	At the beginning of the year	<b>115500</b>	<b>0.14</b>	<b>115500</b>	<b>0.14</b>
	Transfer	0.00	0.00	0.00	0.00
	At the end of the year			<b>115500</b>	<b>0.14</b>



iv) Shareholding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	Name & Type of Transaction	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
<b>1</b>	<b>SUBHKAM PROPERTIES LLP</b>				
	<b>At the beginning of the year</b>	9500000	11.50	9500000	11.50
	Transfer	0.00	0.00	0.00	0.00
	<b>At the end of the year</b>			<b>9500000</b>	<b>11.50</b>
<b>2</b>	<b>ASHISH AGARWAL</b>				
	<b>At the beginning of the year</b>	<b>2197643</b>	<b>2.66</b>	<b>2197643</b>	<b>2.66</b>
	08.03.2019 - Transfer	(400000)	(0.48)	1797643	2.18
	29.03.2019 - Transfer	(70480)	(0.09)	1727163	2.09
	30.03.2019 - Transfer	(12964)	(0.01)	1714199	2.08
	<b>At the end of the year</b>			<b>1714199</b>	<b>2.08</b>
<b>3</b>	<b>SURYAVANSHI COMMOTRADE PRIVATE LIMITED</b>				
	<b>At the beginning of the year</b>	<b>2107787</b>	<b>2.55</b>	<b>2107787</b>	<b>2.55</b>
	02.11.2018 – Transfer	(88710)	(0.11)	<b>2019077</b>	<b>2.44</b>
	09.11.2018 – Transfer	(68047)	(0.08)	<b>1951030</b>	<b>2.36</b>
	16.11.2018 – Transfer	(108652)	(0.13)	<b>1842378</b>	<b>2.23</b>
	23.11.2018 - Transfer	(88831)	(0.11)	<b>1753547</b>	<b>2.12</b>
	30.11.2018 – Transfer	(70790)	(0.08)	<b>1682757</b>	<b>2.04</b>
	07.12.2018 – Transfer	(73888)	(0.09)	<b>1608869</b>	<b>1.95</b>
	14.12.2018 – Transfer	(78529)	(0.10)	<b>1530340</b>	<b>1.85</b>
	21.12.2018 – Transfer	(114398)	(0.14)	<b>1415942</b>	<b>1.71</b>
	28.12.2018 – Transfer	(55704)	(0.06)	<b>1360238</b>	<b>1.65</b>
	31.12.2018 – Transfer	(8408)	((0.01)	<b>1351830</b>	<b>1.64</b>
	04.01.2019 – Transfer	(68853)	(0.09)	<b>1282977</b>	<b>1.55</b>
	11.01.2019 – Transfer	(48344)	(0.06)	<b>1234633</b>	<b>1.49</b>
	18.01.2019 - Transfer	(33789)	(0.04)	<b>1200844</b>	<b>1.45</b>
	25.01.2019 – Transfer	(36459)	(0.04)	<b>1164385</b>	<b>1.41</b>
	01.02.2019 – Transfer	(29212)	(0.04)	<b>1135173</b>	<b>1.37</b>
	08.03.2019 – Transfer	(40396)	(0.05)	<b>1094777</b>	<b>1.32</b>
	15.03.2019 – Transfer	(299892)	(0.36)	<b>794885</b>	<b>0.96</b>
	22.03.2019 – Transfer	(108064)	(0.13)	<b>686821</b>	<b>0.83</b>
	29.03.2019 - Transfer	(141936)	(0.17)	<b>544885</b>	<b>0.66</b>
	<b>At the end of the year</b>			<b>544885</b>	<b>0.66</b>
<b>4</b>	<b>MADHULIKA AGARWAL</b>				
	<b>At the beginning of the year</b>	<b>1559132</b>	<b>1.89</b>	<b>1559132</b>	<b>1.89</b>
	30.11.2018 – Transfer	(35000)	(0.04)	1524132	1.85
	07.12.2018 - Transfer	(76000)	(0.10)	1448132	1.75
	14.12.2018 – Transfer	(82000)	(0.10)	1366132	1.65
	21.12.2018 – Transfer	(167000)	(0.20)	1199132	1.45
	28.12.2018 - Transfer	(140000)	(0.17)	1059132	1.28
	<b>At the end of the year</b>			<b>1059132</b>	<b>1.28</b>



# VIP CLOTHING LIMITED (Formerly known as Maxwell Industries Limited)

Sr No.	For each of the Top 10 Shareholders Name & Type of Transaction	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
<b>5</b>	<b>JOHAR H ZOJWALLA</b>				
	<b>At the beginning of the year</b>	<b>581372</b>	<b>0.70</b>	<b>581372</b>	<b>0.70</b>
	18.05.2018 – Transfer	8000	0.01	589372	0.71
	25.05.2018 – Transfer	7000	0.01	596372	0.72
	08.06.2018 – Transfer	5000	0.01	601372	0.73
	15.06.2018 – Transfer	(5000)	(0.01)	596372	0.72
	30.06.2018 – Transfer	5000	0.01	601372	0.73
	20.07.2018 - Transfer	5000	0.00	606372	0.73
	03.08.2018 - Transfer	(5000)	0.00	601372	0.73
	14.12.2018 - Transfer	11675	0.01	613047	0.74
	21.12.2018 – Transfer	8325	0.01	621372	0.75
	01.02.2018 – Transfer	23000	0.03	644372	0.78
	<b>At the end of the year</b>			<b>644372</b>	<b>0.78</b>
<b>6</b>	<b>RVB ENTERPRISES LLP</b>				
	<b>At the beginning of the year</b>	<b>500000</b>	<b>0.60</b>	<b>500000</b>	<b>0.60</b>
	<b>At the end of the year</b>			<b>500000</b>	<b>0.60</b>
<b>7</b>	<b>TASNEEM JOHAR ZOJWALLA</b>				
	<b>At the beginning of the year</b>	385000	0.47	385000	0.47
	<b>At the end of the year</b>			<b>385000</b>	<b>0.47</b>
<b>8</b>	<b>ALTITUDE INVESTMENTS PVT LTD</b>				
	<b>At the beginning of the year</b>	<b>340588</b>	<b>0.41</b>	<b>340588</b>	<b>0.41</b>
	<b>At the end of the year</b>			<b>340588</b>	<b>0.41</b>
<b>9</b>	<b>VT Capital Market Pvt Ltd</b>				
	<b>At the beginning of the year</b>	<b>200</b>	<b>0.0002</b>	<b>200</b>	<b>0.0002</b>
	06.04.2018 – Transfer	94800	0.10	95000	0.12
	13.04.2018 – Transfer	(35000)	(0.05)	60000	0.07
	20.04.2018 - Transfer	52846	0.07	112846	0.14
	27.04.2018 - Transfer	15000	0.01	127846	0.15
	04.05.2018 - Transfer	(10000)	(0.01)	117846	0.14
	11.05.2018 - Transfer	(20000)	0.02	97846	0.12
	18.05.2018 - Transfer	(30000)	(0.04)	67846	0.08
	01.06.2018 - Transfer	9809	0.01	77655	0.09
	08.06.2018 - Transfer	(5000)	0.00	72655	0.09
	30.06.2018 - Transfer	30000	0.03	102655	0.12
	13.07.2018 - Transfer	(3890)	0.00	98765	0.12
	20.07.2018 - Transfer	20000	0.02	118765	0.14
	10.08.2018 - Transfer	35412	0.05	154177	0.19
	24.08.2018 - Transfer	(3000)	(0.01)	151177	0.18
	12.10.2018 - Transfer	60191	0.08	211368	0.26
	21.12.2018 - Transfer	25000	0.03	236368	0.29
	18.01.2019 – Transfer	10000	0.01	246368	0.30
	01.02.2019 - Transfer	5000	0.00	251368	0.30
	15.02.2019 - Transfer	(5000)	0.00	246368	0.30
	<b>At the end of the year</b>			<b>246368</b>	<b>0.30</b>





Sr No.	For each of the Top 10 Shareholders Name & Type of Transaction	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
<b>10</b>	<b>VIJAYKUMAR MANGTURAM KHEMANI</b>				
	<b>At the beginning of the year</b>	<b>339910</b>	<b>0.41</b>	<b>339910</b>	<b>0.41</b>
	30.06.2018 – Transfer	(43968)	(0.05)	295942	0.36
	10.08.2018 – Transfer	(25525)	(0.03)	270417	0.33
	17.08.2018 - Transfer	(49390)	(0.06)	221027	0.27
	24.08.2018 - Transfer	(14358)	(0.02)	206669	0.25
	<b>At the end of the year</b>			<b>206669</b>	<b>0.25</b>

**v) Shareholding of Directors and Key Managerial Personnel:**

Sr No.	Name & Type of Transaction	Shareholding 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	Sunil J. Pathare				
	At the beginning of the year	16742008	20.27	16742008	20.27
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the End of the year			16742008	20.27
2	Kapil J. Pathare				
	At the beginning of the year	14815548	17.94	14815548	17.94
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the End of the year			14815548	17.94

**Note:**

- 1) There are no shares held by the Key Managerial Personnel excluding Mr. Sunil J. Pathare and Mr. Kapil J. Pathare
- 2) Paid up No. of Equity Share Capital of the Company (Face Value ₹ 2.00) at the end of the year is 8,25,96,519 Equity Shares.



## VIP CLOTHING LIMITED (Formerly known as Maxwell Industries Limited)

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

(₹ in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	8019.87	-	-	8019.87
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	8019.87	-	-	8019.87
Change in Indebtedness during the financial year				
*Addition	257.67	-	-	257.67
*Reduction	-	-	-	-
Net Change	257.67	-	-	257.67
Indebtedness at the end of the financial year				
i) Principal Amount	8277.54	-	-	8277.54
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	8277.54	-	-	8277.54

### VI. Remuneration of Directors and Key Managerial Personnel

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager;

(₹ in Lakhs)

Sr No	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		CMD	WTD	
		Sunil J. Pathare	Kapil J. Pathare	
1	Gross Salary			
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	51.12	42.60	93.72
	b) Value of perquisites u/s. 17(2) Income-tax Act, 1961	20.31	21.82	42.13
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Swear Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	71.43	64.42	135.85
	Ceiling as per the Act	(10% of the net profit of the Company calculated as per Section 198 of the Companies Act, 2013)		



**B. Remuneration to other Director :**

(₹ in Lakhs)

Sr No	Particulars of Remuneration	Name of Director				Total Amount
		Gopal Sehgal	Chetan Sheth	Robin Banerjee	Meher Castelino	
1.	Independent Directors					
	* Fees for attending board committee meeting	1.20	1.20	1.00	1.20	4.60
	* Commission	-	-	-	-	-
	* Others, please specify	-	-	-	-	-
	Total (1)	1.20	1.20	1.00	1.20	4.60
2.	Other Non-Executive Directors					
	* Fees for attending board committee meeting	-	-	-	-	-
	* Commission	-	-	-	-	-
	* Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	1.20	1.20	1.00	1.20	4.60
	Ceiling as per the Act	(1% of the net profit of the Company calculated as per Section 198 of the Companies Act, 2013)				
	Total Managerial Remuneration (A + B)					140.45
	Overall Ceiling as per the Act	(11% of the net profit of the Company calculated as per Section 198 of the Companies Act, 2013)				

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:**

(₹ in Lakhs)

Sr No	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Chief Executive Officer ((Marketing, Advertisement))	CFO & Company Secretary	Chief Finance Controller	
		Yogesh Tiwari*	Ashish Mandaliya	Devendra Vyas	
1	Gross Salary				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	53.67	25.11	22.55	101.33
	b) Value of perquisites u/s. 17(2) Income-tax Act, 1961	38.97	9.78	14.07	62.82
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Swear Equity	-	-	-	-
4	Commission	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	92.64	34.89	36.62	164.15

\*Till the date of resignation i.e. 28.02.2019.

**VII. Penalties/punishment/compounding of offences :**

There were no penalties/punishment/compounding of offences for breach of any section of the Companies Act against the Company or its directors or other officer in default, if any, during the year.

On behalf of the Board

Place: Mumbai  
Date: May 20, 2019

**Sunil J. Pathare**  
Chairman and Managing Director  
(DIN 00192182)



**ANNEXURE - B**

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES**

1. **A brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programmes:** The main objective of CSR policy is to lay down guidelines to make CSR a key business process for sustainable development of the Society. It aims at supplementing the role of the Government in enhancing welfare measures of the society based on the immediate and long term social & environmental consequences of their activities.

As a part of its initiatives under Corporate Social Responsibility (CSR), the Company had undertaken projects in the areas of sanitation and environment sustainability. These projects are largely in accordance with Schedule VII of the Companies Act, 2013. Due to losses in the past years, Company had not spent on CSR activities. The Company is committed to spend on CSR.

2. **Composition of CSR Committee:**

The Company has constituted a Corporate Social Responsibility Committee in accordance with Section 135 of the Companies Act, 2013. The Committee shall consist of minimum of three members with at least one being an Independent Director. The present constitution of the CSR Committee is as follows:

- Mr. Sunil Pathare - Chairman of the Committee
- Mr. Kapil Pathare - Member of the Committee
- Mr. Gopal Sehjpal - Member of the Committee
- Mr. Chetan Sheth - Member of the Committee
- Mrs. Meher Castelino - Member of the Committee

The Board has authority to reconstitute this Committee from time to time.

3. **Average net loss of the Company for last three financial years (2016-2018): ₹ (630.77) Lakhs.**
4. **Prescribed CSR expenditure (two per cent of the amount as in item 3 above) (2016-2018):** The Company is required to spend ₹ Nil towards CSR due to losses in past.
5. **Details of CSR spent during the financial year (2018-19):**

- (a) Total amount to be spent for the financial year : ₹ Nil
- (b) Amount spent : ₹ Nil
- (c) Amount unspent, if any : ₹ Nil
- (d) Manner in which the amount spent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs subheads: (1) (Direct expenditure on projects or programs. (2) Overheads :	Cumulative expenditure up to the reporting period	Amount Spent: Direct or through implementing agency
	Nil	Nil	Nil	Nil	Nil	Nil	Nil

6. The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

**For VIP Clothing Limited**  
(Formerly known as Maxwell Industries Limited)

**For and on behalf of the  
Corporate Social Responsibility Committee  
VIP Clothing Limited**  
(Formerly known as Maxwell Industries Limited)

**Sunil J. Pathare**  
Chairman and Managing Director  
(DIN 00192182)

**Sunil J. Pathare**  
Chairman of the Corporate Social Responsibility Committee

Place: Mumbai  
Date: May 20, 2019



**ANNEXURE - C**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,  
The Members,  
**VIP CLOTHING LIMITED**  
(Formerly known as Maxwell Industries Limited)

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VIP CLOTHING LIMITED** (Formerly known as Maxwell Industries 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 authorized 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, 2019** 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 March 31, 2019 according to the provisions of:

- 1) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996, and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c) The SEBI (Prohibition of Insider Trading) Regulations, 2015;
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - **Not applicable to the Company for the financial year under review**
  - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not applicable to the Company for the financial year under review**
  - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not applicable to the Company for the financial year under review** and
  - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **Not applicable to the Company for the financial year under review**

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company, as informed to me i.e.:



- a) The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- b) Employees State Insurance Act, 1948
- c) The Payment of Gratuity Act, 1972
- d) The Factories Act, 1948
- e) The Minimum Wages Act, 1948
- f) Workmen's Compensation Act, 1923
- g) Industrial Disputes Act, 1947
- h) The Air (Prevention and Control of Pollution) Act, 1981
- i) The Water (Prevention and Control of Pollution) Act, 1974
- j) Legal Metrology Act, 2009

I have also examined compliance with the applicable clauses of the Secretarial Standard – 1 and Secretarial Standard – 2 as issued by The Institute of Company Secretaries of India.

During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except that the Company has filed eForm IEPF-4 (i.e. statement of shares transferred to Investor Education and Protection Fund) with Registrar of Companies ('ROC') on April 24, 2019.

**I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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 in case of shorter notice, the Company has complied with the proviso of Section 173(3) of the Companies Act, 2013 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 and there were no instances where dissenting members' views were required to be captured and recorded as 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 year under audit, nomination and remuneration committee at its meeting held on March 18, 2019 cancelled the 9,09,000 stock option granted to eligible employee of the Company under Employee's Stock Options Scheme – 2017 on account of superannuation, resignation and surrender of ESOP to them.

**I further report that** during the audit period there were no instances of:

- i) Public/Preferential issue of shares / debentures / sweat equity.
- ii) Redemption / Buy-back of securities
- iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013
- iv) Merger / amalgamation / reconstruction, etc.
- v) Foreign technical collaborations

Place: Mumbai  
Date: May 20, 2019

**Rakesh Sanghani**  
Practising Company Secretary  
FCS No. 7647  
P No.: 6302

*This Report is to be read with my letter of even date which is annexed as 'Annexure – I' and forms an integral part of this report.*



To,  
The Members,  
**VIP CLOTHING LIMITED**  
(Formerly known as Maxwell Industries Limited)

My report of even date is to be read along with this letter.

1. The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.
2. My responsibility is to express an opinion on secretarial records, standards and procedures followed by the Company with respect to secretarial compliances. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion.
3. I have followed the audit practices and process 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 process and practices, I followed, provide a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and for the same I have relied on the report of Statutory Auditors.
5. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
6. 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 procedure on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai  
Date: May 20, 2019

**Rakesh Sanghani**  
Practising Company Secretary  
FCS No. 7647  
C P No.: 6302



**ANNEXURE - D**

Disclosure of Particulars with respect to conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Out go required under section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014.

**A) CONSERVATION OF ENERGY**

The Company continued to emphasize on the conservation and optimal utilisation of energy at all the manufacturing unit of the Company. Maintenance of all plant machinery and equipment are continuously serviced, updated, overhauled and maintained them in good condition. This has impact on lesser energy consumption.

The Company continued its efforts towards effective utilisation of energy for reduction in power consumption. The Company has the wind mill in Edyaarpalayam (Tamil Nadu) and availing the benefit on energy consumption at its Thingalur (Tamil Nadu) Stitching unit.

Total energy consumption and energy consumption per unit of production as per FORM A of the Annexure in respect of Industries specified in scheme thereto:

	Year ended March 31, 2019	Year ended March 31, 2018
<b>Units Consumed (In Lakhs)</b>	<b>8.99</b>	9.31
<b>Units Consumed per kg. of Production</b>	<b>0.49</b>	0.44

Due to decrease in production, there was marginal increase in unit consumed per Kg of production.

**B) TECHNOLOGY ABSORPTION**

Efforts are made in technology absorption (to the extent applicable) : as per Form B

**I. Research & Development and Quality Control**

1. Specific area in which R & D and Quality Control were carried out to achieve the Company's vision by way of:

1.1 Improving operational efficiency:

- The Company has continued to maintain the state of art machinery at its both stitching unit for its fabric laying and automatic fabric cutting. This will have reduction in wastage and optimise the consumption of fabric.
- Continuous monitoring to avoid wastage of fabric and other accessories and optimize the manufacturing operations at the stitching floor on the basis of time and motion study.
- Modification of specification in the field of Raw Material and Packing Material to further improve the quality of our end product.
- Due to Quality Control inspection at all manufacturing unit, resulted in improvised quality of end product.
- Improved the supply chain.

1.2 New product and packing development and way forward

- Development of new range of product in across all the brand of the Company.
- Improved on the packing of VIP and Frenchie product.

**II. Technology absorption, adaptation and innovation:**

1. Efforts in brief, made towards Technology Absorption, Adaptation and Innovation:

Imparting training to personnel in various manufacturing techniques by Indian experts and suppliers of Plant and Machinery.

2. Benefit derived as a result of the above efforts:

- Increase in productivity
- Power saving
- Manpower cost reduction
- Raw material cost reduction
- Production wastage reduction

**C) FOREIGN EXCHANGE EARNING AND OUTGOING**

The Company has earned ₹1,609.94 lakhs (Previous year ₹ 1,731.85 lakhs) from exports during the year. The total amount of out go on account of foreign exchange utilised by the Company amounted to ₹ 127.63 lakhs (Previous year ₹ 144.67 lakhs).

For and on behalf of the Board

Place: Mumbai  
Date: May 20, 2019

**Sunil J. Pathare**  
Chairman and Managing Director  
(DIN 00192182)





**ANNEXURE - E**

**Disclosures pursuant to Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel), 2014**

Q1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the Financial Year 2018-19

A1: The ratio of the remuneration between:-

Name of Director	Ratio of remuneration of each Director/ to median remuneration of employees
Mr. Sunil J. Pathare	24.80
Mr. Kapil J. Pathare	22.37
Mr. Robin Banerjee	0.35
Mr. Chetan Sheth	0.42
Mr. Gopal Sehjpal	0.42
Mrs. Meher Castelino	0.42

(remuneration includes sitting fees paid to Independent Director)

Q2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

A2: Director : 0%, Chief Financial Officer & Company Secretary: 18.75% and Chief Finance Controller: 20.48%

Q3. The percentage increase in the median remuneration of employees in the Financial Year.

A3: FY 2018-19 : 6.42%

Q4. The number of permanent employees on the rolls of Company.

A4: 414 Employees + 1669 workers on Job - Work basis, as on March 31, 2019.

Q5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

A5: Average percentage increase:

FY 2018-19

(Managerial and above Level) total rise in CTC: 14%

(Below Managerial Level) total rise in CTC: 11%

Q6. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but received remuneration in excess of the highest paid director during the year.

A6: The ratio of the remuneration of the highest paid director to that of the employees who are not directors but received remuneration in excess of the highest paid director during the year (71.43/92.64) = 0.77:1

Q7. Affirmation that the remuneration is as per the Remuneration Policy of the Company.

A7: It is affirmed that the remuneration paid is as per the remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

For and on behalf of the Board of Directors

Date: May 20, 2019

**Sunil J. Pathare**  
Chairman and Managing Director  
(DIN 00192182)



INFORMATION PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013  
 Pursuant to the provisions of sub-section (12) of Section 197 of the Companies Act, 2013, read with sub rule 2 & 3 of rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the statement relating to the particulars of employees forming part of this Report is given below:

Top ten employees in terms of remuneration drawn during the year and employees resigned and retired during the financial year 2018-19

Name	Sunil Pathare	Kapil Pathare	Ashish Mandaliya	Devendra Vyas	Bhushan Patel*	Prashant Mulki	Amit Mhatre	Vikas Pathare	Manmeet Bhasin	Suresh Kumar C	Yogesh Tiwari**	Sandip Jathar***	Krisztina David****	R C Joshi
Designation	Chairman & Managing Director	Wholtime Director	Chief Finance Officer and Company Secretary	Chief Finance Controller	Business Head - Sales	Business Head - Sales	Business Head - Sales	Vice President - Manufacturing & Technicals	National Sales Manager - Modern Trade, Retail & E-Commerce	Head - Quality Assurance	C.E.O	Head - Marketing	Head - Product Development	Business Head - Sales
Remuneration Received during 2018-2019 (in lakhs)	71.43	64.42	34.89	36.62	24.92	32.92	31.00	37.84	21.43	17.38	92.64	19.47	20.82	24.88
Name of employment, whether contractual or otherwise	Appointed for period of 3 years, liable to retire by rotation	Appointed for period of 3 years, liable to retire by rotation	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Resigned	Resigned	Resigned	Retired
Nature of duties	Overall administration of business	Overall administration of operation	Finance & Compliances	Accounts & taxation	Sales	Sales	Sales	Manufacturing & Operations	Modern Trade, Retail & E-Commerce	Quality Assurance	Head of Sales, Marketing & Production	Marketing	Heading Product Development	Sales
Qualification	Boom	Boom, MBA	CA, CS & LLLB	Mcom, CA	Boom, MBA	BA	Boom	Inter BA	Boom	Boom	Bsc, MMS	Boom, MBA (Mktg)	MA	BA
Experience	Nearly three decades of extensive experience in Marketing, Production, Operations, Sales, & general Finance.	Nearly two decades of extensive experience in Operations, Quality Assurance & general Business administration.	Nearly two decades of experience in the field of Finance, Accounts, Sreterial & Legal Compliance.	Nearly two decades of experience in the field of Costing, Accounting, MIS & Audit.	More than two decades of experience in the field of Sales	Nearly three decades of experience in the field of Sales.	More than two decades of experience in the field of Sales.	More than three decades of experience in the field of Manufacturing & Operations.	More than two decades of experience in the field of Institutional Sales.	More than two decades of experience in the field of Quality Assurance	More than three decades of experience in the field of Sales & Production.	13+ years experience in Marketing & Advertisement.	5 years experience in Product Development	More than three decades of experience in the field of Sales.
Age (in years)	48	39	43	43	46	53	45	62	46	43	55	39	33	62
Last Employment	-	-	Sun Pharmaceuticals Ltd	Kandhan International Ltd	Page Garments Export Pvt Ltd	Daiiki Brands Pvt. Ltd	Best Seller Retail India Pvt Ltd	Hybo Hindustan	MSH - Sarees Pvt Ltd	Kitex Garments Ltd	Mohan Clothing Company Pvt Ltd	Tata Housing Development Company Ltd	Sphaera Investments Zrt	Duncans Agro Industries Ltd
Date of Commencement of Employment	01.01.1992	31.10.2002	03.05.2006	14.03.2012	23.08.2018	05.04.2012	15.06.2016	01.12.2005	02.05.2017	12.06.2017	24.09.2015	05.12.2017	07.05.2014	06.09.1986
No of Shares	1,67,42,008	1,48,15,548	-	-	-	-	-	-	-	-	-	-	-	-
% of Paid up Share Capital	20.27	17.94	-	-	-	-	-	-	-	-	-	-	-	-
Relationship with other Directors	Elder Brother of Kapil Pathare	Younger Brother of Sunil Pathare	-	-	-	-	-	-	-	-	-	-	-	-

\*\* Till the date of resignation i.e 28.02.2019

\*\*\* Till the date of resignation i.e. 26.12.2018

\*\*\*\* Till the date of resignation i.e. 31.03.2019



**ANNEXURE - F**

**Disclosures with respect to Employees' Stock Option Scheme, 2017 of the Company pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as on March 31, 2019:**

**(A) Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by Institute of Chartered Accountants of India or any other relevant accounting standards as prescribed from time to time.**

Members may refer to the audited financial statement prepared as per Indian Accounting Standard (Ind-AS) for the year 2018-19.

**(B) Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Ind-AS 33.**

Diluted EPS for the year ended March 31, 2019 is ₹ (0.75) calculated in accordance with Ind-AS 33 (Earnings Per Share).

**(C) Details related to Employees' Stock Option Scheme, 2017 ("ESOS-2017")**

**i) The description including terms and conditions of ESOS-2017 is summarized as under:**

(a) Date of shareholder's approval	December 11, 2017
(b) Total number of options approved under ESOS	Not exceeding 20,00,000 Employee Stock Options convertible into not more than 20,00,000 shares of face value of ₹ 2/- each fully paid-up, with each such option conferring a right upon to the eligible employees to be issued one equity share of the Company. This will be adjusted for any future shares split, merger, demerger, sale of division, consolidation, rights issue, bonus issue or any other corporate actions at the discretion of the board of directors.
(c) Vesting requirements	The options granted under the Scheme would vest not less than one year and not later than seven years from the date of grant of the options. The options granted to the employees would be capable of being exercised within a period of five years from the date of vesting.
(d) Exercise Price or pricing formula	The exercise price for 8,25,000 options, the exercise price will be ₹ 26/- per option with condition attached to it and 84,000 options will be exercise at a price of ₹ 2/- per option without any condition.
(e) Maximum term of option granted	Exercise Period would commence from the vesting date and would expire not later than seven years from the date of grant of Options or such other period as may be decided by the Nomination and Remuneration Committee and Board.
(f) Source of shares (Primary, secondary or combination)	Primary
(g) Variation in terms of options	None

**ii) Method used to account for ESOS-2017:**

ESOS-2017 will be accounted using fair value method of accounting.

**iii) The impact of difference on profit and EPS of the Company:**

Particulars	March 31, 2019	March 31, 2018
Net Profit/(Loss) as reported	(619.34)	(307.22)
Add/(Less): Stock based Employee compensation expenses charged to P&L account	(30.44)	30.44
Net Profit/(Loss) before issue of Stock base Employee compensation	-	(276.78)
Net Profit/(Loss) after cancellation of Stock base Employee compensation	(649.78)	-
Earnings per share: Basic (in ₹)		
As Reported	(0.75)	(0.39)
Before issue and cancellation of Stock base Employee compensation	(0.79)	(0.35)
Earnings per share: Diluted (in ₹)		
As Reported	(0.75)	(0.39)
Before issue and cancellation of Stock base Employee compensation	(0.79)	(0.33)

**iv) Option movement during the year ESOS-2017:**

(a) Number of options outstanding at the beginning of the period	9,09,000 Options
(b) Number of options granted during the year	NIL
(c) Number of options cancelled during the year	9,09,000 Options
(d) Number of options vested during the year	NIL
(e) Number of options exercised during the year	NIL
(f) Number of options arising as a result of exercise of options	NIL
(g) Money realized by exercise of options (₹)	NIL
(h) Loan repaid by the Trust during the year from exercise price received	NIL
(i) Number of options outstanding at the end of the year	NIL
(j) Number of options exercisable at the end of the year	NIL

**v) Weighted-average exercise prices and weighted-average fair value of options shall be disclosed separately for options whose exercise price either equal or exceeds or is less than the market price of the stock**

<b>Weighted average exercise price of the options whose:</b>	<b>Grant – I</b>	<b>Grant – II</b>
Exercise price equal to market price	Nil	Nil
Exercise price exceeds market price	Nil	Nil
Exercise price less than market price	Exercise price of stock option granted during the year is ₹ 26/-	Exercise price of stock option granted during the year is ₹ 2/-
<b>Weighted average fair value of the options whose:</b>		
Exercise price equal to market price	Nil	Nil
Exercise price exceeds market price	Nil	Nil
Exercise price less than market price	Fair value of stock option granted during the year is ₹ 52.72/-	Fair value of option granted during the year is ₹ 71.18

**vi) Employee wise details of options granted during the year:**

During the year, no ESOP was granted.

**vii) Method used to account for ESOS-2017:**

ESOS-2017 will be accounted using fair value method of accounting.

The fair value of the option on the grant date is determined using "Black Scholes Model", which takes into account exercise price, term of the option, share price at grant date and expected price volatility of the underlying shares, expected dividend yield and risk free interest rate for the term of the option.



## CORPORATE GOVERNANCE REPORT

Corporate governance is the system of rules, practices and processes by which a firm is directed and controlled. Essentially it involves balancing the interest of a company's stakeholders. It also provides the framework for attaining a company's objectives, it encompasses practically every sphere of management, from action plans and internal controls to performance measurement and disclosures.

The Company's Report on Corporate Governance for the financial year ended March 31, 2019, in compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto (hereinafter referred to as 'SEBI Listing Regulations'), given below are the corporate governance policies and practices of VIP Clothing Limited (Formerly known as Maxwell Industries Limited) (hereinafter referred to as 'the Company') for the year 2018-19.

This Report, therefore, states compliance as per requirements of the Companies Act, 2013 and SEBI Listing Regulations, as applicable to the Company. As will be seen, the Company's corporate governance practices and disclosures have gone well beyond complying with the statutory and regulatory requirements stipulated in the applicable laws, including SEBI Listing Regulations.

### (1) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company is committed to corporate transparency, accountability, responsibility, fairness and lays emphasis on business ethics in all its dealings. The Company believes in meeting its obligations to all its stakeholders, including amongst others, customers, employees and the community in which the Company operates.

Corporate Governance is a process that aims to meet stakeholder's aspirations and social expectations. It's not a discipline imposed by a regulator, rather a culture that guides the Board, Management and Employees to function towards best interest of stakeholders.

#### GOVERNANCE STRUCTURE:

The Board has been constituted, in compliance with the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014, and Regulation 34(3) of Listing Regulations. The Board is entrusted with an ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.

The Board has constituted the following Committees viz, Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility (CSR) Committee and Risk Committee. Each of the said Committee has been mandated to operate within a given framework.

Your Directors are happy to inform you that, your Company's existing practices and policies are in conformity with the requirements as stipulated by the Stock Exchanges and SEBI and has gone well beyond simple statutory compliance, by instituting such systems and procedures, as are required to make the management completely transparent and institutionally sound.

### (2) BOARD OF DIRECTORS:

#### (a) Change in the Board:

During the year there were no changes in the Board

#### (b) Composition of Board:

The composition of your Company's Board, complied with the Regulation 17(1) of the Listing Regulations and other applicable regulatory requirements, which comprises of 6 (Six) Directors, out of which 2 (Two) are Promoter/Executive Directors and 4 (Four) are Non-Executive/Independent Directors including a Woman Director.

#### (c) Board Meetings:

The Board meets at least once in every calendar quarter, to review quarterly results and other items of agenda, additional meetings are held as and when required.

Board met 5 (Five) times during the financial year ended March 31, 2019, on 16.05.2018, 13.08.2018, 26.09.2018, 03.11.2018 and 07.02.2019, necessary quorum was present for all the meeting.

The Annual General Meeting (AGM) for the financial year ended on March 31, 2018 was held on September 26, 2018.

The gap between 2 (Two) Board Meeting does not exceed more than 120 (One Hundred and Twenty) days. Leave of absence is granted to the Directors as and when requested. All Directors have made necessary disclosures regarding Directors and Committee positions in other Company.



## VIP CLOTHING LIMITED (Formerly known as Maxwell Industries Limited)

(d) The details of composition of the Board, number of other Directorship, Chairmanship / Membership of Committee of each Director in other Companies, attendance of directors at the board meeting and last Annual General Meeting are as follows;

Name of the Directors and DIN	Category of Director	Directorships in other Indian Listed Companies (excluding VIP)	No. of Board Committees in which Chairman / Member (excluding VIP)		No. of Board Meetings attended during the FY 2019	Attendance at the last AGM held on September 26, 2018	Directorship in other listed entities (Category of Directorship)
			As Member	As Chairman			
Mr. Sunil J. Pathare DIN : 00192182	Promoter / Executive Director / Chairman & Managing Director	-	-	-	5	Yes	-
Mr. Kapil J. Pathare DIN : 01089517	Promoter / Executive Director / Whole-time Director	-	-	-	5	Yes	-
Mr. Gopal Sehjpal DIN : 00175975	Independent Director	1	1	3	5	Yes	Lovable Lingerie Limited (Independent Director)
Mr. Chetan Sheth DIN : 00202723	Independent Director	-	-	-	5	Yes	-
Mr. Robin Banerjee DIN : 00008893	Independent Director	1	2	-	4	Yes	Caprihance India Limited (Managing Director)
Mrs. Meher Castelino DIN : 07121874	Independent Director	-	-	-	5	Yes	-

(e) **Disclosure of relationships between directors inter-se:**

Mr. Sunil J. Pathare is an elder brother of Mr. Kapil J. Pathare. Mr. Kapil Pathare is a younger brother of Mr. Sunil J. Pathare and except for this there is no inter-se relationship among the Directors.

(f) **Number of shares and convertible instruments held by non-executive directors:**

None of the Non-Executive/Independent Directors hold any shareholding in the Company.

(g) **Familiarisation programmes for Directors:**

The details of familiarisation programmes held for the Independent Directors are available on the website of the Company at [www.vipclothing.in](http://www.vipclothing.in).

(h) **The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:**

Global Business	Understanding, of global business dynamics, across various geographical markets, industry verticals and regulatory jurisdictions.
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Governance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.
Technical	Skills and specialist knowledge to assist the ongoing aspects of the Board's role.
Industry	Experience and knowledge of the industry in which the organization operates in.

### (3) AUDIT COMMITTEE:

a) **Terms of Reference:**

The terms of reference of the Audit Committee are aligned with the terms of reference provided under section 177(4) of the Companies Act, 2013, Regulation 18(3) of the Listing Regulations.

b) **Composition of Audit Committee and Number of meeting attended:**

The composition of Audit Committee is in compliance with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. During the financial year Audit Committee met 4 (Four) times on 16.05.2018,



13.08.2018, 03.11.2018, and 07.02.2019.

The Composition of Audit Committee and the number of meetings attended were as under:

Name of Members	Designation	Status	No. of committee meeting attended	
			Held	Attended
Mr. Gopal Sehjpal	Chairman	Independent Director	4	4
Mr. Chetan Sheth	Member	Independent Director	4	4
Mr. Robin Banerjee	Member	Independent Director	4	3
Mr. Sunil J. Pathare	Member	Executive Director	4	4

Mr. Ashish Mandaliya, Company Secretary, is the Secretary to the Committee.

**(4) NOMINATION AND REMUNERATION COMMITTEE :**

**a) Terms of Reference:**

The terms of reference of the Nomination and Remuneration Committee are aligned with the terms of reference provided under Section 178 of the Companies Act, 2013, Regulation 19(4) of the Listing Regulations.

**b) Composition of Nomination & Remuneration Committee and number of meetings attended:**

The composition of Nomination and Remuneration Committee is in compliance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. During the financial year Nomination and Remuneration Committee met 4 (Four) times on 16.05.2018, 13.08.2018, 07.02.2019 and 18.03.2019.

The Composition of Nomination and Remuneration Committee and the number of meetings attended were as under:

Name of Members	Designation	Status	No. of committee meeting attended	
			Held	Attended
Mr. Chetan Sheth	Chairman	Independent Director	4	4
Mr. Gopal Sehjpal	Member	Independent Director	4	4
Mrs. Meher Castelino	Member	Independent Director	4	4
Mr. Robin Banerjee	Member	Independent Director	4	4

Mr. Ashish Mandaliya, Company Secretary, is the Secretary to the Committee.

**c) Performance evaluation criteria for independent director**

Performance evaluation of all directors (including independent directors) is undertaken on the basis of guidance note issued by SEBI.

**(5) REMUNERATION OF DIRECTORS:**

**a) Criteria of making payment to non-executive director:**

The Non-Executive/Independent Directors were paid the sittings fees for attending the Meeting of Board and Committee. The company has not granted stock options to any of its non-executive/independent directors.

**b) Remuneration of Director**

(₹ in Lakhs)

Name of Director	Relationship with other Director/s	Business relationship with the company	Sitting Fees	Salary / Perquisites	Commission	Total
Mr. Sunil J. Pathare	Elder brother of Mr. Kapil J. Pathare	Promoter	-	71.43	-	71.43
Mr. Kapil J. Pathare	Younger brother of Mr. Sunil J. Pathare	Promoter	-	64.42	-	64.42
Mr. Gopal Sehjpal	None	None	1.20	-	-	1.20
Mr. Chetan Sheth	None	None	1.20	-	-	1.20
Mr. Robin Banerjee	None	None	1.00	-	-	1.00
Mrs. Meher Castelino	None	None	1.20	-	-	1.20



**(6) STAKEHOLDERS RELATIONSHIP COMMITTEE:**

**a) Terms of Reference:**

The terms of reference of the Stakeholders Relationship Committee are aligned with the terms of reference provided under Section 178 of the Companies Act, 2013, Regulation 20(4) of the Listing Regulations.

**b) Composition of Stakeholders Relationship Committee and number of meetings attended:**

The composition of Stakeholders Relationship Committee is in compliance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. During the financial year Stakeholders Relationship Committee met 4 (Four) times on 16.05.2018, 13.08.2018, 03.11.2018 and 07.02.2019.

The Composition of Stakeholders Relationship Committee and the number of meetings attended were as under:

Name of Members	Designation	Status	No. of committee meeting attended	
			Held	Attended
Mrs. Meher Castelino	Chairperson	Independent Director	4	4
Mr. Gopal Sehjpal	Member	Independent Director	4	4
Mr. Chetan Sheth	Member	Independent Director	4	4
Mr. Robin Banerjee	Member	Independent Director	4	3
Mr. Sunil J. Pathare	Member	Executive Director	4	4
Mr. Kapil J. Pathare	Member	Executive Director	4	4

Mr. Ashish Mandaliya, Company Secretary, is the Secretary to the Committee.

**c) Number of shareholders' complaints received so far :**

During the financial year ended March 31, 2019, 2 (Two) complaints were received from shareholders. All complaints have been redressed to the satisfaction of the shareholders and none of them were pending as on March 31, 2019. The statement as follows:

Particulars	Complaints Received	Complaints Redressed	Pending
Non-Receipt of Share Certificate(s) - Transfer	1	1	0
Non- Receipt of Dividend /Interest /Redemption warrant	1	1	0
<b>Total</b>	<b>2</b>	<b>2</b>	<b>0</b>

**(7) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

**a) Terms of Reference:**

The terms of reference of Corporate Social Responsibility Committee are aligned with the terms of reference provided under section 135 of the Companies Act, 2013.

**b) Composition of Corporate Social Responsibility Committee and number of meetings attended:**

The Composition of the Committee is in compliance with the Section 135 of the Companies Act, 2013.

The Corporate Social Responsibility Committee met 1 (One) time during the last financial year on 07.02.2019.

Name of Members	Designation	Status	No. of committee meeting	
			Held	Attended
Mr. Sunil J. Pathare	Chairman	Executive Director	1	1
Mr. Kapil J. Pathare	Member	Executive Director	1	1
Mr. Chetan Sheth	Member	Independent Director	1	1
Mr. Gopal Sehjpal	Member	Independent Director	1	1
Mrs. Meher Castelino	Member	Independent Director	1	1

Mr. Ashish Mandaliya, Company Secretary, is the Secretary to the Committee.





**(8) RISK MANAGEMENT COMMITTEE:**

**a) The Role of Risk Management Committee is as follows;**

- i) Implementation of Risk Management System and Framework;
- ii) Reviewing the Company's financial and risk management policies;
- iii) Assessing risk and minimizing the procedure;
- iv) Framing, implementing and monitoring the risk management plan of the Company.

**b) Composition of Risk Management Committee and number of meetings attended:**

The composition of Risk Management Committee is in compliance with the requirements of Regulation 21 of the Listing Regulations. During the financial year Risk Management Committee met 1 (One) time during the last financial year on 18.03.2019.

The Composition of Risk Management Committee and the number of meetings attended were as under:

Name of Members	Designation	Status	No. of committee meeting	
			Held	Attended
Mr. Sunil J. Pathare	Chairman	Executive Director	1	1
Mr. Chetan Sheth	Member	Independent Director	1	1
Mr. Gopal Sehjpal	Member	Independent Director	1	1
Mr. Robin Banerjee	Member	Independent Director	1	1
Mr. Kapil J. Pathare	Member	Executive Director	1	1

Mr. Ashish Mandaliya, Company Secretary, is the Secretary to the Committee

**(9) MEETING OF INDEPENDENT DIRECTORS:**

Pursuant to the Code of Independent Directors under the Companies Act, 2013 and as per the requirement of Regulation 25 of the Listing Regulation, separate meeting of the Independent Director of the Company was held on March 18, 2019 to review the performance of the board as whole, without presence of the Executive Directors or members of the Company.

Name of Members	Designation	Status	No. of committee meeting	
			Held	Attended
Mr. Robin Banerjee	Chairman	Independent Director	1	1
Mr. Gopal Sehjpal	Member	Independent Director	1	1
Mr. Chetan Sheth	Member	Independent Director	1	1
Mrs. Meher Castelino	Member	Independent Director	1	1

**(10) INTERNAL COMPLIANT COMMITTEE PURSUANT TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has framed an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has constituted Internal Complaints Committee (ICC) to redress the complaints received regarding sexual harassment. During the year under review, no complaints were received by the Committee for Redressal.

**(11) GENERAL BODY MEETING:**

**i) General Meeting :**

**a) Annual General Meeting :**

Location and time, where last three Annual General Meetings held and special resolution(s) passed thereat as follows;

Financial Year	AGM	Venue	Date	Time	Special Resolution if passed
2017-18	28 <sup>th</sup> AGM	Goldfinch Hotel, Plot No.34/21, Central Road, MIDC, Andheri (East), Mumbai – 400 093	September 26, 2018	11.00 a.m.	<ol style="list-style-type: none"> <li>To Re-appoint Mr. Kapil J. Pathare (DIN 01089517) as a Whole-time Director for the period of Three (3) years, commencing from April 01, 2019.</li> <li>To Re-appoint Mr. Sunil J. Pathare (DIN 00192182) as a Chairman and Managing Director for the period of Three (3) years, commencing from April 01, 2019.</li> <li>To Re-appoint Mr. Robin Banerjee as an Independent Director of the Company for a second term.</li> <li>To Re-appoint Mr. Gopal Sehgal as an Independent Director of the Company for a second term.</li> <li>To Re-appoint Mr. Chetan Sheth as an Independent Director of the Company for a second term.</li> </ol>
2016-17	27 <sup>th</sup> AGM	Goldfinch Hotel, Plot No.34/21, Central Road, MIDC, Andheri (East), Mumbai – 400 093	September 13, 2017	11.00 a.m.	Nil
2015-16	26 <sup>th</sup> AGM	Goldfinch Hotel, Plot No.34/21, Central Road, MIDC, Andheri (East), Mumbai – 400 093	September 27, 2016	11.00 a.m.	<ol style="list-style-type: none"> <li>To change the name of the Company.</li> <li>To approve VIP Employee Stock Option Scheme – 2016.</li> <li>To extend approval of VIP Employee Stock Option Scheme-2016 to the employees of Holding/Subsidiary Company (ies).</li> <li>To Re-appoint Mr. Kapil J. Pathare (DIN 01089517) as a Whole-time Director for the period of Three (3) years, commencing from April 01, 2016.</li> <li>To Re-appoint Mr. Sunil J. Pathare (DIN 00192182) as Managing Director for a period of Three (3) years, commencing from April 01, 2016 and Designated as Chairman.</li> </ol>

**b) Extraordinary General Meeting :**

No extraordinary General Meeting was held during the financial year 2018-19.

**ii) Postal Ballot:**

No special resolution was required to be passed through postal ballot last year.

**(12) OTHER DISCLOSURE:**

- The Company's transaction with related parties, as per requirement of Indian Accounting Standard - 24, are disclosed elsewhere in this Annual Report. All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year 2018-19 were undertaken in compliance with the aforesaid regulatory provisions which is available on the website of the Company at [www.vipclothing.in](http://www.vipclothing.in).
- There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company.
- The Company having the policy on materiality in relation to group companies which is available on the website of the Company at [www.vipclothing.in](http://www.vipclothing.in).
- The Company has not entered into any other transactions of material nature with its Promoters, Directors or the Management, their subsidiaries or relatives etc., which may have potential conflict with the interests of the Company at large.
- Secretarial Audit was carried out by a qualified Practising Company Secretary to reconcile the total admitted capital with National Securities Depositories Limited (NSDL) and Central Depositories Services Limited (CDSL) and the total issued and



listed capital. The Secretarial Audit Report confirms that the total issued / paid up capital is an agreement with the total number of dematerialized shares held with NSDL and CDSL.

- vi) None of the Directors of the Company is disqualified as per provision of Section 164(2) of sub-clause (a) or (b) of the Companies Act, 2013.
- vii) The Company has not accepted any public deposits and no amount on account of public deposit was outstanding as on March 31, 2019.
- viii) There has been no non-compliance by the Company on any matter. Hence, the question of penalties or strictures being imposed by SEBI or the Stock Exchanges or any other statutory authority does not arise.
- ix) Listing fees for the financial year 2019-20 have been paid to the Stock Exchanges on which the shares of the Company are listed.
- x) The company has complied with the Corporate Governance requirement specified in Regulation 17 to 27 of the SEBI Listing Regulation.
- xi) The Company has a Whistle Blower Policy to report genuine concerns or grievances. As per Regulation 46 of SEBI Listing Regulation, the Whistle Blower Policy has been posted on the website of the Company ([www.vipclothing.in](http://www.vipclothing.in)). The Audit Committee shall oversee the Vigil Mechanism. No director or employees of the Company has been denied access to audit committee.
- xii) The Company has complied with all the applicable Indian Accounting Standards.
- xiii) The Internal Auditors directly report to the Audit Committee.
- xiv) The Audit Report contains unmodified audit opinion.
- xv) The Members of the Board and Senior Management Personal have affirmed compliance with the code of conduct applicable to them during the year ended March 31, 2019. The Annual Report of the Company contains a certificate by the Chairman and Managing Director, on the compliance declaration received from all the members of the board.
- xvi) **COMPLIANCE WITH MANDATORY / NON MANDATORY REQUIREMENTS :**
  - a) The Company has complied with all the applicable mandatory requirements of the Listing Regulations.
  - b) The Company has also adopted the non-mandatory requirements as specified in the Listing Regulations regarding unmodified financial statements
  - c) Policies adopted by the company are available on the website: [www.vipclothing.in](http://www.vipclothing.in)

**(13) MEANS OF COMMUNICATION:**

The Company communicates with the members through its Annual Report, General Meetings and disclosure through web site. Information and latest updates and announcement regarding the Company can be accessed at Company's website [www.vipclothing.in](http://www.vipclothing.in)

- a) **Quarterly Results:** The quarterly, half-yearly and annual financial results of the Company are published in leading newspapers in India which includes business standard, English and Hindi edition and Sakal for Marathi edition. These results are submitted to the stock exchanges within the stipulated time. The quarterly results for the quarters of the financial years 2018-19 was published in the below mentioned news papers on the following dates:

Quarterly Results	Newspaper and publishing dates	
	Business Standard (English+ Hindi edition)	Sakal (Regional Language)
June 30, 2018	15.08.2018	15.08.2018
September 30, 2018	05.11.2018	05.11.2018
December 31, 2018	08.02.2019	08.02.2019
March 31, 2019	21.05.2019	21.05.2019

- b) **Website :** The Company's website [www.vipclothing.in](http://www.vipclothing.in) contains a separate section 'Investor Relation' where shareholders information is available. Complete Annual Report is available on the website of the company and can be easily downloadable format. Apart from this official news, presentations etc are displayed on the website of the company.



- c) **Presentations to institutional investors and analysts:** Details of presentation are made to institutional investors or to the analysts is available on the website of the Company at [www.vipclothing.in](http://www.vipclothing.in)
- d) **SEBI Complaint Redress System (SCORES):** SCORES is a system implemented by SEBI which enables investors to lodge their complaint electronically on the SEBI Website. The investor complaints are processed in a centralized web based complaints redressal system. The silent features of this system are centralised database of all complaints, online uploading of Action Taken Reports (ARTs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

All complaints received through SCORES are resolved in a timely manner by the Company, similar to other complaints.

- e) **NSE Electronic Application Processing System (NEAPS) and BSE Corporate Compliance & Listing Centre (BSE Listing Centre):** NEAPS and BSE Listing Centre are web based application systems for enabling corporate to undertake electronic filing of various periodic compliance related filings like shareholding pattern, results, etc;

f) **Compliance under discretionary requirements under the Listing Regulations:**

- i) Shareholders Rights: The quarterly financial results are uploaded on the website for the members of the Company at [www.vipclothing.in](http://www.vipclothing.in).
- ii) Modified opinion(s) in audit report : Companies financial statements are with unmodified audit opinion.
- iii) Separate post of chairperson and chief executive officer: Mr. Sunil J. Pathare having a position of Chairman and Managing Director in the Company, and he act as a Chairman of the Board. Mr. Yogesh Tiwari - Chief Executive Officer, who had resigned from the Company w.e.f. 28<sup>th</sup> February, 2019.
- iv) Reporting of internal auditor: Internal Auditors of the Company directly report to the Audit Committee on functional matters.

g) **Transfer of Unclaimed Dividend and Shares to the Investor Education and Protection Fund ('IEPF')**

Pursuant to the provisions of the Companies Act, 2013 read with The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, ('Rules'), the dividends, unclaimed for a consecutive period of seven years from the date of transfer to the Unpaid Dividend Account of the Company are liable to be transferred to IEPF. Further, the shares (excluding the disputed cases having specific orders of the Court, Tribunal or any Statutory Authority restraining such transfer) pertaining to which dividend remains unclaimed for a period of continuous seven years from the date of transfer of the dividend to the unpaid dividend account are also mandatorily required to be transferred to the IEPF, established by the Central Government. Accordingly, the Company has transferred eligible Shares to IEPF Demat Account maintained by the IEPF authority within statutory timelines.

The Company has sent individual communication to the concerned shareholders at their registered address, whose dividend remained unclaimed and whose shares were liable to be transferred to the IEPF by November 30, 2017. The communication was also published in national English and local Marathi newspapers.

Any person whose unclaimed dividend and shares pertaining thereto, due for refund, or interest thereon, has been transferred to the IEPF Fund can claim their due amount from the IEPF Authority by making an electronic application in e-form IEPF-5. Upon submitting a duly completed form, Shareholders are required to take a print of the same and send physical copy duly signed along with requisite documents as specified in the form to the attention of the Nodal Officer, at the Registered Office of the Company. The e-form can be downloaded from the website of Ministry of Corporate Affairs [www.iepf.gov.in](http://www.iepf.gov.in)

**GENERAL SHAREHOLDERS INFORMATION**

- A) Annual General Meeting is proposed to be held on Thursday, the 26<sup>th</sup> day of September, 2019 at 11.00 a.m. at Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (East), Mumbai 400 093.
- B) Financial Calendar : April 1, 2019 to March 31, 2020
- Quarterly Results : Results for quarter ending June 30, 2019- Second week of August, 2019  
Results for quarter ending September 30, 2019-Second week of November, 2019  
Results for quarter ending December 31, 2019-Second week of February, 2020  
Audited Results for year ended March 31, 2020 - May, 2020
- Annual Results : May, 2020
- C) Book Closure : 19/09/2019 to 26/09/2019  
(Both days inclusive)
- D) Dividend Payment : -



## VIP CLOTHING LIMITED (Formerly known as Maxwell Industries Limited)

- E) Registered office of the Company : C-6, Road No. 22, MIDC, Andheri (East)  
Mumbai – 400 093.
- F) Registrar & Transfer Agent : Link Intime India Private Limited  
C-101, 247 Park, L B S Marg,  
Vikhroli (West),  
Mumbai - 400 083
- G) Listing of Equity Share on Stock Exchanges : The BSE Limited (BSE)  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001
- The National Stock Exchange of India Limited (NSE)  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E)  
Mumbai – 400 051
- H) Stock code : 532613 (BSE)  
VIP CLOTHNG (NSE)
- I) ISIN : INE450G01024
- J) Stock Market Data

Month	BSE Ltd. (BSE)		National Stock Exchange of India Limited (NSE)	
	High (in ₹)	Low (in ₹)	High (in ₹)	Low (in ₹)
April, 2018	75.20	56.70	75.50	56.25
May, 2018	72.95	55.50	73.00	55.05
June, 2018	63.45	47.80	63.35	47.55
July, 2018	57.55	48.05	57.40	49.10
August, 2018	60.40	50.00	60.75	50.10
September, 2018	59.00	36.65	58.90	36.65
October, 2018	45.00	34.00	45.20	34.05
November, 2018	42.10	30.20	2.30	30.00
December, 2018	31.00	25.45	30.90	25.55
January, 2019	29.80	20.40	29.80	20.40
February, 2019	24.90	19.40	24.50	19.30
March, 2019	26.50	20.15	28.00	20.10

Source: Website of The BSE Limited and National Stock Exchange of India Limited.

### Distribution of Shareholders as on March 31, 2019.

Slab of no of Shareholding	No. of Share holders	% of Shareholders	No. of shares held	% of total shares held
1 - 500	16862	73.85	2784855	3.37
501 - 1000	2641	11.57	2144328	2.60
1001 - 2000	1652	7.23	2570098	3.11
2001 - 3000	524	2.30	1333795	1.61
3001 - 4000	217	0.95	781834	0.95
4001 - 5000	239	1.05	1131582	1.37
5001 - 10000	355	1.55	2645333	3.20
10001 - *****	342	1.50	69204694	83.79
<b>Total</b>	<b>22832</b>	<b>100.00</b>	<b>82596519</b>	<b>100.00</b>



## VIP CLOTHING LIMITED (Formerly known as Maxwell Industries Limited)

### Share price performance in comparison to broad based indices – BSE Sensex and NSE Nifty

Share price performance relative to BSE Sensex based on the share price on March 31, 2019

Period	% Change in		
	VIP Share Price	BSE Sensex	VIP Relative to Sensex
Year on year	(62.62)	17.30	(79.93)
2 Years	(59.14)	30.56	(3.76)
3 Years	(52.78)	52.60	(37.21)
4 Years	(69.83)	38.33	223.73
5 Years	38.67	72.75	218.25
6 Years	47.00	105.32	82.70

Share price performance relative to Nifty based on the share price on March 31, 2019

Period	% Change in		
	VIP Share Price	Nifty	VIP Relative to Nifty
Year on year	(62.66)	14.93	(77.59)
2 Years	(59.31)	26.71	(86.02)
3 Years	(52.96)	50.21	(103.17)
4 Years	(69.92)	36.90	(106.82)
5 Years	41.92	73.38	(31.46)
6 Years	48.56	104.55	(55.99)

(Sources: compiled from data available on BSE & NSE website)

### K) Shareholding pattern as on March 31, 2019

Category	No. of Share held	% of total shares held
1. Indian Promoters & Person Acting in Concert	4,35,02,574	52.67
<b>Sub-total</b>	<b>4,35,02,574</b>	<b>52.67</b>
2.1 Mutual Funds & UTI	875	0.00
2.2 Banks, FIs, Insurance Companies	2,37,034	0.29
2.3 Foreign portfolio investors	4,08,262	0.49
<b>Sub-total</b>	<b>6,46,171</b>	<b>0.78</b>
3.1 Bodies Corporate	1,41,70,170	17.16
3.2 IEPF	3,89,330	0.47
3.3 Indian Public	2,11,86,275	25.65
3.4 Trust	500	0.00
3.5 NRIs. / NRNs.	5,61,227	0.68
3.6 Clearing Members	5,23,599	0.63
3.7 Hindu Undivided Family	12,32,650	1.49
3.8 NBFCs registered with RBI	3,84,023	0.46
<b>Sub-total</b>	<b>3,84,47,774</b>	<b>46.55</b>
<b>Grand Total</b>	<b>8,25,96,519</b>	<b>100.00</b>

### L) Dematerialization of Shares:

About 98.38% of the shares of the Company have been dematerialized as on March 31, 2019. The Company has entered into an agreement with National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) whereby shareholders can dematerialize their shares.

The equity shares of the Company are traded at BSE Limited and National Stock Exchange of India Limited.

Reconciliation of share capital audit report of the Company obtained from Practising Company Secretary has been submitted to Stock Exchanges within stipulated time.



## VIP CLOTHING LIMITED (Formerly known as Maxwell Industries Limited)

### No. of shares held in dematerialized and physical mode:

	No. of Shares	% of shares
Holding in dematerialized form	8,12,61,810	98.38
Holding in physical form	13,34,709	1.62
<b>Total</b>	<b>8,25,96,519</b>	<b>100.00</b>

The names and addresses of the Depositories are as under:

- |   |   |
|---|---|
| 1. National Securities Depository Ltd.<br>Trade World, 4th Floor<br>Kamala Mills Compound<br>Senapathi Bapat Marg, Lower Parel,<br>Mumbai - 400 013 | 2. Central Depository Services (India) Limited<br>Phiroze Jeejeebhoy Towers<br>28 <sup>th</sup> Floor, Dalal Street<br>Mumbai - 400 023 |
|---|---|

### M) Share Transfer System

Application for transfer of shares held in physical form is received at the office of the Registrar and Transfer Agents of the Company. Investors Grievance Committee approves valid transfers of shares and share certificates duly endorsed are dispatched within the prescribed time.

Shares held in dematerialized form are electronically traded in the Depository and the Registrars and Share Transfer Agents of the Company periodically receive from the depository the beneficiary holdings so as to enable them to update the records and to send all corporate communications, dividend warrants, etc.

### N) Plant Locations of VIP Clothing Limited (Formerly known as Maxwell Industries Limited):

Factory Location	Activity
(i) Plot No. 92/94, New GIDC, Umbergaon, Valsad, Gujarat - 396 171	Stitching Unit
(ii) S. F. No. 125, 126 & 127, Appachimarmadam, Thingalur, Erode – 638 055	Stitching Unit
(iii) Chinnakkully Village, Pappampatty Panchayat, Coimbatore, Tamil Nadu - 641016	Wind Mill

### O) Address for Correspondence:

Shareholders correspondence should be addressed to our Registrar & Transfer Agents at the following address:

M/s. Link Intime India Pvt Ltd., : C-101, 247 Park, L B S Marg,  
Vikhroli (West), Mumbai - 400 083  
Tel No. - 022 49186000 Fax No. - 022 49186060  
Email: rnt.helpdesk@linkintime.co.in

For transfer, dematerialisation or any other query regarding the shares in physical form and any other general queries please contact to our registrar and for shares held in dematerialised form please contact to your Depository Participants.

In case of difficulty investors are advised to correspond with the Company Secretary at the Registered Office of the Company at the following address:

VIP Clothing Limited : C-6, Road No. 22, MIDC, Andheri (E), Mumbai – 400093  
(Formerly known as Maxwell Industries Limited) Tel No.: 022 28257624 Fax No.: 022 28371023  
Email: investor.relations@viporg.com

### DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT OF THE COMPANY

The Board has laid down a Code of Conduct and Ethics for the Board Members and Senior Management Personnel of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for financial year 2018-19. Requisite declaration signed by the Chairman and Managing Director to this effect is given below;

"I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the Codes of Conduct and Ethics for Directors and Senior Management of the Company in respect of the financial year 2018-19."

**Sunil J. Pathare**  
**Chairman and Managing Director**  
(DIN 00192182)

Place: Mumbai  
Date: May 20, 2019



## CEO & CFO CERTIFICATION

To  
The Board of Directors  
VIP Clothing Limited  
(Formerly known as Maxwell Industries Limited)  
Mumbai

Sub : Compliance Certificate under Regulation 17(8)] of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

We, Sunil Pathare, Chairman and Managing Director, and Ashish Mandaliya, Chief Financial Officer and Company Secretary of VIP Clothing Limited (Formerly known as Maxwell Industries Limited) as per the Regulation 17(8) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, hereby certify that the following:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2019 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Companies code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee that;
- 1. significant changes in internal control over financial reporting during the year;
  - 2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - 3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Sunil J. Pathare**  
Chairman and  
Managing Director  
(DIN 00192182)

**Ashish Mandaliya**  
Chief Financial Officer  
and Company Secretary

Date : May 20, 2019  
Place : Mumbai

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## CERTIFICATE ON CORPORATE GOVERNANCE

Certificate from M/s. Sharp & Tannan, Statutory Auditor of the Company, confirming compliance with the conditions of Corporate Governance as stipulated under the Listing Regulations, is attached to the Board's Report forming part of the Annual Report.





## VIP CLOTHING LIMITED (Formerly known as Maxwell Industries Limited)

### INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI [LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS] REGULATION, 2015

To The Members of  
**VIP Clothing Limited (Formerly known as Maxwell Industries Limited)**  
Mumbai

#### Introduction

1. We have examined the compliance of conditions of Corporate Governance by VIP Clothing Limited (Formerly known as Maxwell Industries Limited) (the Company), for the year ended on March 31, 2019, as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI Listing Regulations")

#### Management's responsibility for compliance with the conditions of SEBI Listing Regulations

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations, including preparation and maintenance of all relevant supporting records and documents.

#### Auditors' Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company for the year ended March 31, 2019.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the "Guidance Note") issued by the Institute of the Chartered Accountants of India (the "ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

#### Opinion

7. In our opinion and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of schedule V of the SEBI Listing Regulations, as applicable during the year ended March 31, 2019.
8. 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.

#### Restriction on use

9. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirements of aforesaid SEBI Listing Regulations and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For Sharp and Tannan**  
Chartered Accountants  
Firm's Registration No.:109982W  
By the hand of

**Tirtharaj Khot**  
Partner  
Membership No.:(F) 037457

Place: Mumbai  
Date: May 20, 2019



## MANAGEMENT DISCUSSION AND ANALYSIS

### INDIAN ECONOMIC OVERVIEW

After strong growth in 2017 and early 2018, global economic activity slowed notably in the second half of last year, reflecting a confluence of factors affecting major economies. China's growth declined following a combination of needed regulatory tightening to rein in shadow banking and an increase in trade tensions with the United States. As a result of these developments, global growth is now projected to slow from 3.6 percent in 2018 to 3.3 percent in 2019, before returning to 3.6 percent in 2020. In India, growth is projected to pick up to 7.3 percent in 2019 and 7.5 percent in 2020, supported by the continued recovery of investment and robust consumption amid a more expansionary stance of monetary policy and some expected impetus from fiscal policy (source: IMF)

The Indian economy started the fiscal year 2018–19 with a healthy 8.2 percent growth in the first quarter on the back of domestic resilience. Growth eased to 7.3 percent in the subsequent quarter due to rising global volatility, largely from financial volatility, normalized monetary policy in advanced economies, externalities from trade disputes, and investment rerouting. Further, the Indian rupee suffered because of the crude price shock, and conditions exacerbated as recovery in some advanced economies caused faster investment outflows. Notwithstanding unforeseen global events, growth for India is estimated to remain upward of 7 percent for the year ahead. These projections could be attributed to the sustained rise in consumption and a gradual revival in investments, especially with a greater focus on infrastructure development.

### INDUSTRY STRUCTURE AND DEVELOPMENT

Indian textile industry: India's textiles industry is among the oldest industries in the country dating back several centuries. It is one of the largest contributors to the economy accounting for ~4% of the GDP. It is the second largest contributor towards employment generation, after agriculture, contributing 10% to the country's manufacturing, owing to its labour-intensive nature. The industry is characterised by its robust vertical integration in almost all the sub-sectors. The textiles and apparel industry constitutes ~14% of the total exports of the country. India is the second largest producer and exporter of textiles after China and fourth largest producer and exporter of apparel after China, Bangladesh and Vietnam. The mitigation of the repercussions of currency fluctuation remains a challenge for the industry. Exports have been a core feature of India's textile sector. Indian textiles and apparel exports were estimated at \$39 billion and is expected to grow at a CAGR of 7.5% over the next decade to reach \$76 billion by 2028. The fundamental strength of India's textile industry is its strong production base with a wide range of fibres and yarns that include natural fibres like cotton, jute, silk and wool; and synthetic and manmade fibres such as polyester, viscose, nylon and acrylic.

### INNERWEAR INDUSTRY

The innerwear category has broadened from basic requirement of commodity wear to designer wear with emphasis on styling and comfort. The Indian innerwear market holds immense growth potential and is slated to grow phenomenally over the next 5 years.

Indian Fashion Retail which was estimated at ₹ 3,61,000 crore in 2019 is expected to grow at a CAGR of 8.1 percent over the next decade to reach ₹ 7,88,500 crore by 2028. Among all the fashion categories, innerwear has emerged as one of the fastest growing categories in last few decades. A commodity which was earlier depicted as a day-to-day essential has transformed itself into fashion wear with more emphasis on styling and comfort. Traditionally, the innerwear market was largely fragmented and unorganised. But, in last few years the organised innerwear segment has shown promising growth in both men's and women's categories.

The innerwear category, currently estimated to be worth ₹ 32,000 crore, accounts for 9 percent of the total apparel market in 2019. In recent years, the women's innerwear segment has grown consistently and was estimated to be worth ₹ 21,000 crore in 2018. It is expected to grow at an impressive CAGR of 12.5 percent over the next decade to reach ₹ 68,000 crore by 2028. The men's innerwear market, which is estimated to be worth ₹ 11,000 crore in the year 2018, is estimated to grow at a CAGR of 7 percent to reach ₹ 21,800 crore by 2028. Kid's innerwear market was worth ₹ 850 crore in 2017 and is expected to grow at a CAGR of 12 percent to reach ₹ 2,640 crore by 2027.

The Indian innerwear market is primarily segmented into men's innerwear and women's innerwear. Currently, the women's segment dominates the innerwear category by constituting 64 percent of the total innerwear market. Men's segment is 33 percent and kids 3 percent of the total innerwear market.

### WOMEN'S INNERWEAR MARKET

The Indian innerwear market is primarily dominated by women's innerwear which accounts for 64 percent of the total innerwear market and it accounts for 16 percent of the total women's apparel market. Various product categories in women's innerwear are – brassieres, camisoles, panties, tees, nighties, shorts, etc. Brassieres and panties contribute 85 percent of the total women's innerwear segment.

Women's innerwear segment is poised to grow at an impressive growth rate of 12.5 percent over the next decade to reach ₹ 68,000 crore by 2028 from current market size of ₹ 21,000 crore. Branded innerwear contributes 38-42 percent of the total women's innerwear market and this share is expected to grow to 45-48 percent of the total women's market by 2023.

Women are conscious about the brands and styles for their intimate wear. The trend is not restricted to just metros but can be witnessed spreading in Tier I, II and III cities. This adoption of branded lingerie has led to influx of international and domestic innerwear brands.

### MEN'S INNERWEAR MARKET

The men's innerwear market is currently valued at ₹ 11,000 crore and is expected to grow at a CAGR of 7 percent over the next decade to reach ₹ 21,800 crore by 2028. It contributes 7 percent of the total men's apparel market.



## VIP CLOTHING LIMITED (Formerly known as Maxwell Industries Limited)

The market is dominated by a large number of small-scale players making ~60-65 percent of the market fragmented and unorganised. However, the market segment is evolving gradually and moving towards organised retail.

### KIDS INNERWEAR MARKET

The kids segment in the innerwear category is a highly unorganised and fragmented category. Local MBOs and regional players are known for catering to kids' segment of the innerwear market. Although there are some brands for teens' innerwear, they don't have a large assortment. Kids innerwear is estimated to be worth ₹ 850 crore in 2017 and is expected to grow at a promising CAGR of 12 percent over the next decade to reach ₹ 2,640 crore by 2027.

Till recently, there had been no specialisation in kids' innerwear category. The same players that were manufacturing men's and women's innerwear had extended lines for kids innerwear. But, things are changing and there are specific innerwear brands for kids who are giving plethora of options in kids innerwear segment. Yet, the category holds unexploited potential which gives innerwear brands huge opportunities to tap this segment.

### GROWTH DRIVERS

The present market trends show an inclination amongst Indian consumers to spend more on innerwear, leading to aggressive growth of this category especially in premium and luxury price segments. The recent mode of retailing through online channels has permeated into the innerwear category as well giving it much exposure to the consumers.

It is evident that Indian innerwear industry has come a long way in last decade and perception of today's consumer towards innerwear has changed. The category is no more considered a basic necessity but a fashion indulgence which gives confidence and feel good factor.

**Growing Indian middle class- moving up ladder** – Rising disposable income, economic growth and dual income households has led in the emergence of a middle class which is ready to spend and experiment with fashion and style. With more income to spend the middle class has become more brand conscious. This has led to higher value and volume.

**Change from need driven to aspiration driven buying** – The recent consumer trends show that price is not the most important criteria anymore for this segment. For evolving consumers, looking good has become an important aspect of life. Therefore, spending on apparel, personal care and grooming is on the rise.

Occasion specific products like seamless bras, strapless bras, padded bras, bralettes, etc. are being sought. There has been a rising demand for functionality based women's innerwear like shapewear, tummy tuckers, etc. for women desiring a slimmer look; non-wired brassieres for woman facing comfort issues after prolonged use of wired ones; and sports bras suitable for physically active women.

**Emergence of online retail channels** – The emergence of online retail channels has bolstered sales of premium innerwear among the youth. The fashion conscious women residing in tier I, II cities with limited access to brick and mortar stores are most benefitted through the emergence of online retail in innerwear segment. It has been witnessed that women are the key buyers of innerwear available on online channels.

Source : Images of Business Fashion

### E-Commerce Industry

India is the fastest growing market for the E-commerce sector. Revenue from the sector is expected to increase from US\$ 39 billion in 2017 to US\$ 120 billion in 2020, growing at annual rate of 51%, the highest in the world.

The Indian e-commerce industry has been on an upward growth trajectory and is expected to surpass the US to become the second largest e-commerce market in the world by 2034. The E-commerce market is expected to reach US\$ 200 billion by 2027 from US\$ 38.5 billion in 2017. India's e-commerce market has the potential to grow more than four folds to US\$ 150 billion by 2022 supported by rising incomes and surge in internet users. Online shoppers in India are expected to reach 120 million in 2018 and eventually 220 million by 2025. Average online retail spending in India was US\$ 224 per user in 2017.

E-commerce and consumer internet companies in India received more than US\$ 7 billion in private equity and venture capital in 2018. Online retail sales in India are expected to grow by 31 per cent to touch US\$ 32.70 billion in 2018, led by Flipkart, Amazon India and Paytm Mall. Online retail is expected to contribute 2.9 per cent of retail market in 2018.

Much growth of the industry has been triggered by increasing internet and smartphone penetration. Internet penetration in India grew from just 4 per cent in 2007 to 34.42 per cent in 2017, registering a CAGR of 24 per cent between 2007 and 2017. As of December 2018 overall internet penetration in India was 46.13 per cent. The number of internet users in India is expected to increase from 604.21 million as of December 2018 to 829 million by 2021. Internet penetration in rural India is expected to grow as high as 45 per cent by 2021 compared to the current rate of 23.87 per cent. The e-commerce retail logistics market in India is estimated at US\$ 1.35 billion in 2018 and is expected to grow at a 36 per cent CAGR over the next five years.

A young demographic profile, rising internet penetration and relative better economic performance are the key drivers of this sector. The Government of India's policies and regulatory frameworks such as 100 per cent foreign direct investment (FDI) in B2B e-commerce and 100 per cent FDI under automatic route under the market place model of B2C e-commerce are expected to further propel growth in the sectors. As of August 2018, the government is working on the second draft of e-commerce policy, incorporating inputs from various industry stakeholders. In February 2019, the Government of India released the Draft National e-Commerce Policy which encourages FDI in the market place model of e-commerce. Further, it states that the FDI policy for e-commerce sector has been developed to ensure a



level playing field for all participants. According to the draft, a registered entity is needed for the e-commerce sites and apps to operate in India.

Source : Indian E-commerce Industry Analysis Report

### **Segment wise or product wise performance**

The company is engaged in the business of manufacturing garments. Therefore there is no separate reportable segment.

### **Outlook on strengths and Opportunities:**

#### **Strengths:**

The Company since long engaged in the manufacture and marketing of innerwear under band name VIP, Frenchie, Feelings and Leader, has the state of art machinery and infrastructure of manufacturing. The Company has strong recall value of brand in the market with robust sales channel from distribution & wholesales to modern trade, institution, e-commerce and retail store sales channel to cater the needs of the consumer.

#### **Opportunities:**

The growth of innerwear segment, in India, can be attributed to the introduction of various international brands and other regional players. The evolution of branded innerwear is mainly rooted in urban India. But, influx of international brands into Tier I and II cities have resulted in providing a huge untapped market for organised players, with attention on western outfits and an increasing demand for occasion and output based innerwear, the market has seen a holistic boom. Today, people look for innerwear with optimum functionality and comfort. The rising purchasing power among customers and increasing working women are other factors that have boosted the market. The innerwear market is poised to grow at impressive pace in near future. The changing demographics, growing youth population ready to experiment with colours, fashion and trends etc and there are plethora of growth prospects for both international and domestic innerwear bands to expand their current product portfolio and experiment with new offerings.

#### **Outlook on weakness and threats:**

The Industry is highly fragmented and manually intensive with Low productivity and high dependence on cotton. The industry dominated by small scale enterprises with and lack of skilled labour and low labour productivity due to out-dated technology. The challenges which industry faces is timely and efficient delivery of products, no stock rotation leading to outdated stock, Increased cost of Reverse Logistics, Managing Multiple Warehouses and Stores. There is high competition from international and domestic players and it has been growing in the years to come.

#### **Risk and Concerns:**

The Company is exposed to various types of risks associated with business of the Company, which will be internal as well as external risk. One of the key risks faced by the Company in today's scenario is the fluctuations in the price of raw material. Any increase in prices of raw materials could create a strain on the operating margins of the Company. We operate in a highly competitive market with competitors who may have better ability to spend more aggressively on advertisement and marketing and more flexibility to respond to changing business and economic conditions. Further, there are regional or smaller competitors who have certain advantages over us. An increase in the amount of competition that we face could have a material adverse effect on our market share and sales. The Company has in place risk management procedure to identify and evaluate the risk on a regular basis. The Company has the risk management committee, who brain-storm on the various risks associated with the Company. The details of risk committee have been mentioned in the Corporate Governance report.

#### **Internal control system and adequacy:**

The Company has implemented adequate procedure and internal controls which provide reasonable assurance regarding reliability of financial reporting and preparation of financial statement. The Company also ensures that internal controls are operating effectively.

Internal audit covers all areas of activities and periodical internal audit reports are submitted to the management for review to strengthen any areas which requires more focus. The Audit Committee reviews all financial statements, performance and ensures adequacy of internal control systems. The Company has a well-defined organization structure, authority levels and internal rules and guidelines for conducting business transactions.

The SAP system provides the Company to control over various business processes, increases productivity, better inventory management, promotes quality, reduced material cost, effective human resources management, reduced overheads boosts profits, plan its sales, production and monitor and control the processes in case any deviation.

SAP software products provide powerful instruments for helping companies to manage their financials, logistics, human resources, and other business areas. The backbone of SAP software offering is SAP ERP system which is the most advanced Enterprise Resource Planning (ERP) system from currently available ones. Presently the SAP system is running smoothly.

#### **Human resource & industrial relations:**

Industrial relations are the relationships between employees and employers within the organizational settings. From this perspective, industrial relations cover all aspects of the employment relationship, including human resource management, employee relations, and union-management (or labour) relations.



## VIP CLOTHING LIMITED (Formerly known as Maxwell Industries Limited)

This year, while we understood that to be a successful enterprise, we have to do two things quite well: To stay innovative and creative in terms of product development and design, but at the same time we have to be tightly controlled about certain aspect of our Corporate behaviour and culture – The HR function as a whole, acted as a change agent and were able to identify and implement the change management role behaviours.

In terms of Talent acquisition, we have been able to acquire Key senior managerial & Senior Leadership talent from the organisation of repute with an industry acceptable lead time and were also instrumental to attract diverse talents across levels from the Industry.

In order to attract, retain and motivate the best available talent, Company provides an opportunity to employees to participate in the growth of the company, besides creating long term wealth in their hands. As the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the Company. Your Company believes in rewarding its Employees for their continuous hard work, dedication and support, which has led the Company on the growth path.

At our manufacturing units, we handle the health, hygiene, safety issues by conducting awareness programs and imparting periodic training to employees on the proper use of automated machines & equipment in order to obtain / achieve manufacturing excellence.

With the implementation of SAP system, we have attained the integration of all systems & processes across the organisation. As a part of digitalization of processes and paper-less office, we are pursuing with Employees' Self Service Portal in the name of 'Task Manager'. This online platform will take many of HR activities online and will ensure real-time control system.”

Strengthening the employer-employee relationship is the strategic role of our Human Resource Department. We have continuously facilitated and formulated the work strategy and determined the functional processes necessary for smooth transition of the organisation goals and objectives. We constantly strive to develop strategic solution to employment-related matters that affect the organisation's ability to meet its productivity and performance goals.

As on March 31, 2019 the Company had 2083 (Executives 414 + Workers 1669) people working directly and indirectly with the Company. The industrial relations at the Company's units, head office were cordial throughout the year.

### Finance review: Financial performance and analysis

(₹ In Lakhs)

Particulars	2018-19	2017-18	Change	Change (%)
Revenue from operation	20746	22238	(1491)	-6.71%
Profit before Interest, Depreciation & Tax (excluding Other Income)	364	1050	(686)	-65.37%
Less: Finance cost	881	1093	(213)	-19.45%
Less: Depreciation	331	335	(4)	-1.31%
Add: Other Income	197	128	69	53.87%
Profit/(Loss) Before exceptional item and Tax	(651)	(251)	(400)	159.72%
Profit for the year	(619)	(307)	(312)	101.59%

### Key Financial Ratios

Particulars	2018-19	2017-18	Change (%)
Return on Net Worth (%)	-3.41%	-1.56%	119%
Return on Capital Employed (%)	-2.62%	-0.98%	166%
Basic EPS (after exceptional items) in ₹	-0.75	-0.37	103%
Debtors Turnover	3.30	3.77	-12%
Inventory Turnover	1.31	1.43	-8%
Interest coverage ratio	0.26	0.77	-66%
Current Ratio	1.78	1.81	-2%
Debt Equity Ratio	0.44	0.41	7%
Operating Profit Margin (%)	1.8%	4.7%	-63%
Net Profit Margin (%)	-3.0%	-1.4%	116%

Explanation on Key Financial Ratio: Due to increased competitive intensity and contraction of overall demand, there was a drop in our turnover in FY19 as compared to FY18. The drop in turnover has an negative impact on profitability and financial ratios for FY19 as compared to FY18.



## INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE IND AS FINANCIAL STATEMENTS

**To the Members of VIP Clothing Limited**  
(Formerly known as Maxwell Industries Limited)

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the standalone financial statements of **VIP Clothing Limited**, (formerly known as Maxwell Industries Limited, the 'Company'), which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the Standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

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 Companies Act, 2013 (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 March 31, 2019, and loss, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. We have determined the matters described below to be the key audit matters and were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon. We do not provide a separate opinion on these matters.

1. Recognition of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers".
2. Indirect tax liabilities – Recoveries from past periods and ongoing tax matters.
3. Impact of minimum item / product differentiation resulting in complexities in physical verification of inventories and reconciliation thereof with book balances.
4. Accounting for Expected Credit Loss on trade receivables.

#### Recognition of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers"

##### Description of Key Matter:

The Company is required to adopt the new accounting standard Ind AS 115 – "Revenue from contracts with customers", for all the periods beginning from April 1, 2018 and accordingly the Company has adopted the same.

The application of this standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over the period of financial statements. Additionally, this standard contains disclosures, which involves collation of information in respect of disaggregated revenue, if any and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.

##### Description of Auditor response

We assessed the Company's process to identify the impact of adoption of the new standard. We discussed with the management their understanding of the requirements of the new standard in relation to the Company's business. We reviewed changes identified by the management in the design of the contractual terms proposed by the Company wherever necessary. We selected a sample of continuing and new contracts and tested the distinct performance obligations determined by the Company including the transaction price. We carried out discussions with the management on inspection of evidence on the samples selected of continuing and new contracts based on the terms of the contracts to determine the transaction price, estimation, if any, in arriving at the any variable consideration. On the samples selected, we carried out procedures to ascertain the mathematical accuracy for transaction accounting and extrapolated the outcome for carrying out any analytical review for the reasonableness of revenue relating to various identified performance obligations. We reviewed the Company's process of sales reversals, if required in case where performance obligation was incomplete.



## INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE IND AS FINANCIAL STATEMENTS

### Indirect tax liabilities – Recoveries from past periods and ongoing tax matters

#### Description of Key Matter:

As at March 31, 2019, the Company has unsettled and disputed indirect tax positions amounting to ₹ 1,003.66 lacs on account of erstwhile Sales tax within the State of Tamilnadu and ₹ 1,249.53 lacs under Central Sales Tax as disclosed in the Note 36 to the financial statements. Also, other current assets in the financial statements include recoveries amounting to ₹ 454.45 lacs from State of Tamilnadu and ₹ 748.63 lacs under Goods and Service Tax Act. The disposal of these items involves significant judgment to determine the possible outcome and timing thereof.

#### Description of Auditor response

We obtained information from the Company of demands and notices received by it during the financial year 2018-19 with respect to the pending matters. We reviewed the processes and controls in place over tax assessments including follow ups, demands / refunds through discussions with the management's internal experts and reviewed the communications with those charged with governance pertaining to this issue. We sought guidance from our tax team to evaluate the status as explained by the Company's internal expert and the possible outcome of these demands and status of refund claims, especially in the given situation of frequent change in the countrywide regulatory environment some of them being substantial in nature like change from VAT/Sales Tax regime to Goods and Service Tax. Assessed whether the Company's disclosures in Note 36 to the standalone financial statements, the Contingent liabilities and commitments, adequately disclose the relevant facts and circumstances.

### Impact of minimum item / product differentiation resulting in complexities in physical verification of inventories and reconciliation thereof with book balances

#### Description of Key Matter:

As at March 31, 2019 the Company reported a total inventory of ₹ 11,169.53 Lacs consisting of ₹ 3,749.07 Lacs of raw materials, ₹ 2,100.41 Lacs of stock in process and ₹ 5,320.05 Lacs representing its finished goods. The Company has two manufacturing units and we carried out a physical verification on a test basis at both the units and we observed difficulties in identifying correct stock items that gave rise to some differences when compared with book balances. The Company is in the business of manufacture and sale of undergarments for both gents and ladies. Due to its nature of business, the Company is required to manufacture and maintain a desired inventory levels to cater to market, products in various sizes, shapes and colors and each of these have to be at least in four of its popular brands, among others. Inherently, there is minimum product differentiation between items held as inventories. The Company also gets some of its products manufactured from subcontractors. Considering the multiple product range and multiple production arrangements coupled with minimum product differentiation, the process of arranging, stocking, counting and subsequent reconciliation of these individual items of raw material and finished product with book records is a complex and time-consuming process. Additionally, the Company also carries out manufacturing activities on behalf of other manufacturers. In view of above, this was a key audit matter in the context of our audit.

#### Description of Auditor response:

We carried out comparatives of inventory levels for certain past periods with a view to ascertain any unreasonable accumulations in inventory levels. Reviewed and compared the inventory levels submitted to other agencies like Company bankers with a view to confirm inventory levels reported and discussed with the management on the observation, if any, made by such agencies on their in specific relation. We reviewed the Company's plan for inventory verification which was included in the Company's internal audit scope.

### Accounting for Expected Credit Loss on trade receivables

#### Description of Key Matter:

Management has considered estimates in computing the expected credit losses after considering credit history of customers and current market realities.

#### Description of Auditor response:

We have performed audit procedures that included management discussions on Company's understanding in relation to the adoption of the standard and installing a process of its implementation. We reviewed the past data, customer history and assumptions arising therefrom in deciding and computing loss rate for different ageing buckets identified by the management. We also reviewed the application of any specific provision for customers which was necessary in the given circumstances. With respect to forward looking assumption considered by the Company, held discussions with the management and corroborated the assumption using both internal and externally available information on attest basis.

### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors' Report including any annexures thereto, Corporate Governance Report and Management Discussion and Analysis, but does not include the standalone financial statements and our auditor's report thereon.



## INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE IND AS FINANCIAL STATEMENTS

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on our work we have performed, we conclude that there is material mis-statement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act, with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- (a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- (b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls;
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- (d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
- (e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in: (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and





## INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE IND AS FINANCIAL STATEMENTS

significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report, where applicable and unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government in terms of Section 143(11) of the Act, we give in the **Annexure 'A'**, a Statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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, the Statement of Changes in Equity and the Statement of Cash Flows 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 Indian Accounting Standards prescribed under Section 133 of the Act;
  - (e) on the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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'**;
  - (g) with respect to the other matters to be included in the Auditors Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
  - (h) 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:
    - (1) the Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - (Refer Note 36 to the standalone financial statements);
    - (2) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
    - (3) there were no amounts which were required to be transferred to Investor Education and Protection Fund by the Company.

**For Sharp and Tannan**  
Chartered Accountants  
Firm's Registration No.:109982W  
By the hand of

**Tirtharaj Khot**  
Partner  
Membership No.:(F) 037457

Place: Mumbai  
Date: May 20, 2019



**ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1 of our report of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies have been noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deed of immovable property is held in the name of the Company.
- (ii) We have been informed that the Company has a plan of physically verifying its inventories at certain intervals of time in a phased manner and the same has been carried out excluding inventories in transit, as per plan. The discrepancies noted on physical verification of inventory as compared to book records were not material.
- (iii) The Company has not granted any loans to parties covered in the register maintained under section 189 of the Companies Act 2013 ("the Act"). Therefore, paragraph 3(iii) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, investment, guarantees and securities granted in respect of which provisions of section 185 and 186 of the Companies Act, 2013 are applicable. Therefore, Paragraph 3(iv) of the Order is not applicable to the Company.
- (v) The Company has not accepted any deposits from the public during the year to which the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 and other relevant provisions of the Act and the rules framed thereunder apply.
- (vi) As per the information and explanations given to us, in respect of the class of industry the Company falls under, the maintenance of cost records has not been prescribed by the Central Government under section 148(1) of the Companies Act, 2013. Therefore, paragraph 3(vi) of the Order is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, duty of customs, goods and services tax, cess and any other statutory dues, where applicable, to the appropriate authorities. According to the information and explanations given to us, there are no arrears of outstanding statutory dues as at the last day of the financial year for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records examined by us, there are no cases of non-deposit with appropriate authorities of disputed dues of income tax, duty of customs, duty of excise, goods and service tax. However, according to information and explanation given to us the following dues of Central sales tax and value added tax as at March 31, 2019 which have not been deposited on account of a dispute pending, are as under:

Sr. No	Forum where the dispute is pending	Nature of the disputed dues	Name of the Statute	F. Y. which the amount relates to	₹ In Lacs
1	High Court of Chennai	Claim of concessional rate of tax disallowed	TNVAT ACT, 2006	2001-2002	195.46
2	Deputy Commercial Tax Office - Tamil Nadu	Disallowance of concessional rate of tax on BT	TNVAT ACT, 2006	2001-2002	5.43
3	Deputy Commercial Tax Office - Tamil Nadu	CST rate of Hosiery Goods	TNVAT ACT, 2006	2002-2003	802.77
4	Deputy Commercial Tax Office – Delhi	Non submission of form "C"	Central Sales Tax Act, 1956	2005-2006	7.28
5	Deputy Commercial Tax Office - Tamil Nadu	Non Submission of Form "C" & Form "H", (collected and pending for submission)	Central Sales Tax Act, 1956	FY2014-15 to FY2015-2016	1,242.25



## VIP CLOTHING LIMITED (Formerly known as Maxwell Industries Limited)

- (viii) Based on our audit procedures and according to the information and explanations given to us, the Company has not defaulted in repayment of its dues to banks and financial institution during the year. The Company has not borrowed from government and debenture holders during the year.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. The Company has not raised any term loan during the year.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any fraud by the Company or any fraud on the Company by its officers or employees noticed or reported during the year nor have we been informed of such case by management.
- (xi) According to the information and explanations given to us, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us, all the transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable. The relevant details of such related party transactions have been disclosed in the standalone financial statements, etc., as required under Indian Accounting Standard (Ind AS) 24, *Related Party Disclosures* specified under Section 133 of the Act.
- (xiv) According to the information and explanations given to us, the Company had not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the Paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year. Accordingly, the Paragraph 3 (xv) of the Order is not applicable to the Company.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For Sharp and Tannan**  
Chartered Accountants  
Firm's Registration No.:109982W  
By the hand of

**Tirtharaj Khot**  
Partner  
Membership No.:(F) 037457

Place: Mumbai  
Date: May 20, 2019



## ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) of our report of even date)

### Report on the Internal Financial Controls under Section 143(3)(i) of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of **VIP Clothing Limited**, (formerly known as Maxwell Industries Limited, the 'Company') as of March 31, 2019 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 (the 'Guidance Note') 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 (the 'Act').

### Auditor's 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 and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, 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 ICAI. 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 standalone 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 standalone 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone 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, to the best of our information and according to the explanations given to us, 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 of March 31, 2019, 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 issued by the ICAI.

**For Sharp and Tannan**  
Chartered Accountants  
Firm's Registration No.:109982W  
By the hand of

**Tirtharaj Khot**  
Partner  
Membership No.:(F) 037457

Place: Mumbai  
Date: May 20, 2019



**Balance Sheet as at March 31, 2019**

(₹ in Lakhs)

	Note No.	As at March 31, 2019	As at March 31, 2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	3,864.95	4,101.29
Other intangible assets	4	12,460.65	12,501.95
Financial assets			
i. Investments	5	1.15	1.15
ii. Other financial assets	6	100.11	124.19
Other non-current assets	7	36.58	37.02
<b>Total non-current assets</b>		<b>16,463.44</b>	16,765.60
<b>Current assets</b>			
Inventories	8	11,169.53	11,348.92
Financial assets			
i. Trade receivables	9	6,044.17	6,516.53
ii. Cash and cash equivalents	10	1.60	0.68
iii. Bank balance other than (ii) above	11	570.55	510.23
iv. Employee loans and advances	12	28.74	23.89
v. Other financial assets	13	0.76	0.96
Current tax assets (Net)	14	13.40	6.96
Other current assets	15	1,420.67	1,184.37
<b>Total current assets</b>		<b>19,249.42</b>	19,592.54
<b>TOTAL ASSETS</b>		<b>35,712.86</b>	36,358.14
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	16	1,651.93	1,651.93
Other equity	17	17,140.34	17,811.75
<b>Total equity</b>		<b>18,792.27</b>	19,463.68
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
i. Borrowings	18	21.73	31.44
ii. Other financial liabilities	19	582.38	522.95
Provisions	20	116.84	90.21
Deferred tax liabilities	21	5,360.73	5,403.30
<b>Total non-current liabilities</b>		<b>6,081.68</b>	6,047.90
<b>Current liabilities</b>			
Financial liabilities			
i. Borrowings	18	8,246.10	7,979.48
ii. Trade payables	22	2,075.29	2,408.54
iii. Other financial liabilities	19	256.44	214.49
Provisions	20	219.81	212.16
Other current liabilities	23	41.27	31.89
<b>Total current liabilities</b>		<b>10,838.91</b>	10,846.56
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>35,712.86</b>	36,358.14
Summary of significant accounting policies	2		

See accompanying notes forming parts of financial statements

As per our report of even date  
**For Sharp & Tannan**  
Chartered Accountants  
Registration No - 109982W  
By the hand of

**Ashish Mandaliya**  
C.F.O. and Company Secretary  
(M.No.ACA-114044)  
(M.No.ACS-17289)

For and on behalf of Board

**Sunil J. Pathare**  
Chairman and Managing Director  
(DIN 00192182)

**Kapil J. Pathare**  
Whole-time Director  
(DIN 01089517)

**Tirtharaj Khot**  
Partner  
Membership No. (F) 037457  
Place: Mumbai  
Dated : May 20, 2019

**Devendra Vyas**  
Chief Finance Controller  
(M.No.ACA-150498)

Place: Mumbai  
Dated : May 20, 2019



**Statement of Profit and Loss for the year ended on March 31, 2019**

(₹ in Lakhs)

	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
<b>CONTINUING OPERATIONS</b>			
Revenue from operations	24	20,746.35	22,237.76
Other income	25	196.97	128.01
<b>Total revenue</b>		<b>20,943.32</b>	<b>22,365.77</b>
<b>Expenses</b>			
(a) Cost of materials consumed	26	12,141.43	13,187.84
(b) Changes in inventories of finished goods and work-in-progress	27	(25.36)	(354.43)
(c) Employee benefits expense	28	2,109.59	1,827.82
(d) Advertisement & publicity expenses		500.78	885.17
(e) Finance costs	29	880.70	1,093.36
(f) Depreciation and amortization expense	3 & 4	331.01	335.41
(g) Other expenses	30	5,656.24	5,641.29
<b>Total expenses</b>		<b>21,594.39</b>	<b>22,616.46</b>
<b>Profit / (Loss) before exceptional items and tax</b>		<b>(651.07)</b>	<b>(250.69)</b>
Exceptional items	31	-	(1.63)
<b>Profit / (Loss) before tax</b>		<b>(651.07)</b>	<b>(252.32)</b>
<b>Tax expense:</b>			
(a) Current tax expense for current year		-	-
(b) Current tax expense relating to prior years		-	79.07
(c) Deferred tax		(31.73)	(32.89)
<b>Income Tax expense:</b>		<b>(31.73)</b>	<b>46.18</b>
<b>Profit / (Loss) from continuing operations</b>		<b>(619.34)</b>	<b>(298.50)</b>
<b>DISCONTINUED OPERATIONS</b>			
Profit / (Loss) from discontinued operations (before tax)	31	-	(8.73)
Add / (Less): Tax expense of discontinued operations		-	-
<b>Profit / (Loss) from discontinued operations</b>		<b>-</b>	<b>(8.73)</b>
<b>TOTAL OPERATIONS</b>		<b>(619.34)</b>	<b>(307.23)</b>
<b>Profit / (Loss) for the year</b>		<b>(619.34)</b>	<b>(307.23)</b>
<b>Other comprehensive income</b>			
A(i) Items that will not be reclassified to profit or loss			
Re-measurement gain/(losses) on defined benefit plans		(21.63)	4.21
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B(i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Total other comprehensive income</b>		<b>(21.63)</b>	<b>4.21</b>
<b>Total comprehensive income for the period</b>		<b>(640.97)</b>	<b>(303.02)</b>
<b>Earnings per equity share (for continuing operations):</b>			
Basic		(0.75)	(0.36)
Diluted		(0.75)	(0.36)
<b>Earnings per equity share (for discontinued operations):</b>			
Basic		-	(0.01)
Diluted		-	(0.01)
<b>Earnings per equity share (for continuing &amp; discontinued operations):</b>			
Basic	34	(0.75)	(0.37)
Diluted	34	(0.75)	(0.37)
Summary of significant accounting policies	2		

See accompanying notes forming parts of financial statements

As per our report of even date

**For Sharp & Tannan**

Chartered Accountants  
Registration No - 109982W  
By the hand of

**Ashish Mandaliya**  
C.F.O. and Company Secretary  
(M.No.ACA-114044)  
(M.No.ACS-17289)

**Tirtharaj Khot**

Partner  
Membership No. (F) 037457  
Place: Mumbai  
Dated : May 20, 2019

**Devendra Vyas**  
Chief Finance Controller  
(M.No.ACA-150498)

For and on behalf of Board

**Sunil J. Pathare**  
Chairman and Managing Director  
(DIN 00192182)

**Kapil J. Pathare**  
Whole-time Director  
(DIN 01089517)

Place: Mumbai  
Dated : May 20, 2019



**Statement of change in equity for the year ended March 31, 2019**

**A. EQUITY SHARE CAPITAL:**

(₹ in Lakhs)

Particulars	Nos.	Amount
<b>Equity shares of ₹ 2/- each issued, subscribed and fully paid-up</b>		
As at March 31, 2018	8,25,96,519	1,651.93
Changes in equity share capital during the year	-	-
<b>At March 31, 2019</b>	<b>8,25,96,519</b>	<b>1,651.93</b>

**B. OTHER EQUITY:**

(₹ in lakhs)

Particulars	Reserves and Surplus					
	Capital Redemption Reserves	Securities Premium	General Reserves	Surplus / (Deficit) in Profit & Loss	Share based payment Reserves	Total equity
	(Note 17)	(Note 17)	(Note 17)	(Note 17)	(Note 17)	
<b>As at April 1, 2018</b>	4,035.00	7,472.40	817.30	5,456.61	30.44	17,811.75
Profit for the year	-	-	-	(619.34)	-	(619.34)
<b>Other comprehensive income</b>						
Re-measurement gains/(losses) on defined benefit plans	-	-	-	(21.63)	-	(21.63)
<b>Total comprehensive income</b>	-	-	-	(640.97)	-	(640.97)
Deletion for the year	-	-	-	-	(30.44)	(30.44)
Proposed Dividend on Equity Shares	-	-	-	-	-	-
Dividend Distribution Tax	-	-	-	-	-	-
<b>As at March 31, 2019</b>	<b>4,035.00</b>	<b>7,472.40</b>	<b>817.30</b>	<b>4,815.64</b>	<b>-</b>	<b>17,140.34</b>
<b>As at April 1, 2017</b>	4,035.00	3,689.49	817.30	5,759.62	-	14,301.41
Profit for the year	-	-	-	(307.22)	-	(307.22)
<b>Other comprehensive income</b>						
Re-measurement gains/(losses) on defined benefit plans	-	-	-	4.21	-	4.21
<b>Total comprehensive income</b>	-	-	-	(303.01)	-	(303.01)
Addition for the year	-	3,782.91	-	-	30.44	3,813.35
Proposed Dividend on Equity Shares	-	-	-	-	-	-
Dividend Distribution Tax	-	-	-	-	-	-
<b>As at March 31, 2018</b>	<b>4,035.00</b>	<b>7,472.40</b>	<b>817.30</b>	<b>5,456.61</b>	<b>30.44</b>	<b>17,811.75</b>

See accompanying notes forming parts of financial statements

As per our report of even date  
**For Sharp & Tannan**  
 Chartered Accountants  
 Registration No - 109982W  
 By the hand of

**Ashish Mandaliya**  
 C.F.O. and Company Secretary  
 (M.No.ACA-114044)  
 (M.No.ACS-17289)

For and on behalf of Board

**Sunil J. Pathare**  
 Chairman and Managing Director  
 (DIN 00192182)

**Kapil J. Pathare**  
 Whole-time Director  
 (DIN 01089517)

**Tirtharaj Khot**  
 Partner  
 Membership No. (F) 037457  
 Place: Mumbai  
 Dated : May 20, 2019

**Devendra Vyas**  
 Chief Finance Controller  
 (M.No.ACA-150498)

Place: Mumbai  
 Dated : May 20, 2019



**Cash Flow Statement for the year ended on March 31, 2019**

(₹ in Lakhs)

	Year ended March 31, 2019	Year ended March 31, 2018
<b>A. Cash Flow from Operating Activities</b>		
Profit before tax from		
Continuing operations before exceptional items	(651.07)	(250.68)
Discontinued operations	-	(8.73)
Profit before tax	(651.07)	(259.41)
Adjustment for:		
Depreciation and amortization	331.01	340.32
(Profit)/Loss on sale of assets (Net)	(0.56)	7.08
Re-measurement of defined benefit plans	(32.47)	6.38
Other Income	(141.07)	(80.07)
Interest Received	(43.12)	(46.86)
Rental Income from Investment Properties	(0.68)	(0.75)
Financial Cost	880.70	1,093.36
	993.81	1,319.46
<b>Operating Profit before Working Capital Changes</b>	<b>342.74</b>	<b>1,060.05</b>
<u>Changes in Working Capital</u>		
(Increase) / Decrease in inventories	179.39	(1,017.24)
(Increase) / Decrease in trade receivables	472.36	(1,231.18)
(Increase) / Decrease in employee benefit obligations	(4.85)	0.07
(Increase) / Decrease in other financial assets	0.20	(0.54)
(Increase) / Decrease in other current assets	(211.78)	(527.86)
Increase / (Decrease) in trade payables	(333.24)	140.88
Increase / (Decrease) in provisions	34.28	53.96
Increase / (Decrease) in other financial liabilities	40.97	(120.97)
Increase / (Decrease) in other current liabilities	9.38	(62.21)
Net Change in Working Capital	186.71	(2,765.09)
Cash Generated from Operations	529.45	(1,705.04)
Add/(Less):		
Direct Tax Refunds	-	49.27
Direct Taxes Paid	(6.43)	(6.12)
	(6.43)	43.15
Cash Flow from Exceptional items	-	(1.63)
<b>Net Cash Flow from / (used in) Operating Activities</b>	<b>(A) 523.02</b>	<b>(1,663.52)</b>
<b>B. Cash Flow From Investing Activities</b>		
Purchase of property, plant and equipment	(54.36)	(83.70)
Proceed from sale of property, plant and equipment	1.55	243.09
Other Income	141.07	80.07
Interest Income	43.12	46.86
Rental Income from Investment Properties	0.68	0.75
<b>Net Cash Flow from / (used in) Investing Activities</b>	<b>(B) 132.06</b>	<b>287.07</b>





**Cash Flow Statement for the year ended on March 31, 2019**

(₹ in Lakhs)

	Year ended March 31, 2019	Year ended March 31, 2018
<b>C. Cash Flow From Financing Activities</b>		
Proceeds from issues of shares	-	330.39
Proceeds from securities premium	-	3,782.91
Share Based Payment Reserve (Equity)	(30.44)	30.44
Proceeds from borrowings (Net)	257.66	(1,616.03)
Proceeds from security deposit from customer	62.30	45.22
Proceeds from retention money	(2.85)	12.13
Financial cost	(880.70)	(1,093.36)
Unclaimed Dividends transferred to IEPF	0.21	(3.61)
<b>Net Cash Flow from / (used in) Financing Activities</b>	<b>(C)</b> <b>(593.82)</b>	1,488.09
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>	<b>(A+B+C)</b> <b>61.26</b>	111.64
Cash and Cash Equivalents at the beginning of the year	<b>510.91</b>	399.27
Cash and Cash Equivalents at the end of the year	<b>572.17</b>	510.91
Comprises:		
(a) Cash on Hand	0.35	0.08
(b) Balances with Banks		
(i) In Current Accounts	1.26	0.60
(ii) In Deposit Accounts	560.48	500.36
(iii) In Earmarked Accounts: - Unpaid Dividend Account (Refer note below)	10.08	9.87
Net Increase in Cash & Cash Equivalents	<b>572.17</b>	510.91

**Note:** These earmarked account balances with banks can be utilized only for the specific identified purposes.

See accompanying notes forming parts of financial statements

As per our report of even date

**For Sharp & Tannan**  
Chartered Accountants  
Registration No - 109982W  
By the hand of

**Ashish Mandaliya**  
C.F.O. and Company Secretary  
(M.No.ACA-114044)  
(M.No.ACS-17289)

**Tirtharaj Khot**  
Partner  
Membership No. (F) 037457  
Place: Mumbai  
Dated : May 20, 2019

**Devendra Vyas**  
Chief Finance Controller  
(M.No.ACA-150498)

For and on behalf of Board

**Sunil J. Pathare**  
Chairman and Managing Director  
(DIN 00192182)

**Kapil J. Pathare**  
Whole-time Director  
(DIN 01089517)

Place: Mumbai  
Dated : May 20, 2019



## Notes forming part of the financial statements as of March 31, 2019

### 1 Corporate Information

VIP Clothing Limited (formerly known as Maxwell Industries Ltd.) (the 'Company') is domiciled in India. The Company was incorporated on January 14, 1991. The Company's Identification No. is L18101MH1991PLC059804. The Company's registered office is at C-6, Road No. 22, MIDC, Andheri (East), Mumbai- 400093. The Company is a leading Manufacturer, Marketing and Distributor of Men's and Women's innerwear and socks under the brand name VIP, Frenchie, Feelings, Leader and Eminence. The Company's equity shares are listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

The financial statements were approved for issue by the Company's Board of Directors on May 20, 2019.

### 2 Summary of Significant Accounting Policies

#### 2.1 Compliance with Ind AS:

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, the Companies (Indian Accounting Standards) Amendment Rules, 2016 and the Companies (Indian Accounting Standards) Amendment Rules, 2017 as amended from time to time.

#### 2.2 Basis for Preparation of Financial Statements:

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities (including derivative financial instruments) that are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the considerations given in exchange for goods and services.

The financial statements are presented in INR (₹) and all the values are rounded off to the nearest rupees in lakh except when otherwise indicated.

#### Going Concern

As at March 31, 2019, the Company's paid-up capital and reserves were Rs. 18,792.28 lakhs. The Company's management believes that the Company will continue to operate as a going concern and meet all its liabilities as they fall due for payment and consequently will be in a position to continue in operation for the foreseeable future, to realise its assets and to discharge its liabilities in the normal course of business.

Accordingly, these financial statements have been prepared on a going concern basis and do not include any adjustments relating to the recoverability and classification of recorded assets, or to amounts and classification of liabilities that may be necessary if the entity is unable to continue as a going concern.

#### 2.3 Current versus Non-current classification

The Company presents assets and liabilities in balance sheet based on current/non-current classification.

An asset is current when it is:

- 1) Expected to be realised or intended to be sold or consumed in normal operating cycle;
- 2) Held primarily for the purpose of trading;
- 3) Expected to be realised within twelve months after the reporting period; or
- 4) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- 1) It is expected to be settled in normal operating cycle;
- 2) It is held primarily for the purpose of trading;
- 3) It is due to be settled within twelve months after the reporting period; or
- 4) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as Non-current assets and liabilities.

Advance tax paid is classified as Current assets.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

## Notes forming part of the financial statements as of March 31, 2019

### 2.4 Property, plant and equipment and Other intangible assets:

#### Property, Plant and Equipment (PPE)

Property, plant and equipment (PPE) held for use in production or supply of goods or services or for administrative purposes are stated at cost less accumulated depreciation/amortization less accumulated impairment, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use.

Capital work-in-progress for production, supply of administrative purposes is carried at cost less accumulated impairment loss, if any, until construction and installation are complete and the asset is ready for its intended use.

Depreciation is recognized (other than on capital work-in-progress) on a straight line method over the estimated useful lives of assets. Depreciation on assets acquired/ purchased, sold/discarded during the year is provided on a pro-rata basis from the date of each addition till the date of sale/retirement. The estimated useful lives of assets are stated below:

Particulars	Useful Life (in years)
Building	30 years
Plant and Machinery	15 years
Furniture and Fixtures	10 years
Vehicles	8 years
Office equipment	5 years
Electrical installations and equipment	10 years
Computer Equipment	3 years / 6 years
Software	6 years

*Useful life of assets consistent with the useful life specified in the Schedule II of the Companies Act, 2013.*

The useful lives of assets is assessed based on a technical evaluation, taking into account the nature of assets, the estimated usage of assets, the operating conditions of the assets, past history of replacement, anticipated technological changes, maintenance history, etc. The estimated useful life is reviewed at the end of each reporting period, with effect of any change in estimate being accounted for on a prospective basis.

Where the cost of part of the asset is significant to the total cost of the assets and the useful life of that part is different from the useful of the remaining asset, useful life of that significant part is determined separately. Depreciation of such significant part, if any, is based on the useful life of that part.

Freehold land is not depreciated.

Subsequent Expenditure relating to PPE is capitalised only when it is probable that future economic benefits will flow to the Company and cost of the item can be measured reliably.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment, determined as the difference between the sales proceeds and the carrying amount of the asset, is recognized in the Statement of Profit and Loss.

#### Intangible assets:

An intangible asset shall be recognized if, and only if: (a) it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity; and (b) the cost of the asset can be measured reliably. The entity assesses the probability of expected future economic benefits using reasonable and supportable assumptions that represent management's best estimate of the set of economic conditions that will exist over the useful life of the asset. An intangible asset is measured initially at cost.

Amortisation is recognized on a straight line basis over their estimated useful lives, which reflects the pattern in which the asset's economic benefits are consumed.

An intangible asset is de-recognized on disposal or when no future economic benefits are expected from their use. Gain or loss arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds, if any, and the carrying amount of the respective intangible assets as on the date of de-recognition.

## Notes forming part of the financial statements as of March 31, 2019

### 2.5 Leases:

At the inception of a lease, the lease arrangement is classified either as a finance lease or an operating lease, based on the substance of the lease arrangement. Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### Assets taken on finance lease

Assets held under finance leases are initially recognized as an asset and a lease obligation at the lower of the fair value of the asset and the present value of minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Minimum lease payments are apportioned between finance expense and reduction of the outstanding lease obligation. Finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease obligation. Finance expense is recognized immediately in the Statement of Profit and Loss, unless they are directly attributable to qualifying asset, in which case they are capitalized in accordance with the policy on borrowing costs.

#### Assets taken on operating lease

Rental expenses from operating leases are generally recognized in profit or loss on a straight-line basis over the term of the lease, unless the payments are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

### 2.6 Impairment of tangible and intangible assets:

At the end of each reporting period, the Company reviews the carrying amounts of tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of individual asset, the Company estimates the recoverable amount of the cash generating unit to which an individual asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing, value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount.

### 2.7 Inventories:

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition is accounted for as follows:

**Raw materials, stores and spare parts and traded goods:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

**Finished goods and work in progress:** cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on weighted average basis.

Net realisable value represents the estimated selling price for inventories less all estimated cost of completion and costs necessary to make the sale.

### 2.8.A Revenue recognition:

Effective April 1, 2018, the Company has adopted Ind AS 115 "Revenue from Contracts with Customers" with modified retrospective approach. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue to be recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services.

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, Goods and service tax and amounts collected on behalf of third parties.

#### Sale of goods

Revenue from sale of goods is recognized at the point in time when control of the goods is transferred to the customer. The revenue is measured on the basis of the consideration defined in the contract with customer, including variable consideration, such as discounts, or other contractual reductions.



## Notes forming part of the financial statements as of March 31, 2019

### Sale of services

In contracts involving the rendering of services, revenue is recognised when services is rendered.

### **2.8.B Other Income:**

#### Interest income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset's net carrying amount on initial recognition.

#### Dividends

Revenue is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

#### Export Incentives

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

### **2.9 Foreign currencies:**

The financial statements are presented in Indian rupees, which is the functional currency of the Company.

Transactions in currencies other than the Company's functional currency are recognized at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the closing exchange rate prevailing as at the reporting date. Non-monetary assets and liabilities denominated in a foreign currency are translated using the exchange rate prevailing at the date of initial recognition (in case measured at historical cost) or at the rate prevailing at the date when the fair value is determined (in case measured at fair value).

Foreign exchange differences are recognized in profit or loss in the period in which they arise except for exchange difference on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest cost on those foreign currency borrowings.

### **2.10 Employee Benefits:**

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on project unit credit method as at the balance sheet date. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognized in OCI are not to be subsequently reclassified to statement of profit and loss. As required under Ind AS compliant Schedule III, the Company transfers it immediately to retained earnings.

The cost of short term compensated absences are provided for based on estimates. Long term compensated absence are provided for based on estimates. Long term compensated absence costs are provided for based on actuarial valuation using the project presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Contributions payable to recognized provident funds, which are defined contribution schemes, are charged to the statement of profit and loss.

### **2.11 Share based payments**

Company has equity-settled employee stock option plans. The stock options granted to employees in pursuant to the Group's Stock Options Schemes, are measured at the fair value of the options at the grant date. The fair value of the options is treated as discount and accounted as employee benefit expenses over the vesting period on a straight line basis. The amount recognized as expense in each year is arrived at based on the number of grants expected to vest. If a grant is cancelled before the vesting period, the cumulative discount recognized as expense in respect of such grant is reduced from Employee benefit expenses charged to statement of profit and loss.

### **2.12 Borrowing costs:**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization. All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

### **2.13 Taxation:**

Income tax expense represents the sum of tax currently payable and deferred tax.



## Notes forming part of the financial statements as of March 31, 2019

### Current tax

The tax currently payable is based on the taxable profit for the year. Taxable profit differs from profit before tax as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The current tax is calculated using the tax rates that have been enacted or substantially enacted by the end of the reporting period.

Advance taxes and provisions for current income taxes are presented in the balance sheet after offsetting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on net basis.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

### Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profits. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax asset is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realized, based on tax laws (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

### Current tax and deferred tax for the year

Current and deferred tax are recognized in the Statement of Profit and Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

## **2.14 Provisions:**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at the end of each reporting period.

The amount recognized as provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.



## Notes forming part of the financial statements as of March 31, 2019

### Contingent liabilities and contingent assets

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. When there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

### **2.15 Financial instruments:**

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or liabilities on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

#### **Financial assets**

##### Classification and subsequent measurement

Loans and receivables: Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are initially recognized at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment.

These include trade receivables, loans, deposits, balances with banks, and other financial assets with fixed or determinable payments.

##### Impairment

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, other contractual right to receive cash or other financial assets or other financial assets not designated at fair value through profit or loss. The loss allowance for a financial instrument is equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increase significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal 12-month expected credit losses. 12-month expected credit losses are portion of the lifetime expected credit losses and represent the lifetime cash shortfalls that will result if the default occurs within 12 months after the reporting date.

For trade receivables or any contractual right to receive cash or another financial assets that results from transactions that are within the scope of Ind AS 115, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses. The Company has used a practical expedient permitted by Ind AS 109 and determines the expected credit loss allowance based on a provision matrix which takes into account historical credit loss experience and adjusted for forward looking information.

##### Reclassification of Financial assets:

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

#### **Financial liabilities**

##### Classification

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

##### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received net of direct issue costs.

##### Subsequent measurement

Financial liabilities (that are not held for trading or not designated at fair value through profit or loss) are measured at amortized cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortized cost are determined based in the effective interest method.

## Notes forming part of the financial statements as of March 31, 2019

Effective interest method is a method of calculating amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

### Foreign exchange gains and losses

Financial liabilities denominated in a foreign currency and are measured at amortized cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortized cost of the instruments and are recognized in the Statement of Profit and Loss.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured at fair value through profit or loss, the foreign exchange component forms part of the fair value gains or losses and is recognized in the Statement of Profit and Loss.

### De-recognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

## **2.16 Cash and cash equivalents:**

Cash and cash equivalents comprise cash in hand and unencumbered, highly liquid bank and other balances (with original maturity of three months or less) that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

## **2.17 Earnings per share:**

The Company reports basic and diluted earnings per share (EPS) in accordance with Indian Accounting Standard 33 "Earnings per Share". Basic EPS is computed by dividing the net profit or loss attributable to ordinary equity holders of the parent entity by the weighted average number of equity shares outstanding during the period. Diluted EPS is computed by dividing the net profit or loss attributable to ordinary equity holders of the parent entity by weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential ordinary shares dilutive potential equity shares (except where the results are anti-dilutive).

## **2.18 Critical accounting judgements and key sources of estimation uncertainty:**

In the application of the Company's accounting policies, which are described in Note 2, the Management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

### **2.18.1 Impairment of property, plant and equipment**

Determining whether property, plant and equipment is impaired requires an estimation of the value in use of the cash-generating unit. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. When the actual future cash flows are less than expected, a material impairment loss may arise.

### **2.18.2 Useful lives of property, plant and equipment**

The Company reviews the estimated useful lives of property, plant and equipment at the end of each reporting period. During the currently year, the directors have determined that no changes are required to the useful lives of assets.

### **2.18.3 Discount rate - defined benefit obligation**

The Company's defined benefit obligation is discounted at a rate set by reference to market yields at the end of the reporting period on high quality corporate bonds. Significant judgement is required when setting the criteria for bonds to be included in the population from which the yield curve is derived. The most significant criteria considered for the selection of bonds include the issue size of the corporate bonds, quality of the bonds and the identification of outliers which are excluded.





## Notes forming part of the financial statements as of March 31, 2019

### 2.18.4 Provision for litigations and contingencies

The provision for litigations and contingencies are determined based on evaluation made by the management of the present obligation arising from past events the settlement of which is expected to result in outflow of resources embodying economic benefits, which involves judgements around estimating the ultimate outcome of such past events and measurement of the obligation amount. Due to the judgements involved in such estimations the provisions are sensitive to the actual outcome in future periods.

### 2.18.5 Fair Value Measurement

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the Ind AS 113 – Fair Value Measurement. An explanation of each level is as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 – Unobservable inputs for the asset or liability.

### 2.19 Standards issued but not yet effective

Ind AS 116 Leases was notified by the Ministry of Corporate Affairs (MCA) on March 30, 2019 and it replaces Ind AS 17 Leases, including appendices thereto, Ind AS 116 is effective for annual periods beginning on or after April 1, 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The Standard includes two recognition exemptions for lessees — leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognize a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right of use asset). Lessees will be required to separately recognize the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Lessees will be also required to remeasure the lease liability upon the occurrence of certain events e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognize the amount of the re-measurement of the lease liability as an adjustment to the right-of-use asset.

Lessor accounting under Ind AS 116 is substantially unchanged from today's accounting under Ind AS 17. Lessors will continue to classify all leases using the same classification principle as in Ind AS 17 and distinguish between two types of leases: operating and finance leases.

The Company intends to adopt the standard from April 1, 2019, the Company is in the process of evaluating the requirements of the standard and its impact on its financial statements.

#### 2.20.A Amendment to Ind AS 19 – Employee Benefits

On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 19 – Employee Benefits in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement and to recognize in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling. The amendment will come into force for accounting periods beginning on or after April 1, 2019, though early application is permitted. The effect on adoption would be insignificant in the financial statements.

#### 2.20.B Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, uncertainty over Income Tax treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined by applying this Appendix. The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019. The Company does not have any impact on account of this amendment.

#### 2.20.C Amendment to Ind AS 109, Financial Instruments

Amendment relating to the classification of particular pre-payable financial assets. The effective date for adoption of Amendment to Ind AS 109 - Financial Instruments is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019. The Company does not have any impact on account of this amendment.



Notes forming part of the financial statements as of March 31, 2019

Note No.3: Property, plant and equipment

(₹ in lakhs)

Particulars	Land (Freehold)	Building (Warehouse)	Building (Factory)	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Electrical installation	Computers and accessories	Total
<b>Gross Block</b>										
<b>As April 1, 2017</b>	1,334.91	5.88	2,009.81	2,287.08	66.87	206.54	63.62	29.51	215.05	6,219.27
Additions	-	-	2.68	10.11	6.21	48.24	3.67	0.81	11.23	82.95
Deletions/(Adjustment)	44.08	-	126.55	126.94	7.65	77.72	8.57	22.04	11.54	425.09
<b>At March 31, 2018</b>	1,290.83	5.88	1,885.94	2,170.25	65.43	177.06	58.72	8.28	214.74	5,877.13
Additions	-	-	-	13.39	6.90	4.23	15.05	-	12.71	52.28
Inter-Branch Transfer	-	-	-	-	-	-	3.02	-	(34.65)	(31.63)
Deletions/(Adjustment)	-	-	-	-	-	2.99	1.31	-	-	4.30
<b>At March 31, 2019</b>	1,290.83	5.88	1,885.94	2,183.64	72.33	178.30	75.48	8.28	192.80	5,893.48
<b>Depreciation</b>										
<b>As April 1, 2017</b>	-	3.55	494.69	754.78	6.95	140.27	51.85	13.58	189.25	1,654.92
Depreciation for the year	-	0.45	63.57	179.71	14.77	21.67	3.53	0.63	11.50	295.83
On disposals	-	-	28.75	49.89	3.88	61.48	8.14	11.80	10.97	174.91
<b>At March 31, 2018</b>	-	4.00	529.51	884.60	17.84	100.46	47.24	2.41	189.78	1,775.84
Depreciation for the year	-	0.45	63.61	180.16	8.97	18.15	5.82	0.45	6.04	283.65
Inter-Branch Transfer	-	-	-	-	-	-	0.08	-	(27.74)	(27.66)
On disposals	-	-	-	-	-	2.42	0.88	-	-	3.30
<b>At March 31, 2019</b>	-	4.45	593.12	1,064.76	26.81	116.19	52.26	2.86	168.08	2,028.53
<b>Net Block</b>										
<b>At March 31, 2018</b>	1,290.83	1.88	1,356.43	1,285.65	47.59	76.60	11.48	5.87	24.96	4,101.29
<b>At March 31, 2019</b>	1,290.83	1.43	1,292.82	1,118.88	45.52	62.11	23.22	5.42	24.72	3,864.95

Refer note 18 for hypothecation of property, plant and equipment against borrowing.

Note No.4: Intangible Assets

(₹ in lakhs)

Particulars	Computer Software	License / Brands	Total
<b>Gross Block</b>			
<b>As April 1, 2017</b>	234.16	12,397.10	12,631.26
Additions	0.75	-	0.75
Deletions/(Adjustment)	-	-	-
<b>At March 31, 2018</b>	234.91	12,397.10	12,632.01
Additions	2.08	-	2.08
Inter-Branch Transfer	31.64	-	31.64
Deletions/(Adjustment)	-	-	-
<b>At March 31, 2019</b>	268.63	12,397.10	12,665.73
<b>Depreciation</b>			
<b>As April 1, 2017</b>	85.56	-	85.56
Depreciation for the year	44.50	-	44.50
On disposals	-	-	-
<b>At March 31, 2018</b>	130.06	-	130.06
Depreciation for the year	47.36	-	47.36
Inter-Branch Transfer	27.66	-	27.66
On disposals	-	-	-
<b>At March 31, 2019</b>	205.08	-	205.08
<b>Net Block</b>			
<b>At March 31, 2018</b>	104.85	12,397.10	12,501.95
<b>At March 31, 2019</b>	63.55	12,397.10	12,460.65



## Notes forming part of the financial statements as of March 31, 2019

### Note No. 5: Financial assets - Non Current Investment

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(A) Investment in Government or trust securities		
(i) Government securities NSC	0.90	0.90
(B) Investment in Shares		
(i) Investment in Saraswat Bank	0.25	0.25
	<b>1.15</b>	<b>1.15</b>

### Note No.6: Financial assets - Non Current Others

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Security deposits	100.11	124.19
	<b>100.11</b>	<b>124.19</b>

### Note No.7: Other non-current assets

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Advance payment lease rent	36.58	37.02
	<b>36.58</b>	<b>37.02</b>

### Note No.8: Inventories

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(As certified by the Management)		
Raw materials	3,749.07	3,953.81
Stock in Process	2,100.41	2,076.79
Finished goods	5,320.05	5,318.32
<b>Total</b>	<b>11,169.53</b>	<b>11,348.92</b>



## Notes forming part of the financial statements as of March 31, 2019

### Note No.9: Financial Assets - Trade receivables

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Trade receivables outstanding for a period exceeding six months</b>		
Unsecured, considered good	1,962.79	1,319.28
Doubtful	332.61	560.70
	<b>2,295.40</b>	1,879.98
Less: Provision for doubtful trade receivables	332.61	560.70
	<b>1,962.79</b>	1,319.28
<b>Other Trade receivables</b>		
Secured, considered good	573.11	510.81
Unsecured, considered good	3,508.27	4,686.44
	<b>4,081.38</b>	5,197.25
<b>Total</b>	<b>6,044.17</b>	6,516.53

### Note No.10: Financial Assets - Cash and cash equivalents

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(i) Cash on hand	0.35	0.08
(ii) Balances with banks - In current accounts	1.25	0.60
<b>Total</b>	<b>1.60</b>	0.68

### Note No.11: Financial Assets - Bank balance other than 10(ii) above

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
In deposit accounts *	539.18	479.84
Interest receivable	21.29	20.52
In earmarked accounts		
Unpaid dividend accounts	10.08	9.87
<b>Total</b>	<b>570.55</b>	510.23

\* The company has kept as a margin of fixed deposits to the extent of ₹ 7.35 lakhs with banks for bank guarantees as lien.

### Note No.12: Financial Assets - Employee loans and advances

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Loan/advances to employee - Unsecured (considered good)	28.74	23.89
<b>Total</b>	<b>28.74</b>	23.89



## Notes forming part of the financial statements as of March 31, 2019

### Note No.13: Financial Assets - Other financial assets - (Current)

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Rent receivables	0.76	0.96
<b>Total</b>	<b>0.76</b>	<b>0.96</b>

### Note No.14: Current tax assets (net)

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Income tax assets (net)</b>		
TDS receivable	13.40	6.96
<b>Net Income tax assets / (liabilities)</b>	<b>13.40</b>	<b>6.96</b>

### Note No.15: Other current assets

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Capital advances	5.99	-
Advances other than capital advances		
Advances to vendor	136.80	206.88
Others		
Sales tax refund receivable	454.46	480.86
Duty drawback receivable	6.75	34.08
ROSL Income receivable	9.48	-
Others	11.12	13.02
GST receivables	748.64	401.70
Prepaid expenses	47.43	47.83
<b>Total</b>	<b>1,420.67</b>	<b>1,184.37</b>

### Note No.16: Equity Share Capital

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Authorised :</b>		
15,00,00,000 Equity Shares of ₹ 2/- each	3,000.00	3,000.00
45,00,000 Preference Shares of ₹ 100/- each	4,500.00	4,500.00
	<b>7,500.00</b>	<b>7,500.00</b>
<b>Issued, Subscribed and Fully Paid-up :</b>		
8,25,96,519 Ordinary Shares of ₹ 2/- each (Previous year 8,25,96,519 Ordinary Shares of ₹ 2/- each)	1,651.93	1,651.93
	<b>1,651.93</b>	<b>1,651.93</b>



## Notes forming part of the financial statements as of March 31, 2019

### 16.1 Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:

Particulars	As at March 31, 2019 Nos.	As at March 31, 2018 Nos.
Opening	8,25,96,519	6,60,77,215
Add/(Less): Issued/(bought back) of shares	-	1,65,19,304
Closing	8,25,96,519	8,25,96,519

Note:  
During the last Financial year 2017-18, your Company had issued on Rights basis 1,65,19,304 fully paid-up equity shares of face value of ₹ 2/- each for cash at a price of ₹ 26/- per equity share including a share premium of ₹ 24/- per equity share aggregating up to ₹ 4295.02 Lakhs to the existing equity shareholders, in the ratio of 1 fully paid up equity shares for every 4 fully paid-up equity shares held by the existing equity shareholders on the record date, i.e. November 20, 2017. The Rights Issue was open for subscription from November 28, 2017 to December 12, 2017.

### 16.2 Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2019		As at March 31, 2018	
	Number of shares	% Held	Number of shares	% Held
Equity shares				
Sunil J Pathare	1,67,42,008	20.27%	1,67,42,008	20.27%
Kapil J. Pathare	1,48,15,548	17.94%	1,48,15,548	17.94%
Lalita J. Pathare	1,03,07,937	12.48%	1,03,07,937	12.48%
Subhkam Properties LLP	95,00,000	11.50%	95,00,000	11.50%

### 16.3 Rights, Preference and Restriction attached to Shares.

The Company has two class of shares, one is Equity shares having face value of ₹ 2/- each per share and another Preference shares of ₹ 100/- each. Each holder of equity share is entitled to one vote per share. The Preference shares does not carry voting rights but entitled to get the dividend. The dividend, if any, proposed by the Board of Directors is subject to the approval of the equity shareholder in their ensuing general meeting. In the event of liquidation of the Company, the holder of equity shareholders will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts (including redeemable Preference Shares). The distribution will be in proportion to the number of equity shares held by the shareholder.

16.4 The Company does not have any Holding Company or Subsidiary Company, Hence disclosure of shares held by Holding Company and Subsidiary Company does not arise.



**Notes forming part of the financial statements as of March 31, 2019**

**Note No.17: Other Equity**

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Capital Redemption Reserve	4,035.00	4,035.00
(b) Securities Premium	7,472.40	7,472.40
(c) General Reserve	817.30	817.30
(d) Surplus / (Deficit) in Statement of Profit and Loss	4,815.64	5,456.61
(e) Share based payment reserves (Equity)*	-	30.44
	<b>17,140.34</b>	<b>17,811.75</b>

\*Employee Stock Options (ESOP) of 9,09,000 granted to the eligible employees under ESOS-2017 scheme by the Company has been cancelled at the NRC meeting held on March 18, 2019. The amount of ₹ 205.95 lakhs has been reversed during the 4<sup>th</sup> quarter ended on March 31, 2019 (the amount of ₹ 175.51 lakhs of Current FY 2018-19 and ₹ 30.44 lakhs of Previous FY 2017-18).

**Note No.18: Financial Liabilities - Borrowings**

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(A) Non Current borrowings</b>		
Vehicle loan	21.73	31.44
	<b>21.73</b>	<b>31.44</b>
<b>(B) Current borrowings</b>		
From bank		
Cash credit	6,956.21	5,657.44
IDBI bank purchase bill discounting	30.95	455.30
LC Bill Acceptance	1,258.94	1,866.74
<b>Total</b>	<b>8,246.10</b>	<b>7,979.48</b>

Notes:

Working capital loan secured by way of hypothecation of inventories, book debts and movable property, plant and equipment of the Company and further secured by way of first charge of property situated at GIDC-Umbergaon (Gujarat), Thingalur (Tamil Nadu), Edyaarpalayam (Tamil Nadu), Kon village-Kalyan (Maharashtra).

**Note No.19: Other financial liabilities**

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(A) Non Current other financial liabilities</b>		
Security deposits from customers	573.10	510.82
Retention money	9.28	12.13
	<b>582.38</b>	<b>522.95</b>
<b>(B) Current other financial liabilities</b>		
Current maturities of long-term debt	9.71	8.95
Unpaid dividends #	10.08	9.87
Others	236.65	195.67
<b>Total</b>	<b>256.44</b>	<b>214.49</b>

# The figures reflect the position as at year end. The actual amount to be transferred to the Investor Education and Protection Fund in this respect shall be determined on the due date.



**Notes forming part of the financial statements as of March 31, 2019**

**Note No.20: Provisions**

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(A) Non Current provisions</b>		
<b>Provision for employee benefits:</b>		
Leave encashment payable	50.87	48.49
Gratuity payable	32.13	7.88
<b>Provision for compensation:</b>		
Provision for compensation	33.84	33.84
	<b>116.84</b>	<b>90.21</b>
<b>(B) Current provisions</b>		
Provisions for expenses	209.29	200.03
Leave encashment payable	10.52	12.13
<b>Total</b>	<b>219.81</b>	<b>212.16</b>

Note: High court of Madras has passed an order against the Company, under this order the Company was directed to pay Cotton Corporation of India Ltd. a sum of ₹ 33.84 Lakhs in form of compensation for the loss suffered, subject to dispute, provision has been recognized.

**Reconciliation of provisions**

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(A) Provision for Employee benefits</b>		
<b>Balance at the beginning of the year</b>	<b>68.50</b>	<b>67.82</b>
Additions during the year	59.52	2.71
Utilised during the year	34.50	2.03
Balance at the end of the year	<b>93.52</b>	<b>68.50</b>
<b>(B) Provision for others than employee benefits</b>		
<b>Balance at the beginning of the year</b>	<b>233.87</b>	<b>180.58</b>
Additions during the year	201.72	226.30
Utilised during the year	192.46	173.01
<b>Balance at the end of the year</b>	<b>243.13</b>	<b>233.87</b>

**Note No.21: Deferred tax liabilities (Net)**

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Opening Balance</b>	<b>5,403.30</b>	<b>5,434.02</b>
Tax effect of items constituting deferred tax liability	-	-
Difference between WDV as per books and Income Tax	-	-
Gratuity	-	-
Leave Encashment	-	6.25
Valuation of License / Brands	-	-
Tax effect of items constituting deferred tax liability	-	6.25
Tax effect of items constituting deferred tax assets	-	-
Difference between WDV as per books and Income Tax	<b>34.02</b>	<b>28.14</b>
Gratuity	<b>8.29</b>	<b>8.83</b>
Leave Encashment	<b>0.26</b>	<b>-</b>
Tax effect of items constituting deferred tax assets	<b>42.57</b>	<b>36.97</b>
<b>Net deferred tax liability</b>	<b>(42.57)</b>	<b>(30.72)</b>
<b>Closing Balance</b>	<b>5,360.73</b>	<b>5,403.30</b>

The Company has recognized deferred tax assets to the extent of the corresponding deferred tax liability on the difference between the book balance and the written down value of fixed assets under Income tax. On conservatism basis, Management has not recognized the deferred tax assets on brought forward business losses.





## Notes forming part of the financial statements as of March 31, 2019

### Note No.22: Financial Liabilities - Trade payables

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Other than Acceptance</b>		
Total outstanding dues of Micro, Small and Medium Enterprises	42.34	15.51
Total outstanding dues of Creditors other than Micro, Small and Medium Enterprises	2,032.95	2,393.03
<b>Total</b>	<b>2,075.29</b>	<b>2,408.54</b>

Payment against supplies from Small scale and ancillary undertakings are generally made in accordance with agreed credit terms.

#### Details of dues to Micro, Small and Medium Enterprises as defined under the MSMED Act, 2006

The Company has amounts due to Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) as at March 31, 2019 & March 31, 2018. The details in respect of such a dues are as follows:

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Principal amount remaining unpaid to any supplier as at the end of the accounting year	42.34	15.51
The amount of Interest due and accrued thereon remaining unpaid at the end of the accounting year	6.36	-

The above information has been furnished to the extent such parties have been identified by the Company.

### Note No.23: Other current liabilities

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Advances others		
Advances from customers	1.68	(0.01)
Others		
Other statutory payables	36.28	30.62
GST-RCM payables	3.31	1.28
<b>Total</b>	<b>41.27</b>	<b>31.89</b>

### Note No.24: Revenue from operations

(₹ in lakhs)

Particulars	For the period ended March 31, 2019	For the period ended March 31, 2018
(a) Sale of products (Refer Note (i) )	20,442.95	22,071.68
(b) Other operating revenues (Refer Note (ii) )	303.40	166.08
<b>Total</b>	<b>20,746.35</b>	<b>22,237.76</b>
Note		
(i) Sale of products:-		
Knit wear	20,441.44	21,766.70
Fabric	1.51	304.98
<b>Total</b>	<b>20,442.95</b>	<b>22,071.68</b>
(ii) Other operating revenues:-		
Sale of scrap	41.20	46.73
Job Work	185.49	37.88
Duty drawback and other export incentives	29.46	62.94
ROSL Income Received	47.25	18.53
<b>Total</b>	<b>303.40</b>	<b>166.08</b>



**Notes forming part of the financial statements as of March 31, 2019**

**Note No.25: Other Income**

(₹ in lakhs)

Particulars	For the period ended March 31, 2019	For the period ended March 31, 2018
(a) Interest income	43.12	46.86
(b) Rental income from investment properties	0.68	0.75
(c) Profit on sale of fixed assets (net of expenses directly attributable)	0.56	0.33
(d) Miscellaneous income	141.08	80.07
(e) Foreign exchange gain	11.53	-
<b>Total</b>	<b>196.97</b>	<b>128.01</b>

**Note No.26: Cost of Material consumed**

(₹ in lakhs)

Particulars	For the period ended March 31, 2019	For the period ended March 31, 2018
Opening stock	3,953.81	3,290.99
Add: Purchases	11,936.69	13,850.66
	15,890.50	17,141.65
Less: Closing stock	3,749.07	3,953.81
<b>Cost of material consumed</b>	<b>12,141.43</b>	<b>13,187.84</b>

**Note No.27: Change of Inventory of Finished Goods and Work in Progress**

(₹ in lakhs)

Particulars	For the period ended March 31, 2019	For the period ended March 31, 2018
<b>Inventories at the end of the year:</b>		
Finished goods	5,320.05	5,318.32
Work-in-progress	2,100.42	2,076.79
	7,420.47	7,395.11
<b>Inventories at the beginning of the year:</b>		
Finished goods	5,318.32	4,049.10
Work-in-progress	2,076.79	2,991.58
	7,395.11	7,040.68
<b>Net (increase) / decrease</b>	<b>(25.36)</b>	<b>(354.43)</b>

**Note No.28: Employee benefit expenses**

(₹ in lakhs)

Particulars	For the period ended March 31, 2019	For the period ended March 31, 2018
Salaries and wages	1,895.74	1,611.37
Contributions to provident and other fund	127.08	131.94
Staff welfare expenses	86.77	84.51
<b>Total</b>	<b>2,109.59</b>	<b>1,827.82</b>



**Notes forming part of the financial statements as of March 31, 2019**

**Note No.29: Finance cost**

(₹ in lakhs)

Particulars	For the period ended March 31, 2019	For the period ended March 31, 2018
(a) Interest expense on:-		
(i) Borrowings	700.09	868.04
(ii) Interest on security deposit	38.61	35.57
(b) Other borrowing costs:-		
Processing Charges	28.69	44.65
Bank charges	113.31	145.10
<b>Total</b>	<b>880.70</b>	<b>1,093.36</b>

**Note No.30: Other expenses**

(₹ in lakhs)

Particulars	For the period ended March 31, 2019	For the period ended March 31, 2018
Books & Periodicals	4.04	3.85
Business promotion	351.81	355.88
Communication (Postage & Telephone)	53.12	46.93
Festival Expenses	13.05	9.89
Freight and forwarding	540.10	520.18
Freight Inward	170.06	145.72
Garmenting charges	20.34	358.14
Bus Hire Charges	295.72	286.37
Insurance	39.73	40.32
Knitting and processing charges	2,457.84	2,328.81
Legal and professional	242.83	142.13
Loss on fixed assets sold / scrapped / written off	-	7.41
Membership & Seminar Expenses	2.56	1.62
Expenditure towards Corporate Social Responsibility (CSR) Activities	-	6.52
Miscellaneous expenses	20.81	17.95
Net loss on foreign currency transactions and translation (other than considered as finance cost)	-	8.78
Payments to auditors (Refer Note below)	20.75	19.56
Power and fuel	94.09	94.78
Printing & stationery and Computer Expenses	72.78	66.88
Provision for doubtful debts	75.00	-
Bad Debts Written Off	1.45	37.87
Rates and taxes	48.44	59.10
Rent	138.30	142.37
Lease Rent	0.44	0.44
Purchases trading items	78.40	48.03
Repairs and maintenance - Buildings	58.96	66.17
Repairs and maintenance - Machinery	67.10	58.07
Repairs and maintenance - Others	62.34	67.29
Sales commission	151.92	165.84
Sales Tax & Turnover Tax	26.35	16.44
GST Tax expenses	0.51	4.46
Security Service Charges	46.24	55.32
Travelling, conveyance and motor car	489.77	418.75
Water Expenses	5.03	5.58
Interest paid to MSME Vendor	6.36	-
Compensation	-	33.84
<b>Total</b>	<b>5,656.24</b>	<b>5,641.29</b>



**Notes forming part of the financial statements as of March 31, 2019**

**Notes:**

(₹ in lakhs)

Particulars	For the period ended March 31, 2019	For the period ended March 31, 2018
Payments to the auditors comprises (net of service tax/GST input credit, where applicable):		
As auditors - statutory audit	16.50	14.13
For taxation matters	3.00	3.00
For Company law matters	-	0.50
For Right issue expenses	-	10.00
For other services	-	0.10
Reimbursement of expenses	1.25	1.83
<b>Total</b>	<b>20.75</b>	<b>29.56</b>

**Note No. 31: Exceptional item and Discontinued Operations**

During the preceeding financial year, Company had sold off the Knitting unit on November 17, 2017 situated at 360/13, Ganesh Industrial Estate, Village Kachigam, Nani Daman, Daman - 396210, for a consideration of ₹ 150 Lakhs and booked the capital loss of ₹ 35.39 Lakhs and loss on account of discontinued operation is ₹ 8.73 Lakhs. Also Company had completed it's sale transaction of Gobi land on March 28, 2018 and realised the sale consideration of ₹ 73.76 Lakhs and incurred the capital gain of ₹ 33.76 Lakhs on the transaction.

**Additional information to financial statements and disclosures under Accounting Standards:**

**Note No.32: Employee Benefits:**

**Defined benefit plans:**

**Gratuity:**

The Company has a defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The contributions are managed through a third party which acts as the administrator of the fund.

The Company maintains gratuity funds, which is being administered by Life Insurance Corporation of India. Fund value confirmed by Life Insurance Corporation of India as at March 31, 2019 is considered to be the fair value.

Disclosures for defined benefit plans based on actuarial reports as on March 31, 2019

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>i. Change in defined benefit obligation</b>		
Opening defined benefit obligaton	261.16	243.35
Interest cost	20.32	17.74
Current service cost	20.49	18.08
Past service cost	-	20.00
Benefit paid directly by the employer	-	-
Benefit paid from the Fund	(46.19)	(33.02)
Actuarial (gains)/losses arising from changes in demographic assumptions	(0.23)	-
Actuarial (gains)/losses arising from changes in financial assumptions	(0.20)	(8.15)
Actuarial (gains)/losses arising from changes in experience assumptions	31.87	3.16
<b>Liability at the end of the year</b>	<b>287.22</b>	<b>261.16</b>
<b>ii. Change in fair value of assets</b>		
Opening fair value of plan assets	258.45	236.19
Expected return on plan assets	20.11	17.22
Return on plan assets excluding interest income	(1.03)	(0.05)
Contributions by the employer	23.75	38.11
Benefit paid from the Fund	(46.19)	(33.02)
<b>Closing fair value of plan assets</b>	<b>255.09</b>	<b>258.45</b>



Notes forming part of the financial statements as of March 31, 2019

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>iii. Amount recognized in balance sheet</b>		
Present value of obligation as at year end	(287.22)	(261.16)
Fair value of plan assets as at year end	255.09	258.45
<b>Net asset/(liability) recognized in balance sheet</b>	<b>(32.13)</b>	<b>(2.71)</b>
<b>iv. Expenses recognized in statement of profit or loss</b>		
Current service cost	20.49	18.08
Interest on defined benefit obligation	20.32	17.74
Expected return on plan assets (interest income only)	(20.11)	(17.22)
Past service cost	-	20.00
<b>Total expenses recognized in profit or loss</b>	<b>20.70</b>	<b>38.60</b>
<b>v. Expenses recognized in other comprehensive income (OCI)</b>		
Actuarial (gains)/losses arising from changes in demographic assumptions	(0.23)	-
Actuarial (gains)/losses arising from changes in financial assumptions	(0.20)	(8.15)
Actuarial (gains)/losses arising from changes in experience assumptions	31.87	3.16
Return on plan assets excluding interest income	1.03	0.05
<b>Net (income)/expenses for the period recognized in OCI</b>	<b>32.47</b>	<b>(4.94)</b>
<b>vi. Actual return on plan assets</b>		
Expected return on plan assets	20.11	17.22
Return on plan assets excluding interest income	(1.03)	(0.05)
<b>Actual return on plan assets</b>	<b>19.08</b>	<b>17.17</b>
<b>vii. Expected employer's contribution for the next year</b>	<b>255.09</b>	<b>258.45</b>
<b>viii. Principal Actuarial Assumptions</b>		
Rate of discounting (per annum)	7.79%	7.78%
Rate of salary increase	4.00%	4.00%
Rate of employee turnover	2.00%	2.00%
Mortality rate during employment	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate
Mortality rate after employment	N.A.	N.A.

The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Discount rate</b>		
Changes in assumptions if increase by 1%	268.42	246.01
Changes in assumptions if decrease by 1%	308.60	278.36
<b>Salary increase rate</b>		
Changes in assumptions if increase by 1%	307.47	278.85
Changes in assumptions if decrease by 1%	269.16	245.35
<b>Attrition rate</b>		
Changes in assumptions if increase by 1%	293.81	265.76
Changes in assumptions if decrease by 1%	279.87	256.01



## Notes forming part of the financial statements as of March 31, 2019

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognized in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

### Note No.33: Corporate Social Responsibility (CSR)

During the financial year, the Company spent ₹ Nil (P.Y ₹ 6.52 Lakhs) as per the section 135 of the Companies Act, 2013 in respect of Corporate Social Responsibility (CSR). During the previous year, Company had focussed on implementing the project identified by the CSR Committee and successfully completed the project.

### Note No.34: Earning per share

Particulars	As at March 31, 2019	As at March 31, 2018
Face Value per Equity Share	₹ 2/-	₹ 2/-
<b>Basic Earnings per Share</b>	<b>(0.75)</b>	<b>(0.37)</b>
Net profit / (loss) after tax (₹ in lakhs)	<b>(619.34)</b>	<b>(307.23)</b>
Less: Preference dividend and tax thereon (₹ in lakhs)	-	-
Net profit / (loss) for the year attributable to the equity shareholders (₹ in lakhs)	<b>(619.34)</b>	<b>(307.23)</b>
Weighted average number of equity shares for Basic	<b>8,25,96,519</b>	8,25,96,519
<b>Diluted Earnings per Share</b>	<b>(0.75)</b>	<b>(0.37)</b>
Net profit / (loss) after tax (₹ in lakhs)	<b>(619.34)</b>	<b>(307.23)</b>
Less: Preference dividend and tax thereon (₹ in lakhs)	-	-
Net profit / (loss) for the year attributable to the equity shareholders (₹ in lakhs)	<b>(619.34)</b>	<b>(307.23)</b>
Weighted average number of equity shares for Diluted	<b>8,25,96,519</b>	8,25,96,519
<b>Reconciliation of Weighted Average number of shares outstanding</b>		
Weighted Average No. of Equity Shares used as denominator for calculating Basic EPS	<b>8,25,96,519</b>	8,25,96,519
Add: Total Weighted Average Employee Stock Option	-	-
Weighted Average No. of Equity Shares used as denominator for calculating Diluted EPS	<b>8,25,96,519</b>	8,25,96,519

### Note No.35: Related Party transactions

a. Details of related parties:

Enterprises owned or significantly influenced by key management Personnel or their relatives

Maxwell Ventures Private Limited  
 Maxwell Capital Management Private Limited  
 Maxwell Entertainment Private Limited  
 Maxwell Retail Private Limited  
 Maxwell Health and Hygiene Private Limited  
 HYBO Hindustan  
 PAKO Hindustan  
 Pats Treasures  
 Unnati Ventures  
 Kanishk Capital Partners  
 K. 3 Realtors  
 Global Construction  
 Pathare Agro Farms  
 Shogun Chemicals Private Limited



## Notes forming part of the financial statements as of March 31, 2019

### Key Managerial Personnel

Mr. Sunil J. Pathare (Chairman and Managing Director)  
 Mr. Kapil J. Pathare (Whole Time Director)  
 Mr. Ashish Mandaliya (Chief Financial Officer and Company Secretary)  
 Mr. Devendra Vyas (Chief Finance Controller)  
 Mr. Yogesh Tiwari (Chief Executive Officer - resigned on February 28, 2019)

### Relatives of Key Management Personnel

Mrs. Lalita J. Pathare (Mother of Sunil J. Pathare and Kapil J. Pathare)  
 Mrs. Heena S. Pathare (Wife of Sunil J. Pathare)  
 Mrs. Ashwini K. Pathare (Wife of Kapil J. Pathare)

Note: Related parties have been identified by the Management as per Ind AS 24.

### b. Details of related parties transactions and Balance outstanding as at 31st March 2019

#### (i) Transactions with related parties

(₹ in lakhs)

Name of Party	Nature of Transactions	As at March 31, 2019	As at March 31, 2018
Hybo Hindustan	Rent, Electricity & Water charges	118.00	116.37
Pako Hindustan	Job work	-	0.14
Kapil J. Pathare	Rent	5.84	3.29

#### (ii) Balance outstanding at the end of the year

(₹ in lakhs)

Name of Party	As at March 31, 2019	As at March 31, 2018
Hybo Hindustan	61.22	-
Pako Hindustan	0.06	0.19
Kapil J. Pathare	3.03	(1.20)

Note: Negative indicates receivables.

### Remuneration of Directors / Key Managerial Personnel

Name of Party	As at March 31, 2019	As at March 31, 2018
Salary and short-term employee benefits	290.04	259.65
Contribution to provident fund	9.96	9.86

### Note No.36: Contingent Liabilities and Contingent Assets

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Guarantees given by bank	10.12	21.64
Claims against the company not acknowledged as debts -		
Income Tax Liability in Appeal by IT department	-	1,191.43
Sales Tax / Central Sales Tax Liability	1,010.94	1,032.78
Letter of Credits	614.73	1,014.50



## Notes forming part of the financial statements as of March 31, 2019

The Company has availed a concessional rate of tax of 1% on the taxable sales without filing the forms "C" and "H" within the time frame stipulated under rule 12 (7) of the Central Sales Tax (Registration and Turnover) Rules, 1957 and is therefore liable to pay ₹1,242.25 Lakhs. The Company has since collected and in possession of forms required to be submitted to the concerned Sales Tax Officer and requested for time period to submit the relevant forms at the time of assessment.

In addition, the Company is subject to legal proceedings and claims, which have arisen in the ordinary course of business. The management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's results of operations or financial conditions.

### Note No.37: Earnings and expenditure in Foreign currency:

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Expenditure in Foreign currency:</b>		
Royalty	2.03	2.50
Travelling	5.97	23.46
Others	119.63	118.71
<b>Earnings in Foreign currency:</b>		
Export inward Remittance	1,609.94	1,731.85

### Note No.38: Segment Reporting

The Company is engaged in the business of manufacturing garments. Therefore there is no separate reportable segment.

### Note No.39: Income Tax

(₹ in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
<b>INCOME-TAX</b>		
<b>(a) Amounts recognised in profit and loss</b>		
Current tax for prior years	-	79.07
<b>Deferred tax</b>		
Origination and reversal of temporary differences	(31.73)	(32.89)
Recognition of previously unrecognised tax losses	-	-
Change in recognised deductible temporary differences	-	-
<b>Total deferred tax expense/(benefit)</b>	<b>(31.73)</b>	<b>(32.89)</b>
<b>Tax expense for the year</b>	<b>(31.73)</b>	<b>46.18</b>
<b>(b) Income tax recognised in other comprehensive income</b>	-	-
<b>(c) Income tax recognised directly in equity</b>	-	-
<b>(d) Reconciliation of effective tax rate</b>		
a) (Loss) before tax	(651.07)	(261.04)
b) Enacted tax rate in India 33.384% (31 March 2018: 34.61%)*	-	-
c) Expected tax expense	-	-
d) Effect of expenses that are not deductible in determining taxable profit		
Interest on late payment of taxes / MSME	-	-
Corporate Social responsibility expenses	-	-
e) Net tax expense to be recognised	(651.07)	(261.04)
f) (Excess)/Short provision for tax relating to prior year	-	79.07
g) Deferred tax expenses	(31.73)	(32.89)
h) Tax expense recognised in statement of profit or loss	(619.34)	(307.22)

\* The change in enacted tax rate is on account of change in rate of surcharge from 12% to 7% and also change in rate of health and education cess from 3% to 4%.





**Notes forming part of the financial statements as of March 31, 2019**

**Movement in deferred tax balances**

(₹ in lakhs)

Particulars	Net balance March 31, 2018 ₹	Recognised in profit or loss ₹	Recognised in OCI ₹	Others ₹	March 31, 2019	Deferred tax asset ₹	Deferred tax liability ₹
					Net deferred tax asset/ liability ₹		
Deferred tax liability	5,403.30	(31.73)	(10.84)	-	5,360.73	-	5,360.73

The Company offsets deferred tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income and the period over which deferred income tax assets will be recovered. Any changes in future taxable income would impact the recoverability of deferred tax assets.

Deferred tax assets have not been recognised in respect of the following items, as they are not considered to be probable of realisation.

(₹ in lakhs)

Particulars	March 31, 2019		March 31, 2018	
	Gross amount	Expiry date	Gross amount	Expiry date
Unabsorbed business loss	305.24	2016-17	1,126.20	2015-16
Unabsorbed business loss	35.24	2017-18	305.24	2016-17
Unabsorbed business loss	156.63	2018-19	35.24	2017-18
Unabsorbed business loss	-	2019-20	156.63	2018-19

**Note No. 40. Financial Instruments:**

**Note No. 40.1 Capital Management:**

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns to the shareholders and benefits to other stakeholders and maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may issue new shares or sell assets to reduce debt. The capital structure of the Company consists of debt and total equity of the Company.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity, External-commercial borrowings and short-term borrowings. The Company's policy is aimed at combination of short-term and long-term borrowings. The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

The Company is not subject to any externally imposed capital requirements.

**Note No. 40.2. Fair Value Measurement**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.



Notes forming part of the financial statements as of March 31, 2019

(₹ in lakhs)

Particulars	Carrying amount		Fair value			Total
	FVTPL	Other Financial Assets/ Liabilities- Amortised Cost	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	
<b>March 31, 2019</b>						
Investment - Government Securities in NSC (Note 5)	-	0.90	-	-	-	-
Investmen in Saraswat Bank (Note 5)	-	0.25	-	-	-	-
Financial assets Non current Other (Note 6)	-	100.11	-	-	-	-
Trade receivables (Note 9)	-	6,044.17	-	-	-	-
Cash and cash equivalents (Note 10)	-	1.60	-	-	-	-
Bank balances other than Cash and cash equivalents (Note 11)	-	570.55	-	-	-	-
Employee loans and advances (Note 12)	-	28.74	-	-	-	-
Other financial assets (Note 13)	-	0.76	-	-	-	-
<b>TOTAL</b>	-	<b>6,747.08</b>	-	-	-	-
Non current liabilities: Borrowings (Note 18A)	-	21.73	-	-	-	-
Other Financial liability: Non current and current (Note 19)	-	838.82	-	-	-	-
Current liabilities: Bank Borrowings (Note 18B)	-	8,246.10	-	-	-	-
Current liabilities: Trade payables (Note 22)	-	2,075.29	-	-	-	-
<b>TOTAL</b>	-	<b>11,181.94</b>	-	-	-	-

**Note No.40.3: Financial risk management framework:**

The Company is exposed primarily to market risk, credit risk and liquidity risk which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

**Market Risk:**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates and other market changes.

**Interest Rate Risk:**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's variable rate short-term debt obligations and external commercial borrowings.

**Credit Risk:**

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Outstanding customer receivables are regularly monitored. The Company maintains its cash and cash equivalents and deposits with banks having good reputation and high quality credit ratings.

**Liquidity Risk:**

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Exposure to liquidity risk

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

\* all non derivative financial liabilities

\* net and gross settled derivative financial instruments for which the contractual maturities are essential for the understanding of the timing of the cash flows.



## Notes forming part of the financial statements as of March 31, 2019

Contractual cash flows:

(₹ in lakhs)

As at March 31, 2019	Carrying amount	Total	1 year or less	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Long-term borrowings	31.44	31.44	9.71	6.88	14.85	-
Non current other financial liabilities*	582.38	582.38	-	-	-	582.38
Current borrowing from Bank	8,246.10	8,246.10	8,246.10	-	-	-
Trade payables	2,075.29	2,075.29	2,075.29	-	-	-
<b>TOTAL</b>	<b>10,935.21</b>	<b>10,935.21</b>	<b>10,331.10</b>	<b>6.88</b>	<b>14.85</b>	<b>582.38</b>

Note\*: Security deposits received from customers amounting to ₹ 573.11 Lakhs (PY ₹ 510.81 Lakhs) are repayable on demand when there is breach of contract. However, this deposits received from customers are generally against the long term contracts. Therefore, the same has been classified as more than 5 years.

(₹ in lakhs)

As at March 31, 2018	Carrying amount	Total	1 year or less	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Long-term borrowings	40.40	40.40	8.95	9.72	21.73	-
Non current other financial liabilities*	522.93	522.93	-	-	-	522.93
Current borrowing from Bank	7,979.48	7,979.48	7,979.48	-	-	-
Trade payables	2,408.54	2,408.54	2,408.54	-	-	-
<b>TOTAL</b>	<b>10,951.35</b>	<b>10,951.35</b>	<b>10,396.97</b>	<b>9.72</b>	<b>21.73</b>	<b>522.93</b>

### Other Risk:

### Climate Risk:

The Company is exposed to the risk of damage from climatic changes and other natural forces. The Company has extensive processes in place aimed at monitoring those risks, including regular monitoring and follow up.

### Regulatory and Environmental Risk:

The Company is subject to laws and regulations in various segments like Environmental, Forest etc. and has laid down policies and procedures aimed at compliance with local environmental and other laws.

### Note No. 41. Share based payments (ESOP):

During the financial year 2017-18, the Company had issued and granted the following stock options to its key employees of the Company at two different grant price.

Employee Stock Option	Grant – I at exercise Price ₹ 26/-	Grant – II at exercise Price ₹ 2/-
Date of Members approval	11-12-2017	
Date of grant	14-02-2018	14-02-2018
No of option granted	8,25,000	84,000
Grant Price	₹ 26 /-	₹ 2/-
Period of exercise	2018-19 to 2021-22 (4 Years)	2018-19 (2 Years)
Exercise price	₹ 26 /-	₹ 2/-



**Notes forming part of the financial statements as of March 31, 2019**

General term and condition of issue	<ol style="list-style-type: none"> <li>Not exceeding 20,00,000 Employee Stock Options convertible into not more than 20,00,000 shares of face value of ₹ 2/- each fully paid-up, with each such option conferring a right upon to the eligible employees to be issued one equity share of the Company. This will be adjusted for any future shares split, merger, demerger, sale of division, consolidation, rights issue, bonus issue or any other corporate actions at the discretion of the board of directors.</li> <li>The options granted under the Scheme would vest not less than one year and not later than seven years from the date of grant of the options. The options granted to the employees would be capable of being exercised within a period of five years from the date of vesting.</li> <li>The exercise price for 8,25,000 options, the exercise price will be ₹ 26/- per option with condition attached to it and 84,000 options will be exercise at a price of ₹ 2/- per option without any condition.</li> <li>Exercise Period would commence from the vesting date and would expire not later seven years from the date of grant of Options or such other period as may be decided by the Nomination and Remuneration Committee and Board.</li> </ol>
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**Number and exercise prices of share options for each of the following groups of options during the financial year 2018-19:**

Employee Stock Option	Grant – I at exercise Price ₹ 26/-	Grant – II at exercise Price ₹ 2/-
Outstanding at the beginning of the period	8,25,000	84,000
Granted during the period	-	-
Cancelled during the period	8,25,000	84,000
Exercised during the period	-	-
Expired during the period	-	-
Outstanding at the end of the period	Nil	Nil
Exercisable at the end of the period	-	-

**Note No. 42.** Previous year figures have been regrouped/rearranged, wherever necessary to make them comparable with the current year's classification.

Signatures to Notes 1 to 42

As per our report of even date  
**For Sharp & Tannan**  
 Chartered Accountants  
 Registration No - 109982W  
 By the hand of

**Ashish Mandaliya**  
 C.F.O. and Company Secretary  
 (M.No.ACA-114044)  
 (M.No.ACS-17289)

For and on behalf of Board

**Sunil J. Pathare**  
 Chairman and Managing Director  
 (DIN 00192182)

**Kapil J. Pathare**  
 Whole-time Director  
 (DIN 01089517)

**Tirtharaj Khot**  
 Partner  
 Membership No. (F) 037457  
 Place: Mumbai  
 Dated : May 20, 2019

**Devendra Vyas**  
 Chief Finance Controller  
 (M.No.ACA-150498)

Place: Mumbai  
 Dated : May 20, 2019



# VIP CLOTHING LIMITED (Formerly known as Maxwell Industries Limited)

## FINANCIAL HIGHLIGHTS

(₹ in Lakhs) Except ratio and face value of shares.

	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10
Equity Share capital	1,652	1,652 <sup>1</sup>	1322	1322	1262	1262	1262	1262	1262	1262
Redeemable Pref. Shares Capital	-	-	-	-	395***	1185	1185	1185**	1814*	2435
Convertible Pref. Shares Capital	-	-	-	-	-	-	-	-	-	-
Reserves & Surplus	17,140	17,812 <sup>2</sup>	14,301 <sup>2</sup>	8012	7944	7830	7515	7482	7328	7360
Misc. exp. not written off	-	-	-	-	-	-	-	-	-	14
Net Worth	18,792	19,464	15,623	9334	9206	9092	8777	8744	8590	8608
Long term Debts	-	-	-	-	-	-	-	-	597	1321
Net Asset Block	16,326	16,603 <sup>3</sup>	17,110 <sup>3</sup>	6153	6658	6944	7033	8031	7592	7928
Total Income	20,943	22,366	23,270	19514	26160	25875	25491	22056 <sup>#</sup>	23220	21139
Profit before tax	(651)	(252)	(610)	(947)	1091	806	439	875 <sup>#</sup>	240	1067
Taxation	(32)	46	35	46	390	273	154	152	77	365
Profit after tax	(641)	(303)	(751)	(993)	701	533	285	464 <sup>#</sup>	163	702
Dividend Rate on										
Equity share	-	-	-	-	15.00%	10.00%	12.50%	15.00%	5.00%	20.00%
Redeemable Pref. Shares	-	-	-	-	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%
No of Equity Shares (in Lakhs)	825.96	825.96	660.77	660.77	630.77	630.77	630.77	630.77	630.77	630.77
Face value of Share-Equity (₹)	2	2	2	2	2	2	2	2	2	2
Preference (₹)	100	100	100	100	100	100	100	100	100	100
Earning per share (₹)	(0.75)	(0.39)	(0.97)	(1.50)	1.08	0.73	0.34	0.63	0.07	0.81
Book value per share (₹)	22.75	23.57	23.64	14.13	14.59	14.41	13.80	13.86	13.62	13.65
Current Ratio	1.78	1.81	1.35	1.31	1.23	1.34	1.22	1.32	1.26	1.68

- ₹ 330 Lakhs increased on account of issue of 1,65,19,304 Rights share @ ₹ 26/- (face value of shares is ₹ 2/-)
- Increase in securities premium account by ₹ 3,965 Lakhs on account of issue of Rights Shares and others on account of effect has been give for the first time adoption of INDAS
- Effect has been give for the first time adoption of INDAS

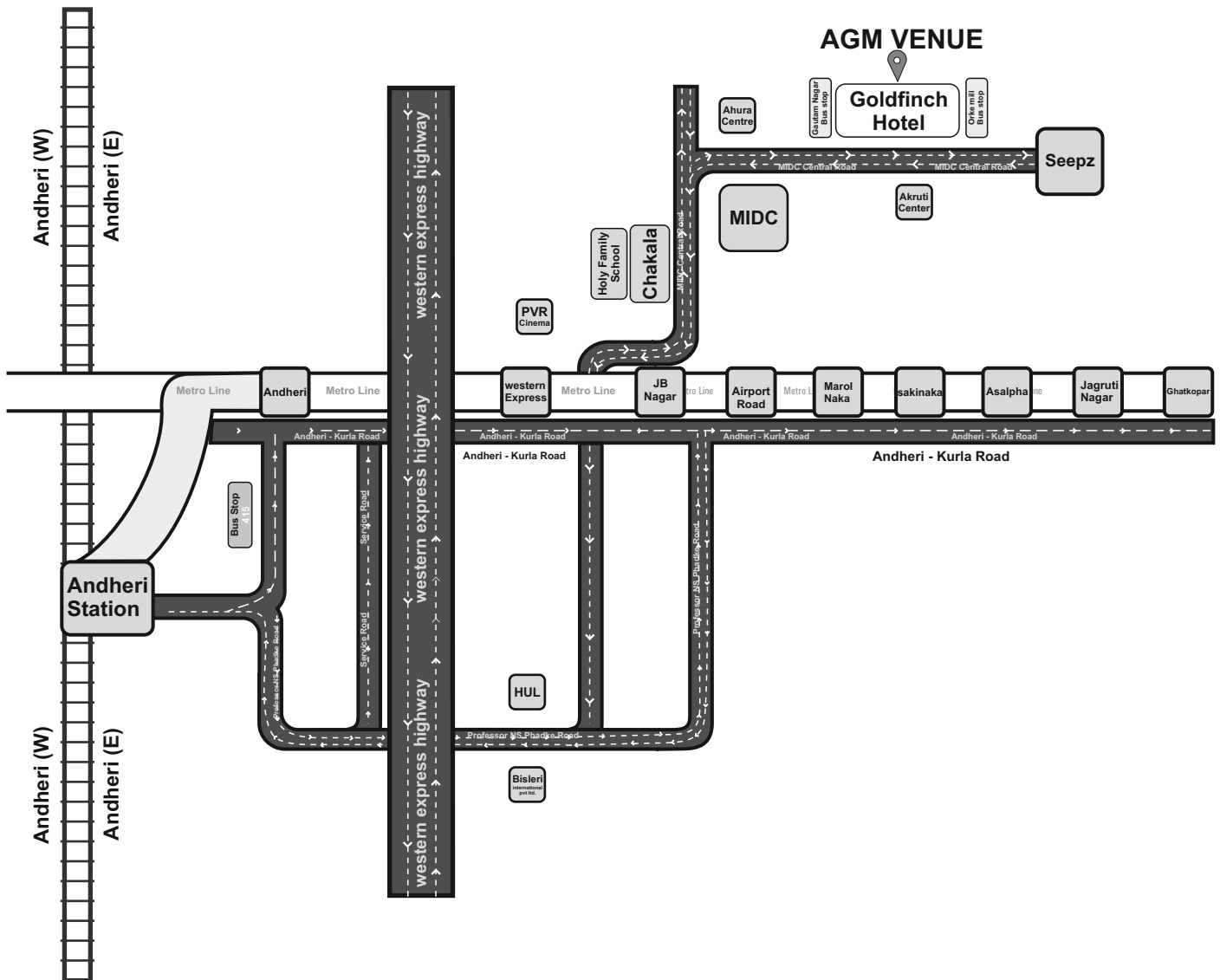
\* ₹ 620.60 Lakhs 5% Redeemable Preference shares of ₹ 100/- each bought back.

\*\* ₹ 629.45 Lakhs 5% Redeemable Preference shares of ₹ 100/- each bought back.

\*\*\* ₹ 790 Lakhs 5% Redeemable Preference shares of ₹ 100/- each redeemed.

# Excluding yarn - discontinued operation.

**ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING**



Shareholder are requested to bring their copies of Annual report at the Annual General Meeting as the same will not be distributed in the meeting hall.





To,  
Link Intime India Private Limited/Depository Participant

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**Updation of Shareholders Information**

I/We request you to record the following information against my/our Folio No./DP ID/Client ID:

**General Information:**

Folio No./DP ID/Client ID:	
PAN:*	
CIN/Registration No.:* (applicable to Corporate Shareholders)	
Tel. No. with STD Code:	
Mobile No.:	
E-mail id:	

\*Self attested copy of the document(s) enclosed.

**Bank Details:**

IFSC: (11 digit)	
MICR: (9 digit)	
Bank A/c Type:	
Name of the Bank:	
Bank Branch Address:	

\*A blank cancelled cheque is enclosed to enable verification of bank details.

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained till I/We hold the securities under the above mentioned Folio No.

Place:

Date:

\_\_\_\_\_  
Signature of Sole/First holder

**Note:**

Shareholders holding shares in physical mode and having Folio No(s) should provide the above information to our RTA, Link Intime India Private Limited. Shareholders holding Demat shares are required to update their details with the Depository Participant.







# VIP CLOTHING LIMITED

(Formerly known as Maxwell Industries Limited)

**CIN** : L18101MH1991PLC059804

**Registered Office** : C-6, Road No.22, MIDC, Andheri (East), Mumbai – 400 093.

**Phone** : (022) 2825 7624, 2825 7627 **Fax** : (91) (022) 2837 1023

**Website** : www.vipclothing.in **Email** : investor.relations@viporg.com

**Registrar & Transfer Agent** : Link Intime India Pvt. Ltd., C-101, 247 Park, L B S Marg,  
Vikhroli (West), Mumbai – 400 083

## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): .....

Registered address:.....

E-mail Id:.....

Folio No/ Client Id:.....

DP ID:.....

I/We, being the member(s) holding ..... shares of the above named Company, hereby appoint

1. Name : .....  
Address: .....  
E-mail Id:.....Signature:....., or failing him

2. Name : .....  
Address: .....  
E-mail Id:.....Signature:....., or failing him

3. Name : .....  
Address: .....  
E-mail Id:.....Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29<sup>th</sup> AGM of the Company, to be held on Thursday, the 26<sup>th</sup> September, 2019 at 11:00 AM at Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (East), Mumbai – 400 093 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I/We wish my above proxy (ies) to vote in the manner as indicated in the box below:

Resolutions	For	Against	Abstain
<b>Ordinary Business</b>			
1 Adoption of Financial Statements			
2 Appointment of Director			
<b>Special Business</b>			
3 Continuation of Directorship of Mrs. Meher Castelino			
4 To Re-appoint Mrs. Meher Castelino as an Independent Director of the Company for a second term			

Affix  
revenue  
stamp

Signed this.....day of..... 2019. Signature of shareholder \_\_\_\_\_

\_\_\_\_\_  
Signature of first proxy holder                      Signature of second proxy holder                      Signature of third proxy holder

\*\*This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

- Note:**
1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
  2. A proxy need not be a member of the Company.
  3. In case the appointer is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorization should be attached to the proxy form.
  4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
  5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
  6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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**Registrar & Transfer Agent** : Link Intime India Pvt. Ltd., C-101, 247 Park, L B S Marg,  
Vikhroli (West), Mumbai – 400 083

## ATTENDANCE SLIP

I/We hereby record my/our presence at the 29<sup>th</sup> Annual General Meeting of the Company held at Goldfinch Hotel, Plot No. 34/21, Central Road, MIDC, Andheri (East), Mumbai - 400093 at 11.00 a.m. on Thursday, 26<sup>th</sup> day of September, 2019.

<b>DP ID*</b>	<b>Folio No.</b>
<b>Client ID*</b>	<b>No. of Shares</b>

<b>Name and Address of the Shareholder(s)</b>		
<b>If Shareholder(s), please sign here</b>	<b>If Proxy, please mention name and sign here</b>	
	<b>Name of Proxy</b>	<b>Signature</b>

\* Applicable for shareholders holding shares in electronic form.

Note:

Shareholder/ Proxy holder, as the case may be, is requested to produce the attendance slip duly signed at the entrance of the Meeting venue.

### ELECTONIC VOTING PARTICULARS

<b>Electronic Voting Sequence Number (EVSN)</b>	<b>* Default Sequence Number</b>
190823029	

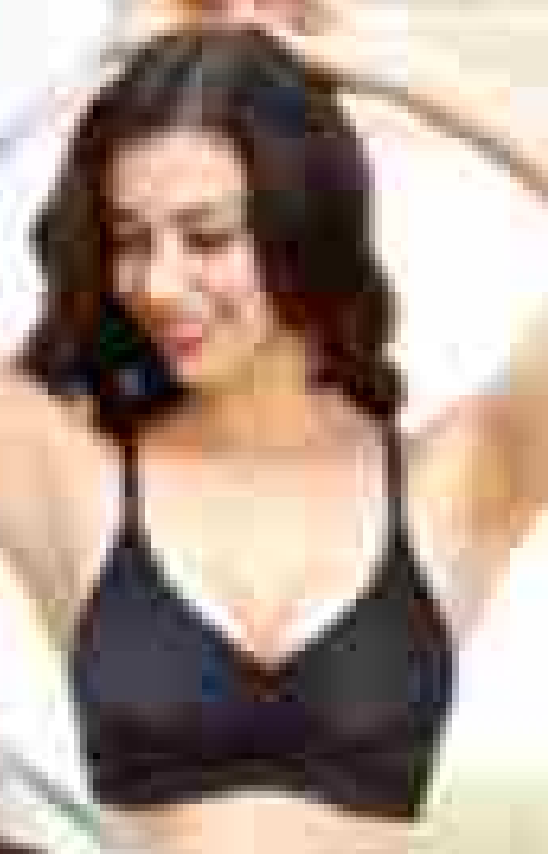
\* Members who have not updated their PAN with the Company / Depository Participant shall use default Sequence Number in the PAN field. Other members should use their PAN.



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VEST

Frenchie





**VIP Clothing Ltd.**